

THE COMPANIES ORDINANCE (Chapter 622)

The Companies Ordinance (Chapter 622)

Company Limited by Guarantee

Articles of Association

OF

THE HONG KONG COLLEGE OF RADIOGRAPHERS AND RADIATION THERAPISTS LIMITED 香港放射師學院有限公司

Part A Mandatory Articles

1. Company Name

The name of the Company is “**THE HONG KONG COLLEGE OF RADIOGRAPHERS AND RADIATION THERAPISTS LIMITED** 香港放射師學院有限公司” (hereinafter called “the College”).

2. Registered Office

The registered office of the College will be situated in Hong Kong.

3. Members' Liabilities

The liability of the members is limited.

4. Liabilities or Contributions of Members

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 one year afterwards, for payment of the debts and liabilities of the College contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up, and for adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding HK\$1.00.

We, the several persons whose names and addresses as enlisted below as Founder members are desirous of being formed into a company in pursuance of the articles of association of the College.

Names, Addresses and Descriptions of Founder Members

LAW YUEN YEE (羅婉儀)

T8, BRAEMAR TERRACE, PAK FUK ROAD, NORTH POINT, HONG KONG
PROFESSOR

CHOI KIT YEE (蔡潔儀)

18E, JUNIPER MANSION, TAI KOO SHING, HONG KONG
DEPARTMENT MANAGER

CHAN PO LUK PAUL (陳保祿)

8 NGAU PEI SHA VILLAGE, SHATIN, NEW TERRITORIES
DEPARTMENT MANAGER

SHIU SHU PO (蕭樹寶)

17C, BLOCK 2, PROVIDENT CENTRE, WHARF ROAD, NORTH POINT, HONG KONG
CLINICAL ASSOCIATE

CHAN HUNG TAT EDWARD (陳鴻達)

FLAT F1, 14/F., JUBILEE COURT, FO TAN, NEW TERRITORIES
SENIOR RADIOGRAPHER

CHIU GEORGE (邵治亨)

FLAT A, 18/F., BLOCK 31, LAGUNA CITY, KWUN TONG, KOWLOON
HEAD (RADIOTHERAPY DEPARTMENT)

HO SIN YEE STELLA (何倩儀)

29A, BLOCK 1, RAVANA GARDEN, SHATIN, NEW TERRITORIES
CONSULTANT RADIOGRAPHER

KUNG CHAK MAN ANDY (龔澤民)

RM 525N, HOSPITAL AUTHORITY BUILDING, 147B ARGYLE STREET, KOWLOON
SENIOR MANAGER

SIU WING PIK DAISY (蕭永碧)

10G, HANG SING MANSION, TAI KOO SHING, HONG KONG
DEPARTMENT MANAGER

WONG SIU MING THOMAS (黃紹明)

FLAT F, 26/F, BLOCK 5, RAVANA GARDEN, SHATIN, NEW TERRITORIES
DEPARTMENT MANAGER

WU WING CHEUNG VINCENT (胡永祥)

22B, NING YEUNG TERRACE, 78A, BONHAM ROAD, HONG KONG
ASSOCIATE PROFESSOR

YING TIN CHEUNG (應天祥)

FLAT A, 8/F, BLOCK 10, CITY GARDEN, 233 ELECTRIC ROAD, NORTH POINT, HONG KONG
ASSOCIATE PROFESSOR

Dated

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1. Interpretation

In these articles-

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, expressions defined in the Ordinance or any Statutory Modification thereof in force at the date at which these articles become binding on the College, shall have the meanings so defined.

“the College” means “THE HONG KONG COLLEGE OF RADIOGRAPHERS AND RADIATION THERAPISTS LIMITED 香港放射師學院有限公司”.

“the Council” means the board of directors of the College.

“Council Member” means director of the College.

“Faculty” means specialty faculty established under the College.

“Member” means a member of the College and includes those persons admitted to the College under different classes of membership as referred in Article 3 below.

“the Ordinance” means “The Companies Ordinance (Cap 622)”.

“the Secretary General” means the Secretary General of the College for the time being.

