THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION
OF
The University of Hong Kong Chinese Medicine Alumni Association Limited
香港大學中醫校友會有限公司

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1. The name of the Company is " The University of Hong Kong Chinese Medicine Alumni Association Limited 香港大學中醫校友會有限公司 " (hereinafter referred to as "the Association").

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

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

   (a) to take over from Past Students' Association of Traditional Chinese Medicine Practitioners, School of Professional and Continuing Education, The University of Hong Kong (香港大學專業進修學院中醫同學會); and

   (b) to enhance the standard and status for the profession of Chinese medicine practitioners and to promote and develop good practice of Chinese medicine, so as to improve the health of public.

4. For the purpose of giving effect to and carrying out the above objects, the Association should have the following powers:

   (a) To carry on activities so as to contribute to the enhancement, promotion and development for the profession of Chinese medicine practitioners and good practice of Chinese medicine.

   (b) To organize recreational, social and cultural activities so as to improve the welfare and benefits for its members.

   (c) To advance, promote and enhance learning and education for its members and members of other similar associations.

   (d) To serve as the organization and communication channels with other associations and the society, and promote participation in the activities of those associations.

   (e) To promote, organize, arrange, sponsor education, culture, arts, literature, entertainment, amusement, musical, theatrical and other meaningful activities performances as the Association shall see proper.

(f) To print, publish, collect, distribute publications, booklets, documents, notices relating to the Association or otherwise and distribute and dispatch the same to members or other persons for their information and reference.

(g) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Association. To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the purposes of the Association.

(h) To hire and employ persons considered necessary for the purposes of the Association.

(i) To accept contributions, gifts, donations and endowments for all or any of the purposes herein provided.

(j) To make such donations to charitable organizations and other similar associations in the manner as the Association shall see proper.

(k) To borrow money upon such terms and in such manner as the Association shall think proper which benefits the Association.

(l) To invest the moneys of the Association not immediately required upon such securities or otherwise in such manner as from time to time to be determined.

(m) To adopt such means of making known the operations of the Association as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books and periodicals.

(n) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of or otherwise deal with all or any part of the property and rights of the Association.

(o) To appoint any agent or agents for the collection any recovery of any monies receivable by the Association in the exercise of this powers or otherwise for the purpose of the exercise of any of such powers.

(p) To become a member of other similar associations or similar alumni body of The University of Hong Kong.

(q) To do all such other things as are incidental or conducive to the attainment of all or any of the objects of the Association.

5. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, salaries, bonus and profit, to its members and/or Directors.

6. The liability of the members is limited.

7. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceased to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the sum of one dollar Hong Kong currency.

8. If upon the winding up of 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 any approved charitable institution or institutions in Hong Kong, and such institution or institutions to be determined by the members of the Association before the time of dissolution.

9. True accounts shall be kept of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of members. Once at least in every year the accounts of the Association shall be examined and the correctness of the Balance Sheet ascertained by one or more authorized auditor or auditors.

We, the several persons, whose name, address and descriptions are hereto given below, wish to form a company in pursuance of this Memorandum of Association:

Names, Addresses and Descriptions of Signatories

(Sd.) Wong Kwun Ming 王冠明
Flat C, 1/F, Po Ling Building, 2-8 Wo Lung Street,
Fanling, New Territories, Hong Kong
Registered Chinese medicine practitioner

(Sd.) Pang Chi Piu 彭志標
No.3 G/F Graham Street Central
Hong Kong
Registered Chinese medicine practitioner

(Sd.) Ng Kwok Chi 伍國智
Flat 4B Tower 3 Yau Tong Centre,
2 Ka Wing Street, Yau Tong, Hong Kong
Registered Chinese medicine practitioner

Dated the 25th day of February 2012
Witness to the above signatures

(Sd.) Wu Wai Man
504 Car Po Commercial Building,
18 Lyndhurst Terrace Central, Hong Kong
Sole proprietor

