

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

ASIA PACIFIC STROKE ORGANISATION LIMITED

1. The name of the Company is “ASIA PACIFIC STROKE ORGANISATION LIMITED” (hereinafter called the Organisation).
2. The Registered Office of the Organisation will be situated in Hong Kong.
3. The Powers contained in the Seventh Schedule to the Companies Ordinance shall not apply to this Organisation.
4. The objects for which the Organisation is established are:-
 - (1) To promote and encourage the advancement of scientific knowledge, research and practice in all aspects of stroke and associated cerebrovascular diseases, and to coordinate the exchange and dissemination of this knowledge and expertise throughout the Asia Pacific Region. The Asia Pacific region is defined as extending from Saudi Arabia (west), Mongolia (north), Japan (East), and Australia, New Zealand and Island nations of the South Pacific (south).
 - (2) On a non-profit making basis, to encourage, promote and organise international scientific activities and the communication of results. Such activities shall be carried out by means of publications, special meetings and seminars, as well as through the participation and organisation of the Asian-Pacific Conference Against Stroke (APCAS) and World Congresses. Research projects themselves may be sponsored or conducted under special circumstances as appropriate.
 - (3) To encourage, promote and organise post-graduate training and international exchange of investigators, teachers, fellows and students.
 - (4) To promote, organise and participate in the continuing education process of other members of health professional organisations in the field of stroke and associated cerebrovascular diseases for the relief of sickness.
 - (5) To promote, organise and participate in the continuing education process of the general public so as to improve their knowledge of stroke and associated cerebrovascular disease.
 - (6) To assist stroke self-help societies in promoting the welfare of individuals affected by stroke for the relief of sickness.
 - (7) In furtherance of the objects of Organisation but not otherwise, to amalgamate, enter into partnership, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person, company or organisation carrying on or engaged in or about to carry on or engage in any operation or transaction which this Organisation is authorized to carry on or engage in or any operation or transaction which is capable of being conducted so as to benefit this Organisation and to take or otherwise acquire and hold shares or stock in or securities of, and to

- sell, hold, re-issue, with or without guarantee, or otherwise deal with, such shares or securities.
- (8) To raise money by subscription or other lawful means for the purposes of any of the objects herein provided.
 - (9) For the purposes of the Organisation, to grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage demise, reassign, transfer or otherwise dispose of any land, buildings, messages, tenements, mortgages, debenture funds, shares or securities which are for the time being vested in or belonging to the Organisation upon such terms as the Organisation may think fit.
 - (10) To admit any persons to be members of the Organisation on such terms, and to confer on them such rights and privileges as the Organisation may think expedient for the purposes of the Organisation.
 - (11) Subject to Clause 9, to hire and employ and remunerate and from time to time if thought fit dismiss and replace with others such secretaries, treasurers, auditors, clerks, managers, servants, groundsmen or other employees as the Organisation may think fit and lawyers, accountants, surveyors or other professional or non-professional advisers consultants as may be considered expedient, and to pay them and others, in return for services rendered to the Organisation honoraria salaries wages, allowances, gratuities and pensions.
 - (12) In furtherance of the objects of Organisation but not otherwise, to take or otherwise acquire and hold shares and debentures or other securities of any company.
 - (13) To apply for, secure, acquire by grant, legislative enactment, assignments, transfer, purchase, or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right, or privilege, which any Government to authority or any corporation or other public body may be empowered to grant; and to pay for, aid in and contribute towards carrying the same into effect, and to appropriate any of the securities and assets of the Organisation to defray the necessary costs, charges and expenses thereof.
 - (14) To procure the Organisation to be registered or recognized in any country or place outside Hong Kong.
 - (15) To carry out all or any of the objects of the Organisation and do all for any of the above things in any part of the world either as principal, agent, contractor or trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others.
 - (16) To obtain vacant possession of any building or buildings on any land or lands belonging to the Organisation, to apply to any court or tribunal of competent jurisdiction for such purpose, to pay compensation therefore, to demolish the same and to lay out and prepare for building purposes any land or lands belonging to or in which the Organisation is interest, either as owners, lessees, contractors or otherwise.
 - (17) To borrow any money require for the purposes of the Organisation upon such terms and on such securities as may be determined.
 - (18) In furtherance of the objects of Organisation but not otherwise, to invest and deal with moneys of the Organisation not immediately required upon such securities or otherwise in such manner as may from time to time be determined.
 - (19) To draw, make, accept, indorse, discount, execute and issue cheques, bills of exchange, and other negotiable or transferable instruments.
 - (20) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Provided that :-

