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MEMORANDUM
AND
ARTICLES OF ASSOCIATION

OF

ASSOCIATION OF HONG KONG DIABETES NURSES LIMITED
香港糖尿科護士協會有限公司

Incorporated the 31st day of March, 2008.

HONG KONG

No. 1221448

[COPY]

CERTIFICATE OF INCORPORATION

I hereby certify that

ASSOCIATION OF HONG KONG DIABETES NURSES LIMITED
香港糖尿科護士協會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance, (Chapter 32)

and that this company is limited.

Issued 31 March 2008.

Certified True Copy

(Sd.) Ms. Fanny Wing-Chi LAM

.....

For Registrar of Companies

Hong Kong

SIN, Wai Man Celia

.....

~~Director~~/Company Secretary

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THE COMPANIHES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee and
Not Having a Share Capital

ARTICLES OF ASSOCIATION

OF

ASSOCIATION OF HONG KONG DIABETES NURSES LIMITED
香港糖尿科護士協會有限公司

Preliminary

1. These Articles shall be construed with reference to the provisions of the Companies Ordinance, Chapter 622, and the terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Ordinance. In these Articles, unless the context otherwise permits or requires.

   The regulations contained in the Model Articles prescribed in Schedule 3 of the Companies (Model Articles) Notice (Cap. 622H) shall not apply to the Association.

2. In these Articles, unless the context otherwise requires, the words standing in the first column below shall have the meanings set opposite to them respectively:

3. In these Articles:-

   "Association" means the above named **ASSOCIATION OF HONG KONG DIABETES NURSES LIMITED 香港糖尿科護士協會有限公司.**

   "Articles" means the articles of association of the Association for the time being in force.

   "Council" means the Council of Management.

   "Councillor" means any person for the time being elected or appointed as a member of the Council.

   "Member" includes Ordinary Member, Associate Member, Affiliated Member and Senior Member of the Association.

   "Ordinance" means the Companies Ordinance (Chapter 622), Laws of Hong Kong.

   "Seal" means the common seal of the Association.

   "Secretary" means any person appointed to perform the duties of the secretary of the Association.

   Words importing a gender shall include every gender.

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.
These Articles shall be construed with reference to the provisions of the Ordinance and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Ordinance.

4. The name of the company is "ASSOCIATION OF HONG KONG DIABETES NURSES LIMITED 香港糖尿科護士協會有限公司"(hereinafter referred to as "The Association").

5. The Registered Office of the Association will be situated in Hong Kong.

6. The objects for which the Association is established are:

(A) To act as a professional body representing diabetes nurses in Hong Kong.

(B) To promote interests, fraternity and professional growth of diabetes nurses.

(C) To promote communication among diabetes nurses and other organizations caring for diabetes patients and their families.

(D) To maintain and enhance professional practice standard of diabetes care and education in Hong Kong.

(E) To promote a positive professional image of diabetes nurses to the community.

(F) To organize conferences, seminars or workshops whether on a global, regional or local basis on subjects relating to diabetes and other chronic diseases.

(G) To organize and/or conduct surveys and studies on diabetes and other medical care and education in Hong Kong.

(H) To raise money by all lawful means and to solicit, receive and enlist financial and other aid, subscriptions, donations and bequests from individuals, trusts, companies, corporations, associations, societies, institutions and other organizations or authorities, and from Governments, public bodies and to conduct fund-raising campaigns for the purpose of furthering the objects of the Association.

(I) To stimulate public interest and provide public education in diabetes and other chronic diseases.

(J) To sponsor its members to attend and participate in conferences, seminars, workshops, trainings and other events in Hong Kong or other parts of the world.