We, the several persons, whose name, address and descriptions are hereto given below, wish to form a company in pursuance of this Memorandum of Association:

Names, Addresses and Descriptions of Signatories

(Sd.) Chan Wing Hong Stephen 陳永康
B2, 1/F., Elegance House, 630 King's Road,
Hong Kong
Registered Chinese medicine practitioner

(Sd.) Lau Wai Ngan Clara 劉惠顏
Flat A3, New Fortune House, 4-8 North Street,
Kennedy Town, Hong Kong,
Registered Chinese medicine practitioner

(Sd.) Suen Yat Tak 孫一德
Flat C, 9th Floor, Wah Shun Court, No.2 Wah Yuen Drive,
Wah King Shan Road, Kowloon, Hong Kong
Registered Chinese medicine practitioner

Dated the 25th day of February 2012
Witness to the above signatures

(Sd.) Wu Wai Man
504 Car Po Commercial Building,
18 Lyndhurst Terrace Central, Hong Kong
Sole proprietor

To be continued

We, the several persons, whose name, address and descriptions are hereto given below, wish to form a company in pursuance of this Memorandum of Association:

Names, Addresses and Descriptions of Signatories

(Sd.) Yeung Suk Fong 楊淑芳
9, Flat A, Broadway Street, Stage 1,
Mei Foo Sun Chuen, Kowloon, Hong Kong
Registered Chinese medicine practitioner

(Sd.) Tsun King Yim 秦景炎
Flat 1, 3/F, Block B, Greenside Villa,
77 Blue Pool Road, Happy Valley, Hong Kong
Registered Chinese medicine practitioner

(Sd.) Tsui Chun Hing Stephen 徐振興
Flat A, 1/F, 202 Fuk Wing Street,
Shamsuipo. Kowloon, Hong Kong
Registered Chinese medicine practitioner

Dated the 25th day of February 2012
Witness to the above signatures

(Sd.) Wu Wai Man
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18 Lyndhurst Terrace Central, Hong Kong
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THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

The University of Hong Kong Chinese Medicine Alumni Association Limited

香港大學中醫校友會有限公司

PRELIMINARY

1. In these articles –

"Association" means "The University of Hong Kong Chinese Medicine Alumni Association Limited 香港大學中醫校友會有限公司" unless otherwise stated. Any person or entity must have the written authority from the Board of Directors before they can use the name of the Association.

"Board" means the Board of Directors of the Association.

"Committee" includes committees, sub-committees and special committees.

"Election Year" means the year in which directors shall be selected by election. It is explicitly expressed that the years of 2015, 2018, 2021, 2024 and 2027 are fixed as Election Year. The Association shall fix its Election Year after 2027 by ordinary resolution at general meetings.

"The Ordinance" means the Companies Ordinance, Chapter 32;

When any provision of the Ordinance is referred to, the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, words or expressions 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 Association.

The official languages of the Association are Chinese and English, enjoying equal status. Either of the two languages may be used in any official meeting, function and document. If both languages are used, the Chinese/English version shall be referred to whenever there are ambiguities. Chinese, in its oral form, shall mean the Cantonese dialect and/or Mandarin.

Words importing the masculine gender only, include the feminine gender; words importing the singular number only, include the plural numbers and vice versa.

OBJECTS

2. The Association is established for the purposes set out in the Memorandum of Association.

HONORARY ADVISORS

3. The Association may appoint or invite any persons of calibre with or without a fixed term to be the Honorary Advisors of the Association.

MEMBERS

4. The number of members of the Association is proposed to be 2,000.

5. Not withstanding anything contained in article 6 and 7 of the Association, the signatories to the Memorandum of Association shall be founder members of the Association.