- (a) In case the Organisation shall take or hold any property which may subject to any trusts, the Organisation 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 Organisation shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
5. The liability of Members is limited.
6. Every member of the Organisation undertakes to contribute to the assets of the Organisation in the event of its being wound up while he is a member, or within 1 year afterwards, for payment of the debts and liabilities of the Organisation contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding US\$1.
7. If upon the winding-up or dissolution of the Organisation 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 Organisation, but shall be donated or transferred to any charitable organization in Hong Kong Special Administrative Region to be determined by the members of the Organisation 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 so far as effect cannot be given to the aforesaid provisions, then to some charitable objects.
8. True accounts shall be kept of the sums of money received and expended by the Organisation, and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Organisation; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations to the Organisation for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Organisation shall be examined and the correctness of the balance sheet ascertained by one-or more authorized Auditor or Auditors.
9. (1) The income and property of the Organisation, however, derived, shall be applied solely towards the promotion of the objects of the Organisation as set out in this Memorandum of Organisation.
(2) Subject to clauses (4) and (5) below, no portion of the income and property of the Organisation shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Organisation.
(3) No member of the Council or the governing body of the Organisation shall be appointed to any salaried office of the Organisation, or any office of the Organisation paid by fees and no remuneration or other benefit in money or money's worth (except as provided in clause (5) below) shall be given by the Organisation to any member of the Council or the governing body.
(4) Nothing herein shall prevent the payment, in good faith, by the Organisation of reasonable and proper remuneration to any officer or servant of the Organisation, or to any member of the Organisation not being a member of the Council or the governing body of the Organisation in return for any services actually rendered to the Organisation.
(5) Nothing herein shall prevent the payment, in good faith, by the Organisation:
 - (i) to any member of its Council of out-of-pocket expenses;

- (ii) of interest on money lent by any member of the Organisation or its Council of Management or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (iii) of reasonable and proper rent for premises demised or let by any member of the Organisation or of its Council; and
 - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Organisation or of its Council is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of this capital or controlling not more than a one-hundredth part of its votes.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (4) and (5) above.

We, the several persons, whose names and addresses and descriptions are hereto subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Organisation.

Names, Addresses and Descriptions of Subscribers
<p>Dr Huang Chen Ya 黃震遐醫生 Medical Practitioner 5th Fl, Block 29, Baguio Villas, Victoria Road, Hong Kong.</p> <p>Dr Li Chung Ki, Patrick 李頌基醫生 Medical Practitioner Block 1, Flat D, 8th Floor, Beverly Villas, 16 La Salle Road, Kowloon City, Hong Kong.</p> <p>Dr Cheung Tak Fai, Raymond 張德輝醫生 Medical Practitioner University Department of Medicine 4th Floor, Professorial Block Queen Mary Hospital 102 Pokfulam Rd., Hong Kong.</p>

Dated the
WITNESS to the above signatures:

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee
and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

ASIA PACIFIC STROKE ORGANISATION LIMITED

1. The Regulations contained in Table C in the First Schedule to the Companies Ordinance shall not apply to this Organisation.
2. In the interpretation of these Articles, unless the context otherwise requires, the following words and expressions shall have the following meanings:-

“Organisation” means the “ASIA PACIFIC STROKE ORGANISATION LIMITED” “The Chairman” means the Chairman or the President of the Organisation or governing body or the Board of Directors.