Words importing the masculine gender only also include the feminine gender.

Words importing the singular number only also include the plural number and vice versa.

Words importing persons shall include corporations.

2. Objects of the College

The College is formed to develop, regulate and promote the standard of practice in radiography, medical imaging and radiotherapy for the public benefit in Hong Kong with the following objects:

- a. To advance and set up professional standards of practice of radiography and radiotherapeutic technology for the public benefit;
- b. To promote, provide and coordinate academic and professional development activities, including researches, seminars and Continuous Professional Development (CPD) of persons engaged in the practice of radiography and radiotherapeutic technology for the public benefit;
- c. To serve as a liaison body with national and international professional peer groups and the legislative board of the Hong Kong SAR in developing the practice of radiography and radiotherapeutic technology for the public benefit;

- d. To set standard of training, to organize and monitor such training and to accredit training course providers in radiography, therapeutic technology and allied subjects for the public benefit;
- e. To promote public awareness of radiation safety;
- f. To conduct examinations and confer qualifications;
- g. To apply for, invite and collect from members of the College or from any persons, corporations or authorities, subscriptions, donations, gifts, bequests and any other assistance for the purpose of achieving any of the foregoing objects;
- h. To procure the College to be registered or recognized in any part of the world;
- i. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges in any part of the world which the College may think necessary or convenient for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary, convenient or fitted for the work of the College.
- j. To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the College as may be thought expedient with a view to the furtherance of its objects.
- k. To undertake and execute any trusts which may lawfully be undertaken by the College and may be calculated to further its objects.
- l. To borrow or raise money for the purposes of the College on such terms and on such security (if any) as may be thought fit.
- m. To invest the monies of the College not immediately required for its purposes in or upon such investments, securities or property as may be thought fit.
- n. To establish and support or aid in the establishment and support of any charitable or benevolent association or institutions having objects similar to those of the College and to subscribe or guarantee money for charitable or benevolent purposes being purposes similar to the purposes of the College or calculated to further its objects. Provided that the College shall not support with its funds any association or institution which pays or transfers, directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its members.
- o. To do all or any of the above things in any part of the world either as principals, agents, trustees or otherwise, and either by or through agents, sub-contractors, trustees or otherwise.
- p. To do all such other lawful things as are incidental or may be thought conducive to the attainment of the above objects or any of them.

3. **Membership**

There shall be five classes of Members of the College, namely:-

- a. Founder Members
- b. Full Members
- c. Fellows

- d. Honorary Fellows
- e. Associate Members

4. Admission

4.1 Founder Members

The persons who have subscribed to the formation of this College.

4.2 Full Members

Persons who are admitted by the College and are entitled to use the title “Member of the Hong Kong College of Radiographers and Radiation Therapists” (in Chinese as “香港放射師學院會員”), abbreviated as “MHKCRRT” upon satisfying the following requirements and payment of the appropriate fees.

General requirement

- a. being a Radiographer registered with the Hong Kong Radiographers Board; **AND**
- b. having had 5 years of post-registration working experience in clinical, teaching or research in full time work positions in radiography, medical imaging or radiotherapy; **AND**
- c. having met the Academic requirement of (f), (g) or (h) below **AND**
- d. having met the Clinical requirement of (i) and (j) below **AND**
- e. being recommended by the Council.

Academic requirement

- f. a Master degree or above as recognized by the College;
- g. a recognized Bachelor degree in medical imaging or related fields or Professional Diploma in Diagnostic Radiography (PDDR) of the Hong Kong Polytechnic University, **AND**
 - i. at least one specialty qualification recognized by the College;
OR
 - ii. having passed the certification examination of the College;
- h. persons who are Part I registrants of the Hong Kong Radiographers Board, having full-time practice for 25 consecutive years and having attained such professional standard recognized by the Council;

Clinical requirement

- i. Clinical requirements for individual Faculty are laid down in the

respective Faculty Requirements.

- j、 The clinical component shall require supervisor to acknowledge the completion of the required clinical examinations/ experience.