6. Any person, who

    (a) has a degree in any program offered by the School of Chinese Medicine, The University of Hong Kong; or

    (b) has been registered in The Chinese Medicine Council of Hong Kong as a Registered or Listed Chinese Medicine Practitioners and has been awarded any of the Chinese medicine certificate, diploma or similar awards offered by the School of Chinese Medicine or the School of Professional and Continuing Education, The University of Hong Kong or its associates; or

    (c) is a physician, or a nurses, or an allied health professional and has been awarded any of the Chinese medicine certificate, diploma or similar awards offered by the School of Chinese Medicine or the School of Professional and Continuing Education, The University of Hong Kong or its associates; or

    (d) is a professor, or a consultant, or a tutor, or a researcher, or a Chinese medicine practitioner, working for the School of Chinese Medicine, or the School of Professional and Continuing Education, The University of Hong Kong or its associates; or

    (e) any other person as the Board may think fit;

    is eligible to apply for membership.

7 No person is admitted as member unless he or she has paid the membership fees.

8 The type and scale of membership fees, including but not limited to entrance fee and annual fee, shall be determined by the Board from time to time.

9 Notwithstanding anything contained in articles 6 and 7, all those persons registered as members of Past Students' Association of Traditional Chinese Medicine Practitioners, School of Professional and Continuing Education, The University of Hong Kong (香港大學專業進修學院中醫同學會) at the date of incorporation of the Association shall automatically be admitted as members of the Association and shall be exempted from payment of membership fees except otherwise determined by the Board.

10 The obligations of members shall be as follows:

(a) to observe the Memorandum and Articles of Association; and

(b) to obey all resolutions of the Association; and

(c) to assist in the promotion and extension of the affairs and objects of the Association; and

(d) To support the activities of the Association; and

(e) to pay the membership fees as demanded by the Association.

11 All members shall have the rights to receive notice, attend and vote in general meetings and the right to enjoy all facilities and functions provided by the Association.

12 The rights and privileges of a member shall be personal to himself. They shall not be transferable by his own act or operation of law and shall cease upon his death or upon his ceasing from any cause to be a member.

13 Application for membership shall be made on the prescribed application form signed by the applicant and delivered with copies of supporting documents to the Association. The applicant shall be notified in writing by the Board of the results of the application. The Board shall have the right to refuse any application without assigning any reason therefore.

14 Any member may withdraw from the Association by giving 7 days' prior notice in writing to the Board of his intention so to do provided that in giving such notice of withdrawal the member shall at the same time surrender to the Association such certificate or certificates and other documents, if any, as shall have been issued by the Association to such member, and provided that a member who shall withdraw from the Association shall forfeit all rights in and claims on the Association, and shall have no claims on the property of the Association.

15 The Board may expel any member, who is proved to have been convicted of a criminal offence or guilty of conduct prejudicial to the interest of the Association, or non-compliance with any provisions of the Articles and Memorandum of the Association, by a resolution of the Board, provided that at least 7 days before the meeting at which

such resolution is passed, he shall have had notice of such intended resolution and shall have an opportunity of giving in writing any explanation or defense he may think proper. A member so expelled shall forfeit all rights in and claims upon the Association.

16 Any member who has resigned or has been expelled from the Association or by any means shall cease to be a member and his name shall be removed from the list of members and shall have no more interest or right in the Association, and shall not be entitled to any return of the donations or contributions previously paid by such member but shall nevertheless remain liable for and shall pay to the Association all moneys due from him to the Association.

17 Any member so expelled shall have the right of appeals to general meetings, the decision of which by ordinary resolution is final and conclusive.

GENERAL MEETINGS

18 The affairs of the Association shall be managed by the Board.

19 The first general meeting of the Association shall be held within 18 months after the date of incorporation of the Association and at such time and such place as the Board shall determine.

20 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 notice calling it; and not more than 15 months shall elapse between the date of one annual general meeting and that of the next. The annual general meeting shall be held at such date, time and place as the Board shall direct.