“Governing body” means Executive Committee (also called EXCO) or Office Bearer

“Council” means the Board of Directors, the group formed by the representatives of member societies or by election in annual general meeting of the Organisation.

“Councillors” means the council members or the Directors or the representatives of member societies

“The Ordinance” shall mean The Companies Ordinance and every other Ordinance incorporated therewith, or any Ordinance or Ordinances substituted therefore, and in case of any such substitution the references in these presents to the provisions of the Ordinance shall be read as references to the provisions substituted therefore in the new Ordinance or Ordinances.

“Secretary” means any person appointed to perform the statutory duties of the secretary of the Organisation.

Words and expressions which have a special meaning assigned to them in the Ordinance shall have the same meaning in these presents.

Words importing the singular number only shall include the plural, and the converse shall also apply.

Words importing males shall include females.

Words importing individuals shall include corporations.

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.

Purposes

3. The Organisation is established for the purpose expressed in the Memorandum of Organisation.

Membership

4. For the purpose of registration, the number of members of the Organisation is 250.
5. The Subscribers to the Memorandum of Organisation shall be members of the Organisation.
6. The Organisation shall consist of 7 classes of members:
 - a. Ordinary Members

Membership shall be open to those who have manifested an interest in any aspect of stroke but reside in a country which does not have a stroke society. Ordinary Members will pay dues as set by periodic review by the Council.

However, allowance is made for exemption from fees for members suffering economic hardship, as defined by the Council. Proposals to membership under 'exempt from fees' provision shall be made in writing to the Secretary-General and shall require the same documentation and process as outlined in Article 10. Only members of the Organisation can hold positions on the Council, or attend General Meetings of the Organisation.

Members will have further benefits as defined from time to time by the Council.

b. Emeritus Members

Emeritus membership may be granted by the Council for individuals who have contributed to the Organisation for over 10 years and have retired from active work.

c. Honorary Members

Individuals who would otherwise not qualify for membership of the Organisation but have made outstanding contributions in any field of Stroke, may be granted honorary membership.

d. Distinguished Life Members

The title of Distinguished Life Member may be bestowed by the Council on members who have made outstanding contributions to the Organisation.

e. Affiliated Societies

All Stroke Societies that with independent society statute, infrastructure and finance, and are based in the Asia Pacific area can apply to be Affiliated Societies of the Organisation. There will normally be only three Affiliated Society per country, however exceptions can be granted by the Council. In situations where a society includes countries without a Society, that Society will nominate a resident of that country to represent the interests of that country in the Organisation. In such situations, the Affiliated Society will be allowed two or more people on the Council in order to represent individual countries.

Only Affiliated Societies can become Sponsoring Societies.

Affiliated Societies will have obligations and rights as determined by the Council.

Only affiliated societies and sponsoring societies have voting rights.

Membership shall be suspended when non-payment dues exceed 2 years until it is updated.

f. Sponsoring Societies

All Affiliated Societies are encouraged to become Sponsoring Societies, contributing financially to the Organisation. Sponsoring societies will have obligations and rights as determined by the Council.

g. Corporate Members

Corporate membership may be extended to any corporation, partnership, foundation, society or organisation that has agreed to contribute financially to the Organisation. Corporate members will have obligations and rights as determined by the Council.

7. The Council may refuse to accept any person to be Members of the Organisation without giving any reason thereof.

8. Any member may withdraw from the Organisation by giving one month's notice in writing to the Organisation of his intention so to do, and upon the expiration of such notice he shall cease to be a member but shall nevertheless remain liable for and shall

pay to the Organisation all moneys which at the time of this ceasing to be a member shall be due from him to the Organisation.