(K) For the purpose of carrying out the above object:

(a) to acquire by purchase, lease or otherwise and take, hold, enjoy and possess, any property, movable or immovable, whether situated in Hong Kong or elsewhere;

(b) to invest moneys on deposit with any bank or of immovable property in Hong Kong, or in debenture, debenture stocks, stocks, funds, shares or securities of any government, corporation, or company, or in such other investment as the Association may think fit;

(c) to grant, sell, convey, transfer, exchange, partition, surrender, yield up, charge, mortgage, pledge, reassign, release, demise, let or otherwise dispose of, any of the property, movable or immovable, for the time being invested in or belonging to the Association, upon such terms as the Association may think fit;

(d) to raise money by private or public subscription, or otherwise, in particular, by organizing the collection of money or the sale of badges in public places, by promoting and conducting lotteries, and by organizing balls, dinners, entertainments, sporting events, concerts, and other functions of any nature whatsoever;

(e) to print and publish any periodicals, books, booklets, leaflets or other written materials, whether for a profit or otherwise, that the Association may think desirable;

(f) to borrow money for the purposes of the Association on such terms and on such security.

(g) to subscribe to any local and other charities and grant donations for any charitable purpose;

(h) to apply for research and non-research funds, aids and other financial or other assistance from private or public sources;

(i) to accept scholarships, sponsorships, donations, grants or subsidies from any persons, companies, other bodies or organizations, or Government authorities, and in particular accept any gift of property, whether subject to any special trust or not, for the benefit of the Association;

(j) subject to Clause 7(C) hereof, to engage, hire and employ all classes of persons considered necessary or desirable for the purposes of the operations of the Association and to pay to them and other persons in return for services rendered to the Association salaries, wages, gratuities and pensions;

(k) to enter into any arrangements with any governments, or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Association's objects or any of them, and to obtain from any such government or authority, any rights, privileges, and concessions which the Association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

(l) to establish or assist in establishing, and to subscribe to, or become a member of, any other associations or clubs whose objects are similar to the objects of the Association, or the establishment of which may be beneficial to the Association;

(m) to open and operate a banking account or accounts with any bank or banks for the purposes of the Association and for such purposes to make, give, accept, endorse,

transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.

(L) To do all such other lawful things as are incidental or conducive to the attainment of the above subjects.

Provided that:-

(a) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(b) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

7. (A) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association.

(B) Subject to sub-clauses (D) and (E) 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 however, to the members of the Association.

(C) No member of the Council (as defined in the Association's Articles of 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 sub-clause (E) below) shall be given by the Association to any member of the Council.

(D) 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 in return for any services actually rendered to the Association.

(E) Nothing herein shall prevent the payment, in good faith, by the Association:-

(a) of out-of-pocket expenses to any member of the Council;

(b) of interest on money lent by any member of the Association or one of the Council at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of the Council;

(d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of the Council 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.

(e) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clause (D) and (E) above.

8. The liability of the members is limited.

9. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up while he is a member, or within one year after he ceased 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 HK$100.00.

Number of Members

10. For the purposes of registration, the number of members of the Association shall not be more than 100,000.

Qualification of Members

11. The members of the Association be divided into the following classes:

(A) Ordinary Member

Any person whose name appears on the register of Registered Nurses of the Nursing Board of Hong Kong at the time of application, and who is interested in diabetes care, has completed diabetes care specialty training recognized by the Association, and has been engaged in work related to diabetes care, shall be eligible for application for ordinary membership. The Subscribers to the Memorandum of Association shall be Ordinary Members of the Association. An Ordinary Member shall have the right to receive notice of all general meetings of the Association and to attend the same and to vote and propose resolutions and to move amendments threat in person or by proxy.

(B) Associate Member

Any person whose name appears on the register of Registered Nurses or the register of Enrolled Nurses of the Nursing Board of Hong Kong at the time of application or is a student nurse and who is interested in diabetes care, shall be eligible to apply for an associate membership. An Associate Member shall have the right to receive notice of all general meeting of the Association and to attend the same in person or by proxy but shall have no right to vote or propose resolutions or move amendments thereat. An Associate Member shall not be entitled to hold office as a Councillor.

(C) Affiliated Member

Any registered medical or paramedical staff who shows interest in diabetes care shall be eligible to apply for an affiliated membership. An Affiliated Member shall have the right to receive notice of all general meeting of the Association and to attend the same in person or by proxy but shall have no right to vote or propose resolutions or move amendments thereat. An Affiliated Member shall not be entitled to hold office as a Councillor.

(D) Senior Member

An Ordinary Member who attained the age of 60 can apply to become a Senior Member. A Senior Member shall have the same rights as an Ordinary Member.