4.3 Fellows

Persons who are admitted by the College and are entitled to use the title “Fellow of the Hong Kong College of Radiographers and Radiation Therapists” (in Chinese as “香港放射師學院院士”), abbreviated as “FHKCRRT” upon satisfying the following requirements and payment of the appropriate fees.

- a. being a Radiographer registered with the Hong Kong Radiographers Board; **AND**
- b. (i) having had 3 years' post-specialization clinical experience recognized by the College **OR**
(ii) a Doctorate degree in radiography or radiotherapy or related fields with 8 years post-registration relevant experience, **AND**
- c. having 4 relevant publications in peer-reviewed journals **OR** episodes in teaching / lecturing / oral presentation in open conferences; **AND**
- d. being recommended by the Council.

4.4 Honorary Fellows

Persons who are not professionally qualified in Radiography but

- a. having recognized substantial contribution to the radiography profession locally or internationally; **AND**
- b. being recommended by the Council

4.5 Associate Members

Persons who are not qualified to become Full Members of the College but are

- a. registered Radiographers, registered Radiation Therapists or Radiography students inside or outside Hong Kong, **AND**
- b. being recommended by the Council

5 College Faculties and Specialty titles

- 5.1 The College shall form different Faculties in different specialty areas of the radiography profession, which in its view will contribute to achieve objects of the College. The College shall add, modify or delete any such

Faculty to reflect the latest technological development locally and internationally.

- 5.2 Full Members and Fellows admitted into respective Faculty of the College shall be entitled to use the Specialty title in conjunction with their MHKCRRT or FHKCRRT quote upon satisfying the requirement as specified by respective Faculty of the College, provided that their membership status is current and active.
- 5.3 Full Members and Fellows meeting the requirement for admission into multiple Faculties shall be entitled to use multiple Specialty titles accordingly.

6 Register of Members

The Secretary General shall keep at the registered office of the College a book to be called the “Register of Members of The Hong Kong College of Radiographers and Radiation Therapists Limited”, which book shall contain the following particulars:-

- a. The name, address and occupation of each member.
- b. The class in which such member belongs.
- c. The date of admission to membership and the date on which such member ceased to be a member.

7 General Rules Relating To Members

- 7.1 Every member, other than Founder Members and Honorary Fellows, shall on admission, pay such registration fee and annual subscription fee at such rate as may from time to time be fixed by the Council with the sanction of the College in General Meeting.
- 7.2 The annual subscription fee shall be payable on admission and thereafter due on the first day of January every year. Provided that if a person is admitted on a day after the 30th day of June of the year, the paid annual subscription shall cover the remaining months of the year and the calendar year immediately after from first day of January to last day of December.
- 7.3 The Council shall determine the admission and subscription fees of members and to impose fee for a particular service if and when it deems necessary.
- 7.4 When a person withdraws from membership or ceases to be a member for any reason, all fees, subscriptions, contributions or levies previously paid shall not be refunded and he shall nevertheless remain liable for and shall pay to the College all monies which at the time of such member ceasing to be a member shall be due from such member to the College.
- 7.5 The rights and privileges of a member shall be personal, they shall not be transferable by the member's own act or by operation of law, and shall

cease upon such member ceasing from any cause to be a member of the College under the provisions of these Articles.

- 7.6 Every member shall be bound to further to the best of his ability the objects, interests and influence of the College and shall observe all by-laws of the College made pursuant to the powers in that behalf hereinafter contained.

8 Removal of Membership

A member shall cease to be a member in the following circumstances:-

- 8.1 If by notice in writing to the College he resigns his membership;
- 8.2 If his annual subscription is more than two months in arrear, or if he shall persistently neglect or refuse to pay any other monies which may be due from him to the College; but he may be re-admitted at any meeting of the Council by resolution, and on paying his subscription or other dues in arrear.
- 8.3 If an expel resolution of the Council shall be passed by at least three-fourths of the whole number of members of the Council depriving him of his membership or by resolution of the College at an Extraordinary General Meeting by at least three-fourths of the members present and voting his membership be determined.
- a、 Written notice of any proposed resolution to expel a member must be given in writing to the Secretary General at least fourteen days before the meeting at which such resolution is to be moved, and the Secretary General shall inform the member of the notice at least ten days before the day of such meeting. The member proposed to be expelled shall be entitled to attend such meeting for the purpose of stating his reasons against such expulsion, but he shall not be entitled to be present at the deliberation of the meeting.
 - b、 The Council may in lieu of a resolution expelling such member resolve to suspend such member as member for such period not exceeding six months and on such terms and conditions as the Council shall deem fit and proper.
 - c、 A member of the Council shall not act as a member of the Council at any meeting at which his conduct is in question or at any meeting held to investigate any case in which he is a complainant.