Application for membership

9. A person who is not a member of the Organisation at the time of the incorporation of the Organisation (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership unless:
 - a. he/she is nominated as provided in Article 10; and
 - b. his/her admission as a member is approved by the Council.
10. Every nomination for membership shall be made in writing, signed by the applicant and supported by two members, and shall be in such form as the Council sets from time to time.
11. As soon as is practicable after receipt of an application, the Secretary-General shall refer the application to the next meeting of the Council.
12. Upon an application being referred, the Council shall determine whether to approve or to reject it.
13. Upon an application being approved by the Council, the Secretary-General shall with as little delay as possible, notify the applicant in writing that the applicant is approved for membership of the Organisation and request payment, if applicable, within the period of 28 days after receipt of the notification, of the sum of the first year's annual subscription.
14. The Secretary-General shall, upon payment of the amount referred to in Article 13 within the period referred to in that article, enter the applicant's name in the register of members kept by the Secretary-General and, upon the name being so entered, the applicant becomes a member of the Organisation.
15. A right, privilege, or obligation of membership of the Organisation:
 - a. is not capable of being transferred or transmitted; and
 - b. terminates upon the failure of payment of annual subscription within 12 months of falling due.
 - c. terminates upon the cessation of their membership whether by death or resignation or otherwise.

Funds and subscription

16. Ordinary Members

Annual fees – will be as fixed by the Council. *These are proposed to commence at US\$10 per annum (minimum 3 years) or US\$150 for 10 years (long-term Members).*

Revocation of membership – membership can be revoked by a majority decision of the Council.

Fees may be waived for individuals upon specific request to the Secretary-General due to special causes.

All ordinary members can have access to all E-correspondence of the Organisation including CME.
17. Emeritus Members

Emeritus Members are members of the Organisation whom the Council has determined need no longer to pay membership fees to the Organisation or National Societies. Emeritus Membership shall be reviewed by the Council at each Asian-Pacific Conference Against Stroke.

An Emeritus Member shall be designated “Emeritus Member of the Asia Pacific Organisation Against Stroke” and shall constitute those who have been members for a minimum of 10 years (who have retired from active work and made an appropriate request to the Secretary-General of the Organisation for causes, such as disability, retirement., hardship, etc). Emeritus Members do not pay dues, and will have access

to all E-correspondence of the Organisation including CME, and other rights as determined by the Council from time to time.

18. Honorary Members

Honorary Members are members of the Organisation whom the Council has determined have made outstanding contributions in any field of Stroke and do not otherwise qualify for membership. Such individuals granted honorary membership need no longer to pay membership fees to the Organisation. Honorary Membership shall be reviewed by the Council at each Asian-Pacific Conference Against Stroke.

19. Distinguished Life Members

The Council may award the title of “Distinguished Life Member” on members who have made outstanding contributions to the Organisation. Nomination will be made in writing to the Secretary, and the decision to grant the Award should be made by the Council. The rights of Distinguished Life Members shall be as determined by the Council from time to time.

20. Affiliated Societies

Appropriate Societies will be designated as Affiliated Societies on application to the Secretary-General of the Organisation. The activities of the Affiliated Society should conform to the general purposes of the Organisation. The Affiliated Society must notify the Secretary-General of the Organisation of the names of the Office Bearers of the affiliated Society and contact addresses.

The Secretary-General will approve such applications after discussion with the Executive Committee. In cases of dispute the decision will be referred to the whole Council.

A responsible officer of each Affiliated Society will send annually a list of individual members to the Secretary of the Organisation.

The intention is to have all Affiliated Societies directly involved in the nomination or approval of their members of the Council. To this purpose, it is important that the Affiliated Societies maintain correspondence with the Secretary-General of the Organisation.

Each Affiliated Society will have one representative on the Council, exclusive of the EXCO

The proposed starting annual fee is US\$100.

21. Sponsoring Societies

Sponsoring Societies are those Affiliated Societies who have chosen to make direct financial contribution to Organisation, as defined by the Council from time to time. There shall be an initial entrance fee of US\$1,000.

The proposed starting annual fee is US\$500.

Sponsoring Societies have the right to an extra non voting member on the Council and to attract advertising or other revenue to support their financial position with Organisation.

The Council will continue to attempt to bring further benefits to members of Sponsoring Societies whenever possible.