The rights of a Member shall be personal to himself, such rights shall not be transferred by his own act or by operation of law, and shall cease upon his ceasing from any cause to be a Member under the Articles.

Admission of Members

12. (A) Every candidate for membership of the Association shall be recommended by at least one Ordinary Member or a Senior Member of the Association. Application for admission must be made in writing signed by the candidate and countersigned the recommending Ordinary Member or Senior Member and addressed to the Secretary and shall be in such form as the Councillors may prescribe from time to time. If the application is approved by the Council, the candidate will become a member of the Association upon payment of an admission fee and annual subscription fee for the first year. The Council shall have the absolute power to refuse any application for membership without giving any reason therefor.

(B) An Ordinary Member or Senior Member who has resigned from the Association can apply to rejoin the Association provided that he does not owe the Association any money before filing the application for rejoining the Association and he will become a member of the Association upon payment of a rejoining fee and annual subscription fee for the first year. The Council shall have the absolute power to refuse any application for rejoining without giving any reason therefor.

Cessation of Membership

13. Membership of a Member shall cease if:

(A) He has given not less than 14 days' prior notice in writing to the Council of his intention to resign his membership.

(B) If any subscription payable by him as a member shall have remained unpaid for three months after the same shall have become payable unless the Councillors shall otherwise direct.

(C) If by resolution of the Council passed by a majority of at least two-thirds of the whole number of the Councillors it be declared that his conduct has been prejudicial to the interests and the good name of the Association and it be resolved that his membership be determined, provided that at least 28 days before the meeting of the Council at which such a resolution is passed the Member concerned shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit, and provide further that any such Member may be notice in writing lodge with the Secretary at least 24 hours before the time for holding the meeting at which the resolution is to be considered by the Councillors, elect to have the question dealt with by the Association in general meeting, and in that event an extraordinary general meeting of the Association shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to

be taken by ballot) the Member concerned shall be expelled and his name removed from the Register.

(D) The Member dies.

(E) The Member is adjudged bankrupt.

(F) The Member becomes of unsound mind or a patient for the purposes of any ordinance or regulation in Hong Kong or elsewhere relating to mental health.

Any person who ceases to be a Member of the Association shall not be relieved thereby from any liability to the Association in respect of any subscription which shall have become payable by him before the date of his ceasing to be such a Member, unless the Councillors shall otherwise determine.

Subscription Rights of Members

14. The admission fee, rejoining fee and annual subscription fee payable by Members shall be decided by the Councillors from time to time. The annual subscription fees for the second and subsequent years payable by Members shall become due and payable in advance on the 1st day of April every year. If any annual subscription fee shall be unpaid for 3 months after the same shall become due and payable, the defaulting Member shall be deemed to have resigned from membership of the Association. Such resignation shall take effect immediately after the expiration of the said 3 months' period.

General Meetings

15. The Association 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 Association and that of the next. Provided that so long as the Association holds its first Annual General Meeting within 18 months of its 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 Councillors shall appoint.

16. An annual general meeting shall be held in every year for the purpose of receiving the Annual Report of the Council, of electing the members of the Council for the ensuing year and of transacting such other business as may be stated in the agenda.

17. All general meetings other than annual general meeting shall be called extraordinary general meetings.

18. The Councillors may whenever they think fit, convene an extraordinary general meeting to be held at such time and place as they shall determine. An extraordinary general meeting shall also be convened on the requisition of Members in accordance with the Ordinance.

Notice of General Meetings

19. An annual general meeting and a meeting called for the passing of a special resolution shall be called 21 days' notice in writing at least, and a meeting of the Association other than 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 shall be given, in manner hereinafter mentioned

or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the Articles, entitled to receive notices from the Association:

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that of specified in this Article, be deemed to have 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 at the meeting; and

(B) in the case of any other meeting, by a majority of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights of all the Members entitled to attend and vote at that meeting.

20. 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 of General Meetings

21. All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheet, and the ordinary reports of the Councillors and auditors, the election of Councillors in place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.

22. Attendance of any member at any general meeting shall be by way of one of the following means: (i) attendance in person; or (ii) attendance via video conference or by other lawful electronic means and in such manner as may be agreed by the Association in general meeting. For the avoidance of doubt, this shall not preclude the holding of any general meeting at which some members attend in person and some members attend via video conference or other lawful electronic means.