9 General Meetings

- 9.1 A General Meeting shall be held once in every calendar year at such time and place as determined by the Council.
- 9.2 The above mentioned General Meetings shall be called Annual General Meetings, all other General Meetings shall be called Extraordinary Meetings.

- 9.3 All current members shall be entitled to attend General Meetings of the College.
- 9.4 The Council may, whenever they think fit, convene an Extraordinary Meeting, and Extraordinary Meetings shall also be convened on the requisition of not less than one-fifth of the total number of members entitled to vote.
- 9.5 The General Meeting shall be the sole authority to make, alter, amend or rescind any of these rules.

10 Notice of General Meetings

- 10.1 The Secretary General, on the instructions of the Council, shall prepare the agenda of the General Meeting. No less than fourteen days advanced notice shall be sent to every member for calling the meeting, specifying the place, the day and the time of the meeting, and, in the case of special business, the general nature of the business shall be given to such persons as are, under the regulation of the College, entitled to receive such notice from the College.
- 10.2 The accidental omission to give notice of a meeting to, or the non- receipt of notice of, a meeting by any member shall not invalidate the proceedings at any meeting.

11 Proceedings at General Meetings

- 11.1 The President of the College shall preside as Chair at every General Meeting. If at any meeting the President shall not be present within 15 minutes after the time appointed for holding the meeting, or if he has previously notified the College of his intention of not being present, the Vice- President shall preside or if he is not present or willing to take the chair, the meeting shall be adjourned.
- 11.2 Business of Annual General Meeting shall be:-
- a ∙ to confirm the minutes of the previous Annual General Meeting and of any intervening Extraordinary General Meeting;
 - b ∙ to consider reports of the Council and to plan policy for the future;
 - c ∙ to consider and approve the statement of account for the previous financial year together with the report on the audit accounts of the College;
 - d ∙ to elect members of the Council biannually;
 - e ∙ to appoint or elect an auditor or auditors;
 - f ∙ to consider any other business of the College.
- 11.3 The business of the Extraordinary General Meeting shall be confined to those matters specified in the agenda. Decisions reached at the Extraordinary General Meeting shall have the same validity and authority as decisions reached at the Annual General Meeting. Provided that, where

any alteration of the rules of the College is contemplated, such proposed alteration shall be specifically stated in the agenda of the meeting.

- 11.4 The quorum for any General Meeting shall be formed by not less than 30 voting members or one-fifth of the total number of voting members, whichever is less. All decisions of the General Meeting shall be valid if they are made by a majority of voting members present constituting a quorum.
- 11.5 In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
- 11.6 If the number of voting members present at any General Meeting is insufficient to constitute a quorum, the Council shall adjourn the meeting for fourteen days; and the Secretary General shall serve a notice for the adjourned General Meeting to all voting members seven days before the date of the meeting. Whatever the number of voting members present at the adjourned General Meeting shall constitute a quorum. All resolutions of the adjourned General Meeting shall be valid if they are made by a majority of voting members present at the meeting and such resolutions shall be binding on all members. In the notice calling the adjourned General Meeting, the provisions of this rule shall be reproduced in full for the reference and guidance of all the members.
- 11.7 All elections or other matters for decision by ballot at the General Meeting shall be held under the authority of the Council or a Sub-Committee appointed specifically for the purpose by the Council.
- 11.8 The Secretary General or any Sub-Committee appointed by the Council for the purpose of issuing ballot forms shall issue them only to voting members.
- 11.9 All ballot forms must not be signed by the voters who mark or inscribe them. The Council or the Sub-Committee may appoint scrutineers for supervising the balloting process and for collecting, counting and checking the votes.
- 11.10 The minutes of the Annual General meeting and any intervening Extraordinary General Meeting shall be confirmed at the next Annual General Meeting.