The amount of financial contributions required to become a Sponsoring Society will be decided by the Council on a case-by-case basis, reflecting the economy of the country and the benefits given to the Sponsoring Society members.

Sponsoring Society charters will be withdrawn if the Society fails to meet its financial obligations for a period exceeding 12 months

22. Corporate Members

Corporate membership may be granted by the Council after consideration of the benefit offered to the Organisation by the applicant for Corporate Membership. Benefits to Corporate Members are as defined by time to time by the Council, but could include advertising on a Website or in support of CME activities, reduction in fees for attendance at the Organisation CME/Research meetings, and naming rights for the Organisation CME/Research activities, awards and fellowships. *The proposed starting annual fee is US\$5,000.*

Corporate membership would cease if the contributions from the Corporate Members are withheld for a period of 12 months.

Corporate members may have one representative to attend the AGM but have no voting rights in the election of EXCO officers. They may be invited by the EXCO to have 1-2 representatives to attend EXCO meeting on the issues of CME activities or stroke research plans.

General Meeting

23. The Annual General Meeting

- (1) The Annual General Meeting shall be held every year for which at least a twenty-one clear days' written notice shall have been given to all Members. The business of these Annual General Meeting shall include the following:
 - (a) The adoption of The President's report.
 - (b) The examination and adoption of the Balance Sheet and Income and Expenditure Account for the past year as prepared by the Honorary Treasurer and audited by the Honorary Auditor.
 - (c) The election of Councillors.
 - (d) The appointment of an Honorary Legal Advisor and an Honorary Auditor.

24. No business shall be transacted at any Annual General Meeting unless a quorum of 6 voting members is present at the time when the meeting proceeds to business. If a quorum cannot be formed within 30 minutes from the time appointed for the meeting, the meeting shall be re-convened within two weeks at a place, time and date set by the Council.

25. The Extraordinary General Meeting

- (1) All general meetings other than annual General meeting shall be called extraordinary general meetings.
- (2) An Extraordinary General Meeting must be convened by the President at the request of the majority of the Members of the Council or upon receipt of a written request of one-third of voting Members. At least a twenty-one clear days' notice shall have been given to Members concerning the purpose of the Extraordinary Meeting.
- (3) No business shall be transacted at an Extraordinary General Meeting unless a quorum of at least 6 of voting members is present at the time when the meeting proceeds to business. If the quorum cannot be formed, the meeting will not be re-convened unless another request is made in accordance with Article 25(2) hereof. All discussion and resolution must be related to the specified purpose of the Extraordinary General Meeting.
- (4) The Council may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Trustees capable of forming a quorum to convene an extraordinary general meeting, any Councillors or any two members of the Organisation may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

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 that meeting.

Proceedings at General Meetings

27. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual General meeting, with the exception of the consideration of the accounts, balance sheet and the reports of the Council and Auditors, the election of the Council in place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors.
28. A resolution in writing signed by all the members and annexed or attached to the general meetings' minute book shall be as valid and effective as a resolution passed at a meeting duly convened. The signature of any members may be given by his Attorney or Proxy. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the members. A cable or telex message sent by a member or his Attorney or Proxy shall be deemed to be a document signed by him for the purposes of this paragraph.

Votes of Members

29. Every question to be determined in General Meeting shall be determined by a majority of votes, each voting member shall have one vote and may vote by proxy. Decisions will be made by open ballot, unless a majority of Councillors request a secret ballot, in which case a written secret ballot will occur.
30. In the case of an equality of votes, the Chairman of the meeting at which the show of hands take place, shall be entitled to a second or casting vote.
31. A declaration by the Chairman that a resolution has been carried or lost shall be conclusive, and an entry to that effect in the proper Minute Book of the Fund shall be sufficient evidence of that fact.
32. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing. A proxy need not be a member of the Fund.
33. The instrument appointing a proxy and the power of attorney of other authority, if any, under which it is signed shall be deposited at the registered office of the Fund not less than twenty-four 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 instrument of proxy shall not be treated as valid.