23. 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. Unless otherwise decided by Members in general meeting, the quorum for any general meeting shall be 5 Members or 50 per cent of all the Members entitled to attend and vote at the meeting, whichever is the lesser, present personally or by proxy.

24. 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 Councillors 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 (in person or by proxy) shall be a quorum.

25. The President, or in his absence, the Vice-President of the Council shall be chairman at every general meeting of the Association. If neither the President nor the Vice-President is present within 15 minutes after the time appointed for the holding of the meeting, the Councillors present shall elect one of their numbers to be the chairman of the meeting. If 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 Members present shall elect one of their numbers to act as chairman of the meeting.

Votes of Members

26. Each Ordinary Member or Senior Member (subject to Article 24) is entitled to have one vote. A vote may be given either in person or by proxy. A proxy must be an Ordinary Member or a Senior Member.

27. No Ordinary Member or Senior Member shall be entitled to vote at any general meeting unless all moneys presently payable by the member to the Association have been fully paid.

28. 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 demanded (before the declaration of the result of the show of hands) by at least two Ordinary Members or Senior Members present in person or by proxy and entitled to vote. Unless a poll is 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 to that effect in the minutes of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

29. 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 a time as the chairman of the meeting directs.

30. In the case of an equality of votes, either on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

31. The instrument appointing a proxy shall be deposited at the office of the Association or shall be received by Secretary not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instruments of proxy shall not be treated as valid.

32. Every instrument appointing a proxy shall, as nearly as circumstances will admit, be in the form specified below.

FORM OF PROXY

I (Full name_____) being an Ordinary Member / Senior Member of the Association of Hong Kong Diabetes Nurses hereby appoint _____ (Full name), who is Ordinary Member / Senior Member of the AHKDN also, as my proxy to vote for me on my behalf at the Extraordinary General Meeting of the College to be held on _____, and at any adjournment thereof.

_____

Signed

Date

Councillors

33. The Council shall have at least 5 and not more than 15 Councillors.

34. The number of the first Councillors and the names of the first Councillors shall be determined in writing by the Subscribers of the Memorandum of Association or a majority of them.

35. Only Ordinary Members and Senior Members of the Association are eligible to be elected or appointed as Councillors.

36. Save and except the first Councillors and subject to Article 31, all subsequent Councillors shall be elected by Members of the Association at a general meeting.

37. No salary, remuneration or allowance shall be paid to the Councillors, but the Association's officers and servants (other than those who are members of the council) shall be employed on such terms and on such remuneration as the Councillors shall from time to time determine.

38. Every Councillor shall hold office from the date of his appointment until the conclusion of the second annual general meeting following the date of his appointment, but shall be eligible for election at that annual general meeting.

39. In the event of any Ordinary Member or Senior Member who has been elected to become a Councillor declining to accept office as a Councillor or in the case of a casual vacancy occurring in the Council, such vacancy shall be filled by an Ordinary Member or Senior Member appointed by the Councillors or by the Association at a general meeting. The person so succeeding to office in the Council shall be subject to retirement at the same time as if he had become a Councillor on the day on which the Councillor in whose place he is appointed was last elected.

40. The Councillors shall elect from among their members, the President, Vice Presidents (the number of Vice Presidents shall be decided by the Councillors from time to time) and such other Officers as the Councillors may think fit.

41. The President shall have full executive powers in the management of all affairs of the Association subject nevertheless to any regulations of these Articles and to any directions as may from time to time be prescribed by the Councillors. The President shall from time to time represent the Association in all meetings and dealings with other bodies or organizations and may delegate such duty to any Vice-President as he deems fit.

42. No person shall be the President of the Association for more than 4 consecutive years.

43. In any case of the President, Vice-President or such other Officer is absent from duty due to sickness, departure from Hong Kong or any other reasons so that his duties cannot be properly discharged for a continuous period of not less than 6 months, the Councillors may appoint another person to replace his office.

44. The Council shall have the power at any time and from time to time, to appoint such committees for such purposes as they deem fit and may determine the powers, functions and duties of any such committee provided that any such committee shall comprise at least one Councillor and not less than 50 per cent of its members must be Members of the Association. Every committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Council. The Council may at any time revoke the appointment of any such committees.