21 All general meetings other than annual general meetings shall be called extraordinary general meetings.

22 The Board may convene an extraordinary general meeting.

23 An extraordinary general meeting shall also be convened on such requisition of members as provided by section 113 of the Ordinance.

NOTICE OF GENERAL MEETING

24 An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the company 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.

25 The notice shall be inclusive of the day on which it is served or deemed to be served but exclusive of the day of the meeting, 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 company in general meeting, to such persons as are, under the articles of the Association, entitled to receive such notices from the Association.

Provided that a meeting of the Association 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 case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in 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.

26 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any general meeting.

PROCEEDINGS AT GENERAL MEETINGS

27 Save as otherwise stated in these articles, all business shall be deemed special that is transacted at an extraordinary general meeting with the exception of the consideration of the accounts, balance sheets, and the report of the directors and auditors, the election of directors and other officers in the place of those retiring, and the appointment of the auditors.

28 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, 15 members, or the number of members constituting 15 per cent of the total number of members, whichever is the greatest, personally present or by proxy, shall be a quorum. If at the date of the general meeting the number of members as standing in the Register of Members is less than 15, the total number of members shall be the quorum.

29 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 a date to be fixed by the Board within 3 months. If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present, having the right to vote, shall be a quorum.

30 The President of the Board, failing whom the Vice President, shall preside as chairman at every general meeting of the Association.

31 If there is no such chairman, or if at any meeting any such chairman is not present within

15 minutes after the time appointed for holding the meeting or if unwilling to act or is absent from Hong Kong or has given notice to the Association of his intention not to attend the meeting, any one director present shall be chairman.

32 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, notice of the adjourned meeting shall be given.

33 At any general meeting a resolution 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 by:

(a) the chairman, or

(b) at least two members present in person entitled to vote or by proxy, or

(c) any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

34 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.

35 In the case of any equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

36 Every member entitled to vote shall have one vote.

37 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association have been paid.

BOARD OF DIRECTORS

38 The first directors of the Association shall be the following persons: -

Wong Kwun Ming 王冠明
Pang Chi Piu 彭志標
Ng Kwok Chi 伍國智
Chan Wing Hong Stephen 陳永康
Lau Wai Ngan Clara 劉惠顏
Suen Yat Tak 孫一德
Yeung Suk Fong 楊淑芳
Tsun King Yim 秦景炎
Tsui Chun Hing Stephen 徐振興

39 The minimum number of directors shall be 5 and the maximum number of directors shall be 15. The number of directors shall be increased or decreased by ordinary resolution at any general meeting.

40 No salary, remuneration or allowance shall be paid or payable to the directors, but they shall be reimbursed out-of-pocket expenses.

41 The Board shall include the following directors namely: -

(a) The President – who shall represent the Association in all external and internal affairs of the Association and to lead the directors in the management and operation of the Association.

(b) The Vice President – who shall, in the absence of the President, perform all duties of the President.

(c) The Secretary – who shall be responsible for keeping the register of members, preparing and filing to the Government Authorities all statutory documents and to prepare and keep minutes of all general meetings and Board's meetings, as required by the provisions of the Ordinance.

(d) The Treasurer – who shall be responsible for the incoming and outgoing cash of the Association and to keep proper books and records as provided in pursuance to these articles and as required by the provisions of the Ordinance and Inland Revenue Ordinance.

(e) Any other office-bearers as the Board shall from time to time think proper.

POWERS AND DUTIES OF DIRECTORS

42 Subject to the provisions herein provided, the Association shall be managed by the Board, which may pay all expense incurred in promoting and registering the Association, and may exercise all such powers of the Association.