Election of The Committee or the Council, its Composition and Terms of Office

34. The Council of the Organisation shall be elected from Members. Nominations will be requested from the Affiliated and Sponsoring Societies, or suggested by the Council to Affiliated or Sponsoring Societies for consideration if relevant. Total Councillors numbers will be set by the Council.
35. Affiliated Societies will be requested to nominate new Councillors at least three months before each Annual General Meeting to replace retiring Councillors.
36. The Council will consist of one member from each Affiliated Society, two members from each Sponsoring Society, and in addition an Executive Committee (EXCO) consisting of President, President-Elect, Immediate Past-President, Secretary-General, Treasurer, and the Chair of Continuing Medical Education (CME). By the Council decision, EXCO can be temporarily increased in number when special circumstances exist. Candidates for President or President-Elect must have previously served at least one term as Secretary-General, Treasurer, or Chair of Continuing Medical Education (CME).
37. The Council will consist of one member from each Affiliated Society and two members from each Sponsoring Society, one of whom shall be non-voting, in addition to the EXCO. The Secretary-General will inform Affiliated and Sponsoring Societies of impending retirements and vacancies on the Council at least three months prior to the next Council meeting, requesting nominations for these positions. If the Society

fails to nominate a replacement the position(s) will remain vacant until the Secretary-General is notified.

38. The term of duty of each Councillors is to be the period between two APCASs (usually 2 years). President, Past-President and President-Elect will each serve one term of office. The remaining members of Council may serve in their EXCO positions for up to three terms in addition to their original term as Councillors. Councillors will retire from the Council after serving three terms or when the Secretary is notified by an Affiliated or Sponsoring Society that it wishes an earlier change of its representative Councillor(s). It is thus expected that the Council will have approximately one-third of its membership retire and be replaced at each APCAS.
39. The Secretary will keep a record of the period each Councillor has served as the Organisation's Council. Unless the Councillor is a member of EXCO, each Affiliated and Sponsoring Society will be advised three months prior to each APCAS if their Councillor is due to retire. If not they will be requested to approve that their Councillor is to continue to represent their Society.

Powers and Duties of The Council

40. The management and control of the Organisation shall be vested in the Council who may from time to time and at any time delegate to one of their members such power or powers as the Council shall think fit.
41. The Council may at all times in addition to the powers and authorities by these Articles expressly conferred upon it exercise all such arrangements and generally do all such lawful acts and things as may be exercised, given, made or done by the Organisation in meetings subject nevertheless at all times to the Ordinance and to these Articles and to such regulations as shall from time to time be prescribed by the Organisation in meeting, but no regulation made by the Organisation in meeting shall invalidate any prior act of the Council which would have been valid if no such regulation had been made.
42. In the furtherance of the objects of the Organisation but not otherwise, without prejudice to the general powers contained in the preceding Articles, the Council shall have the following powers:-
 - (i) To pay all the costs and expenses of and incidental to the promotion, formation, registration and establishment of the Organisation.
 - (ii) To acquire by purchase or otherwise any property, rights or privileges, capable of being validly acquired by the Organisation and to settle the terms and conditions.
 - (iii) To bring and prosecute, and to defend any legal or other proceedings, to compromise, settle, abandon, or refer to arbitration any such proceedings, or any claim by or against the Organisation.
 - (iv) To delegate, subject to such conditions as they shall think fit, any of their powers to a committee consisting of such member or members of the Council and/or other person or persons as they shall think fit, and to make such regulations as to the proceedings of such committee as may deem expedient.
 - (v) To make, fulfil, rescind, modify, or vary any contract, and to do all such acts and things as they may think expedient for the purposes of the Organisation.
 - (vi) To pay all costs, charges and expenses of and incidental to the carrying out of the objects for which the Organisation is established.
43. The Councillors shall cause minutes to be made in books provided for the purpose :-
 - (a) of all appointments of officers;
 - (b) of the names of the Councillors present at each meeting of the Council;

(c) of all resolutions and proceedings of General Meetings of the Organisation and of meeting of the Council.