45. Subject to Article 30, the Association may from time to time by ordinary resolution increase or decrease the numbers of Councillors.

Powers and Duties of Councillors

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

47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by at least two Councillors of the Association.

48. The Councillors shall cause minutes to be made in books provided for the purpose-

(A) of all appointments of officers made by the Councillors;

(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 Association, of the Council, and of committees of Council and

49. The Council shall have the power to invite any person of distinction as Honorary Advisors to the Association.

50. The Council shall have the power to appoint and remove all employees of the Association and to fix the amount of their remuneration.

Disqualification of Councillors

51. The office of Councillor shall be vacated if the Councillor-

(A) ceases to be an Ordinary Member / Senior Member; or

(B) becomes bankrupt; or

(C) resigns his office by notice in writing to the Association; or

(D) is found mentally incapacity or becomes of unsound mind; or

(E) is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by the Ordinance; or

(F) is removed by an ordinary resolution of a general meeting of the Members of the Association; or

(G) is deemed to have resigned from membership of the Association under these Articles, or

(H) without the consent of the Association in a general meeting, holds any other office of profit under the Association; or

(I) shall for more than 6 months have been absent without permission of the Councillors from meetings of the Councillors held during that period.

Proceedings of Councillors

52. The Councillors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise determined, the Councillors shall meet not less than 2 times a year.

53. The Councillors may participate in any meeting of the Council by means of conference telephone, video conference or other communications equipment through which all other Councillors present at the meeting can hear each other and such participation shall constitute attendance at the meeting as if those participating were present in person, provided always that the quorum was present at the meeting. If all the Councillors participating in a meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

54. The President shall preside as chairman at every meeting of the Council. If the President shall not be present, one of the Vice-Presidents shall act as chairman at that meeting.

55. A meeting of the Councillors may at the time be convened by the President or on the requisition of not less than 3 Councillors

56. Questions arising at any meeting of the Councillors shall be decided by a majority of votes, and in case if an equality of votes, the chairman of the meeting shall have a second or casting vote.

57. Unless otherwise fixed by ordinary resolution of the Association, the quorum necessary for the transaction of the business of the Councillors shall be at least 5 members of the Councillors or 50 per cent of the Councillors, whichever is the lesser.

58. The Councillors may act notwithstanding any vacancy in their body but, if and so long as the number of Councillors is reduced below the number fixed or by 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, but for no other purpose.

59. All acts bona fide done by any meeting of the Councillors, or any committee of the Councillors, or by any other person acting as a Councillor, shall, notwithstanding it being afterwards discovered that there was some defect in the appointment of any such member or person acting as foresaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

60. A resolution in writing, signed by all the Councillors for the time being entitled to receive notice of a meeting of the Councillors, shall be as valid and effectual as if it had been passed at a meeting of the Councillors duly convened and held.

Secretary

61. The Secretary shall be appointed by the Councillors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by the Councillors.

62. 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 if done by or to the same person acting both as the Councillor and as, or in place of the secretary.

The Seal

63. The Councillors shall provide for the safe custody of the seal, which shall only be used on the authority of the Councillors or of a committee of the Councillors authorized by the Councillors in that behalf, and every instrument to which the seal of the Association shall be affixed shall be signed by a Councillor and shall be countersigned by the Secretary or by a second Councillor.

Accounts

64. The Councillors shall cause proper books of accounts to be kept with respect to:-

    (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures relate to;

    (B) all sales and purchases of goods, lands and other things whatsoever by the Association; and

    (C) the assets and liabilities of the Association.

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

65. The books of accounts shall be kept at the registered office of the Association, or, subject to section 374 of the Ordinance, at such other place or places as the Councillors shall think fit, and shall always be open to the inspection of the Councillors.

66. The Councillors 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 Association 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 to inspect any account or book or document of the Association except as conferred by statute or authorized by the Councillors or by the Association in general meeting.

67. The Councillors shall from time to time in accordance with the requirements of the Ordinance, cause to be prepared and to be laid before the Association in a general meeting such income and expenditure accounts, balance sheets and reports as are required by the Ordinance.

68. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Association in general meeting, together with a copy of the Councillors' report and a copy of the auditor's report, shall not less than 21 days before the date of the meeting be sent to

every Member of the Association: Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

Audit

69. At least once 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 one or more properly qualified auditor or auditors.

70. Auditors shall be appointed and their duties regulated in accordance with Sections 393 to 414 of the Ordinance.

Notices

71. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registered address or the latest address known to the Association or by electronic means and in electronic form to any such address as he may provide for the purpose. Any Member changing his address shall give due notice to the Secretary and furnish him with an address to which notices and letters may be sent via post or electronically.

72. Any notice may be served on any Member who has no (1) registered address within Hong Kong and who has not notified an address under the preceding Article or (2) an electronic address, by exhibiting the same at the Association' registered office for 48 hours, at the expiration of which period it shall be deemed to have been served upon him.

73. Where a notice is sent by post it shall be deemed to have been served at the expiration of 48 hours after the envelop containing the same and properly addressed to the Member and stamped, is put into the mail box.

74. Where a notice is sent by electronic means it will be regarded as being received by that other person at the time when the notice is sent.

Indemnity

75. (A) Only in furtherance of the objects of the Council but not otherwise, the Councillors or former Councillors of the Association may be indemnified out of the Association's assets against any liability incurred by the Councillor to a person other than the Association or an associated company of the Association in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or associated company (as the case may be).

(B) Article 72(A) only applies if the indemnity does not cover

(a) any liability of the Councillor to pay

(i) a fine imposed in criminal proceedings; or

(ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or

(b) any liability incurred by the Councillors

(i) in defending criminal proceedings in which the Councillor is convicted;

(ii) in defending civil proceedings brought by the Association, or an associated company of the Association, in which judgment is given against the Councillor;

(iii) in defending civil proceedings brought on behalf of the Association by a member of the Association or of an associated company of the Association, in which judgment is given against the Councillor;

(iv) in defending civil proceedings brought on behalf of an associated company of the Association by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Councillor; or

(v) in connection with an application for relief under Section 903 or 904 of the Ordinance in which the Court refuses to grant the Councillor Committee relief.

(C) A reference in Article 72(B)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.

(D) For the purposes of Article 72(C), a conviction, judgment or refusal of relief

(a) if not appealed against, becomes final at the end of the period for bringing an appeal; or

(b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.

(E) For the purposes of Article 72(D)(b), an appeal is disposed of if

(a) it is determined, and the period for bringing any further appeal has ended; or

(b) it is abandoned or otherwise ceases to have effect.

Winding-up

76. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 above, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong, Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

Names, Addresses and Descriptions of Subscribers
(Sd.) CHENG MEI WAN WINNIE (鄭美雲) Queen Elizabeth Hospital, 30 Gascoigne Road, Kowloon, Hong Kong Nurse Specialist (Diabetes) (Sd.) KAN CHING YEE EVA (簡靜兒) Alice Ho Mui Ling Nethersole Hospital, 11 Chuen On Road, Tai Po, New Territories, Hong Kong Nurse Specialist (Diabetes) (Sd.) KWAN YEE MEI JOJO (關綺媚) Our Lady of Maryknoll Hospital, 118 Shatin Pass Road, Wong Tai Sin, Kowloon, Hong Kong Advanced Practice Nurse (Diabetes) (Sd.) LAW CHIN SAN (羅展珊) Tseung Kwan O Hospital, 2 Po Ning Lane, Hang Hau, Tseung Kwan O, Hong Kong Registered Nurse (Sd.) MOK PIK HUNG (莫碧虹) United Christian Hospital, 130 Hip Wo Street, Kwun Tong, Kowloon, Hong Kong Nurse Specialist (Diabetes) (Sd.) LAU SIU WAI (劉小慧) Prince of Wales Hospital, 30-32 Ngan Shing Street, Shatin, New Territories, Hong Kong Registered Nurse

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Dated the 21st day of February, 2008.

WITNESS to the above signatures:

(Sd.) Wong Yee Man
Nurse Specialist
Prince of Wales Hospital
30-32 Ngan Shing Street, Shatin,
New Territories, Hong Kong