43 The Board 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 Board, to be the attorney or attorneys of the Association for such purposes and with such power, authorities and discretion (not exceeding those vested in or exercisable by the Board under these articles) and for such period and subject to such conditions as the Board may think proper, and any such powers of attorney may contain such provisions for protection and convenience of persons dealing with any such attorney as the Board may think proper and may also authorize any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

44 The Board may employ such number of persons to be clerical or general staff of the Association, whether on full time or part time basis, and may pay to them, except members of the Association and/or related parties of any directors, in return of services rendered to the Association. The powers of employment and dismissal shall be the absolute power of the Directors.

45 All cheques, promissory note, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.

46 The Board shall keep the register of members and minutes for resolutions of general meetings and meetings of the Board.

QUALIFICATIONS AND DISQUALIFICATIONS OF DIRECTORS

47 No person shall be eligible for election to the office of director unless he or she:-

(a) is a founder member of the Association as listed in article 38; or

(b) is admitted membership in pursuance to article 9; or

(c) becomes member of the Association for not less than 5 years at the time of the annual general meeting at which he is nominated for election.

48 The office of director shall be vacated if the director:-

(a) ceases to be member of the Association; or

(b) becomes bankrupt; or

(d) is prohibited from being a director by laws; or

(e) becomes unsound mind; or

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

(g) is absent from meetings for such period as the Board regards unacceptable; or

(h) is convicted of a criminal offence; or

(i) is removed pursuant to these articles.

49 A director 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.

ROATATION OF DIRECTORS

50 The term of office of the first directors as listed in article 38 shall be 3 years until the annual general meeting held in the Election Year of 2015, in which meeting, they shall all retire, but being eligible to offer themselves for re-election to the office of director.

51 Except for the first directors, directors shall be selected by election at the annual general meeting convened in each Election Year.

52 Save as otherwise stated in these articles, all the appointment of directors shall be by ordinary resolution.

53 No person shall be eligible for election to the office of director unless he or she has achieved the qualifications pursuant to these articles and has been nominated by 5 members who have jointly given a notice of nomination to the Board not less than 7 days before the annual general meeting at which directors are elected. The person so nominated must sign in the notice of nomination to indicate his willingness to be elected and become a candidate.

54 In the event that the total number of candidates is more than the maximum number of directors, the chairman of the meeting shall determine the procedures, which he thinks expedient and appropriate, to fix the priority for each candidate to be voted for. The members and proxies attending the meeting shall vote for or against each candidate according to the priority.

55 In the event that the total number of directors, being appointed at an annual general meeting, is less than the requirements of the minimum number of directors, the directors shall, within 1 month, co-opt that number of members as directors to comply with the requirements.

56 The Board shall have power to co-opt a member as director to fill a casual vacancy.

57 The Board may act, notwithstanding any vacancy in their body, but, if the number of directors is reduced below the quorum of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that number, or summoning a general meeting to do so.

58 All the directors, whether appointed by ordinary resolution or co-opted by the directors, shall retire at the annual general meeting held in the next Election Year, but being eligible to offer themselves for re-election to the office of director.

59 The Association may from time to time by ordinary resolution at any general meeting remove a director.

PROCEEDING OF DIRECTORS

60 The Board shall meet together in such period as determined by the Board from time to time for the dispatch of business or otherwise as the Board may think proper. 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 or casting vote.

61 The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed, shall be at least 3 directors or one-third of the total number of directors for the time being in office, whichever is the greater. If the number be not a multiple of three then the number nearest to but not exceeding one-third.

62 At every meeting of the Board, the President, failing him, the Vice-President, shall be chairman of the meeting. If all of them are not present or are not willing to act within 15 minutes after the time appointed for holding the meeting, the Board members present may choose one of their members to chair the meeting.

63 The Board may delegate any of their powers to any Committee which may consist of members of the Board and the Association and other persons. The Board may from time to time revoke such delegation, any such Committee or any members thereof. Any Committee so formed shall, in the exercise of the powers so delegated, conform to the requirements of the Board.

64 All acts done by any meeting of the Board, or any person acting as a director, shall notwithstanding that it be afterwards be discovered that there was some defect in the appointment of any such director or person acting as aforesaid, 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 director.