Proceedings of The Council

44. The Chairman shall take the chair at all meetings of the Council and if at any meeting he be not present within fifteen minutes after the time appointed for holding the same, the members present shall choose someone from their number to be Chairman of the meeting.
45. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meeting and business as they think fit. The Chairman of any two Councillors may at any time summon a meeting of the Council.
46. 5 members of the Council shall form a quorum.
47. Questions arising at any meeting of the Council shall be decided by a majority of votes and each Councillors shall have one vote, except for the non voting council members from sponsoring societies.
48. The Council may act notwithstanding any vacancy in their body but, if and so long as the number of Councillors is reduced below 5, the Council 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.
49. A resolution in writing and signed by all the Councillors shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and contributed.
50. All acts done by any meeting of the Council or by any person acting as a Councillors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Councillors or any persons 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 Councillor.
51. At all Meetings of the Organisation, the President shall be the Chairman and shall be entitled to a second or casting vote. In the absence of the President, the voting members present shall elect an acting Chairman to conduct the Meeting. At all Meetings, motions shall be passed into resolution by a majority of those voting with the exception of a motion for the dissolution of the Organisation which shall be governed by Article 68 hereof.

Continuing Medical Education (CME) Committee

52. The Council shall appoint a Chair of a CME Committee to deal with specific aspects of CME in stroke relevant to the Asia Pacific region.
53. The Chairperson shall serve for a maximum of two consecutive terms, and will select a committee and panel of experts to support his/her work.
54. The chair of the CME Committee will be chosen by The Council from the membership of the Organisation. He/she will automatically become a member of the Council and of EXCO while Chair of CME.
55. The CME Committee activities should include, but not necessarily be limited to:
 - a. Organisation of educational meetings throughout the Asia Pacific region;
 - b. Building and maintaining a CME section in the Organisation's Website and in co-ordinating submissions to journals, Congresses and other scientific meetings and training seminars;
 - c. Advising LOC of the Organisation regarding possible content and speakers for scientific meetings.

Amendments to the Memorandum and Articles of Organisation

56. Any proposed amendments to the Memorandum and Articles of Organisation shall be proposed and seconded by two different Members and then presented to the Council

who shall submit them for discussion at an Extraordinary General meeting convened for the purpose.

57. No resolution for any amendment shall be deemed to have been passed unless it is carried by three-fourths majority of Members present at the Extraordinary General Meeting.
58. A twenty-one days' notice in writing to all Members shall have been given of any proposed amendments.

Secretary

59. Subject to Clause 9 of the Memorandum of Organisation, the secretary shall be appointed by the Council on such terms, at such remuneration and upon such conditions, as they may think fit, and any secretary so appointed may be removed by them. The first secretary of the Company shall be Bedford Consultants Limited.

Seal and cheques

60. The Organisation shall have a Common Seal which shall not be affixed to any instrument except by the authority of the Council and in the presence of two Councillors or such other persons as the Council may appoint for the purpose and that the Councillors or such other persons as aforesaid shall sign every instrument to which the Seal of the Organisation is so affixed in their presence.
61. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Organisation, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by at least two Councillors of the Organisation.

Accounts and Audit

62. The Council shall cause proper books of account to be kept with respect to:-
 - (a) All sums of money received and expended by the Organisation and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Organisation; and
 - (c) the assets and liabilities of the Organisation.Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give true and fair view of the state of the Organisation's affairs and to explain its transactions.
63. The books of account shall be kept at the registered office of the Organisation or at subject to Section 121(3) of the Ordinance such other place or places as the Council or governing body think fit and shall always be open to the inspection of the Council Members.
64. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Organisation or any of them shall be opened to the inspection of members not being Councillors, and no member (not being a Trustees) shall have any right of inspecting any account or book or document of the Organisation except as conferred by statute or authorized by the Councillors or by the Organisation in general meeting.
65. The Councillors shall from time to time in accordance with Section 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Organisation in general meeting duly audited income and expenditure account and balance sheets make up to the last day of the accounting year and signed by two Councillors and the reports as are referred to in this Section.
66. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Organisation in general meeting, together with a copy of the Council's report and a copy of the auditors' report, shall not less than 21 days before the date of the meeting be sent to every member of the Organisation.
67. Auditors shall be appointed and their duties regulated in accordance with Sections 131,132,133,140,140A, 140B and 141 of the Ordinance.