12 Votes of Members

Only Founder Members, Fellows and Full Members of the College are voting members and have the right to vote for any purpose under the rules of the College, provided that all monies presently payable by him have been paid.

13 The Council

- 13.1 The government of the College and the conduct of its business shall be rested in the Council.

- 13.2 The Council shall consist of at least 3 and no more than 15 voting members of the College, which should at least consist of the President, the Vice- President and the Secretary General. The elected members of the Council shall elect among themselves for each office position before the new Council begins.
- 13.3 The Council shall serve a term of 2 years beginning 1st of January immediately after the bi-annual Council election to 31st of December the year after, both days inclusive. All current Council members shall be eligible for re-election.
- 13.4 A list of all the officers and their office titles shall be displayed at the registered office of the College.
- 13.5 Council members shall be residing in Hong Kong.
- 13.6 In the event of death, resignation or dismissal of any member of the Council or when any Council member is unavoidably absent from Hong Kong and such absence is likely to be permanent or unduly prolonged, the Council shall determine whether the vacancy shall be filled in the remaining time of the term. If affirmative, it shall be filled by the candidate who secured the next highest number of votes at the last Council election. If the Council member vacating his office is concurrently an office holder as stated in this Article 13.2, the vacant office shall be filled from among all the Council members. Any resultant vacancies for office holders shall be filled in the same manner as aforesaid.

14 Proceedings of the Council

- 14.1 The Council may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they may think fit. Meetings of the Council may be convened on the request of the President or by requisition in writing signed by two members of the Council stating the objects for which such meetings are to be convened and forwarded to the Secretary General. A member of the Council who is absent abroad shall not be entitled to notice of a meeting.
- 14.2 The President of the College shall be the Chair of every Council meeting. In the absence of the President, the Vice- President present shall chair the meeting.
- 14.3 Over half of the total number of Council members present shall form a quorum. All decisions of the Council shall be valid if they are made by a majority of votes.
- 14.4 In the case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote.
- 14.5 The Council may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing approved by a majority of the members thereof shall be valid and effectual as if it had been passed at a meeting of the Council.

- 14.6 The Council shall pursue the objects of the College and shall protect its funds against extravagance or misappropriation. It may give instructions as to the investment of the funds of the College.
- 14.7 The Council shall give instructions to the Secretary General and other office-holders for the conduct of the affairs of the College. It may appoint paid staff and may dismiss them for reasons deemed good and sufficient in the interests of the College. It may appoint and delegate sub-Committees any of its powers and duties PROVIDED that no delegation made hereunder shall preclude the Council from exercising or performing at any time any of the powers and duties so delegated and may dissolve them at any time deemed fit and proper by the Council.
- 14.8 The Council may suspend or dismiss any member of the Council for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the General Meeting and of the Council, or for any other reasons deemed good and sufficient in the interests of the College. Council member suspended or dismissed may appeal to the General Meeting.
- 14.9 The Council may discipline or expel from the College any member who is proved to its satisfaction to have been guilty of conduct prejudicial to the interests of the College. Any member disciplined or expelled may appeal to the General Meeting.
- 14.10 Subject to the overriding authority of the General Meeting, all decisions of the Council shall be binding on all members of the College.
- 14.11 The Council shall interpret the rules, determine any points that the rules do not adequately cover, and effect changes for the immediate interest of the College. Any such alterations shall be reported at the General Meeting for endorsement.
- 14.12 The Council may appoint Honorary Advisers who have great contribution to the field of Radiography. The Honorary Advisers shall not have the right to interfere with the administration and affairs of the College nor have the right to vote. They may be invited to attend meetings for consultation.

15 The Seal

- 15.1 The College shall have a common seal that shall only be used by the authority of the Council.
- 15.2 Any contracts or instruments made by the Council to which the common seal of College is affixed shall be signed by an officer appointed by the Council for the purpose and countersigned by the President.