65 A resolution in writing, signed by all the directors, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

66 Any director or member of Committee may participate in a meeting of the Board or such Committee by means of telephone or other audio communication equipment whereby all persons attending or participating in the meeting can hear each other. The person or persons participating in the meeting in the aforesaid manner shall be deemed for all purposes to be present in person at such meeting.

THE SEAL

67 The Board shall provide for the safe custody of the seal of the Association, which shall only be used by the authority of the Board, and every instrument to which the seal shall be affixed shall be signed by any two of the following persons, namely, the President, the Vice President, the Secretary, and the Treasurer or by some other persons appointed by the Board for the purpose.

ACCOUNT & ANNUAL REPORT

68 The first accounting date shall be closed on 31 March 2013.

69 The Board shall cause proper books of account to be kept with respect to: -

(a) all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes places;

(b) all sales and purchases of goods by the Association; and

(c) the assets and liabilities of the Association.

The books of account shall be kept at the registered office of the Association or at such other places as the Board shall think fit.

70 No member, not being a director, shall have any right of inspecting any account or book or document of the Association except as conferred by statute or by the Memorandum or Articles of Association or authorized by the Board or by the Association at general meetings.

71 The Board shall, from time to time in accordance with the relevant provisions of the Ordinance, cause to be prepared such income and expenditure accounts, balance sheets and directors' report and auditors' report to be laid before the Association in annual general meetings.

AUDIT

72 Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Ordinance.

NOTICES

73 A notice may be given by the Association to any member either personally or by post or by electronic mail.

74 Every member shall register with the Association a postal address in Hong Kong or an electronic mail address, to which notices shall be sent. Members changing their postal address or electronic mail address shall give written notice to the Association.

75 If a member has not, or failed to, supplied to the Association a correct postal address or electronic mail address, a notice addressed to him and exhibited in the Association's registered office for at least 7 days, or posted at the Association's website for at least 7 days, shall be deemed to be duly given to him at the expiration of the said 7 days.

76 Sending notices to a member through electronic mails is always regarded as valid and effectual provided that the member has chosen to do so.

SECRETARY

77 The first Secretary of the Association shall be Chan Wing Hong Stephen 陳永康 who may resign from this office upon giving notice to Association of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

WINDING-UP

78 The provisions of clauses 7 and 8 of the Memorandum of Association relating to the winding up of the Association shall have effect and be observed as if the same were repeated in these articles.

INDEMNITY

79 Every Board member and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Association in defending any proceedings whether civil or criminal.

Name, Address and Description of Signatories

(Sd.) Wong Kwun Ming 王冠明
Flat C, 1/F, Po Ling Building, 2-8 Wo Lung Street,
Fanling, New Territories, Hong Kong
Registered Chinese medicine practitioner

(Sd.) Pang Chi Piu 彭志標
No.3 G/F Graham Street Central
Hong Kong
Registered Chinese medicine practitioner

(Sd.) Ng Kwok Chi 伍國智
Flat 4B Tower 3 Yau Tong Centre,
2 Ka Wing Street, Yau Tong, Hong Kong
Registered Chinese medicine practitioner

Dated the 25th day of February 2012
Witness to the above signatures

(Sd.) Wu Wai Man
504 Car Po Commercial Building,
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Sole proprietor

To be continued

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To be continued

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(Sd.) Yeung Suk Fong 楊淑芳
9, Flat A, Broadway Street, Stage 1,
Mei Foo Sun Chuen, Kowloon, Hong Kong
Registered Chinese medicine practitioner

(Sd.) Tsun King Yim 秦景炎
Flat 1, 3/F, Block B, Greenside Villa,
77 Blue Pool Road, Happy Valley, Hong Kong
Registered Chinese medicine practitioner

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Dated the 25th day of February 2012
Witness to the above signatures

(Sd.) Wu Wai Man
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