16 Management of Monies and Properties

- 16.1 The income and property of the College, whencesoever derived, shall be applied solely towards the promotion of the objects of the College as set forth in these Articles; 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 services actually rendered to the College, nor prevent the payment of interest at a rate not exceeding twelve per cent per annum 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 or governing body of the College shall be appointed to any salaried office of the College or any office 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 or governing body 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 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.
- 16.2 The management and control of all monies and assets of the College shall be vested in the Council and proper books of accounts shall be kept for investigation.

17 Accounts

- 17.1 The Council shall cause proper and sufficient books of account to be kept with respect to all sums of money received and expended by the College and the matter in respect of which the receipt and expenditure takes place and the assets and liabilities of the College
- 17.2 The books of account shall be kept at the registered office of the College or at such other place or places as the Council thinks fit, and shall be open to the inspection of the members of the Council.
- 17.3 The Council shall from time to time determine 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 members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the College except as conferred by statute or by the Ordinance or authorised by the Council or by the College in General Meeting.
- 17.4 Once at least in every year, the accounts of the College shall be examined and the correctness of the balance sheet ascertained by one or more authorised auditor or auditors.

18 Financial Year

The financial year of the College shall commence on the first day of January each year and terminate on the last day of December of the same year, both days inclusive.

19 Audit

- 19.1 One or more auditors, who need not be members of the College, shall be appointed or elected annually at the Annual General Meeting. He shall serve for a term of one year and be eligible for re-appointment or re-selection.
- 19.2 In the event of an auditor vacating his office during the term of office, the Council shall have the power to appoint a suitable person to fill the vacancy. The appointment will be referred to the next Annual General Meeting for covering approval.
- 19.3 The auditor shall audit all the accounts of the College and any subsidiary accounts, as soon as possible after the close of each financial year and at other times when necessary. He shall examine all books and accounts of the College, certify as to their correctness or otherwise and make a report to the Annual General Meeting.
- 19.4 A copy of auditor's report shall be conspicuously displayed at the registered office of the College.

20 Notices

- 20.1 Notices may be served upon members either personally or by post in prepaid letters or circulars, addressed to such members at their addresses last registered with the College or by advertisement twice in one English and one Chinese daily newspaper circulating in Hong Kong.
- 20.2 Any notice sent by post shall be deemed to have been served at the time when the letter or circular containing the same would be delivered in the ordinary course of post, and, in proof of such service, it shall be sufficient to show that the letter containing the notice was properly addressed and posted and any advertised notice shall be deemed to have been duly served on the day following that on which the second of such advertisements appeared in the Press.

21 Validity of Proceedings

- 21.1 The validity of any proceeding of the College shall not be affected by any defect in the admission of any person to membership thereof or by any defect in the appointment, election or by any vacancy amongst the members of the Council;
- 21.2 The validity of any proceeding of the Council shall not be affected by any defect in the appointment, election or co-option of any person as a member thereof or by any vacancy amongst the members thereof.

22 Indemnity

Every member of the Council, officer or other servant of the College shall be indemnified out of the funds of the College against all liability incurred by him as such member of the Council, officer or servant in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with an application under the Ordinance in which relief is granted to him by the Court.

23 By- Laws

The Council shall have power from time to time to make such by- laws for the furtherance of the objects for which the College is established and for the proper conduct and management of the affairs of the College as the Council may from time to time deem necessary or expedient or convenient. The Council may also by resolution revoke or alter any by-laws at any time.

24 Winding Up

- 24.1 The College can only be wound up with the consent of not less than two-thirds of the voting members of the current year obtained at a General Meeting.
- 24.2 If upon the winding up of the College there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the 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 shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of Article 16 hereof, such institution or institutions to be determined by the members of the College before the time of winding up, and in default thereof by a Judge of the High Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

25 Interpretation of the Articles

- 25.1 Interpretation of these Articles shall rest with the Council.
- 25.2 The Articles are to be taken as mutually explanatory of one another and to be read as a whole.
- 25.3 Any matters not provided for in these Articles shall be referred to and decided upon by the Council.

END