68. “Each person can only receive financial support from APSO once every two years when he or she is invited as a speaker at APSO sponsored CME activities. No person shall receive APSO financial assistance to attend the Asia Pacific Stroke Conferences more than once during every two years period. All such financial support must receive prior authorisation by the executive committee consisting of the president, president elect, immediate past president, secretary general, treasurer, and chair of continuing medical education.

69. Approval for financial support for travel or conference attendance outside the Asia Pacific region must be made by a decision of the full Council prior to the travel.

70. All financial support given to office bearers will be separately accounted for and listed in the annual audited accounts. The names of all recipients of financial support from APSO, the nature of financial support and the amount he or she has received must be listed separately in each annual financial report.

71. Executive committee members may receive economy class air travel, basic accommodation and meal stipends when attending one interim executive committee meeting between annual scientific meetings. Registration fees will be waived for executive committee members who attend annual scientific meetings of the Asia Pacific Stroke Organisation. All financial expenditure, or commitment for such expenditure exceeding one hundred united states dollars by Asia Pacific Stroke Organisation must receive prior authorisation from the executive committee.”

Dissolution

72. A proposal for the dissolution of the Organisation may be proposed and seconded by two Members and submitted to a debate at an Extraordinary General Meeting convened for that purpose.

The proposal for the dissolution of the Organisation can only be passed with the approval of at least two thirds of the total number of Members who are either present at the Extraordinary General Meeting or who have indicated their consent to the proposal by proxy.

73. If a resolution is reached for the dissolution of the Organisation, the Council shall thereupon, or at such future date as shall be specified in such resolution, proceed to realize the properties of the Organisation and after the discharge of all the liabilities, and debts, shall donate the surplus, if any, to any charitable organization in Hong Kong to be approved by the majority of Members present at the meeting, referred in Article 68 above.

Expulsion

74. If it is brought to the notice of the Council that the conduct of any member has been dishonourable or improper or otherwise injurious to the character and interests of the Organisation, the Council may cause notice in writing to be sent to such member apprising him of the fact and inviting him to attend a special meeting of the Council to explain such conduct.

75. If the Council in meeting, after considering any facts concerning the conduct of a member that may be brought before them and any written or oral explanations offered by the member whose conduct is under investigation, or, if such member does not attend personally, after investigation into the conduct complained of and or after consideration of any written explanation sent in by such member, shall be of opinion that the conduct of such member has been dishonourable or improper or otherwise injurious to the character and interests of the Organisation, then, provided that the majority of the Council vote in favour of expulsion the member shall be expelled and shall thereupon be forfeited of his interest and privileges in the Organisation.

Notices

76. A notice may be given by the Organisation to any member either personally or by sending it by post to his registered address, or, if he has no registered address within

Hong Kong, to the address, if any, within or outside Hong Kong supplied be him to the Fund for the giving of notices to him.

77. Any notice may be served on any member who has no registered address within Hong Kong and who has not notified an address under the preceding Article, by exhibiting the same at the Organisation's Registered Office for 48 hours, at the expiration of which period it shall be deemed to have been served upon him.

72. Where a notice is sent by post it shall be deemed to have been served at the expiration of 48 hours after the envelope, properly addressed to the member and stamped, is put into any mail box.

Indemnity

75. Subject to the provisions of Section 165 of the Ordinance if any prosecution action or suit at law be commenced against any member or Councillors or any officers servant or agent of the Organisation for anything done by him or them in the proper or reasonable discharge of his or their duties such person or persons shall be defended and indemnified by and at the cost of the Organisation from all damages costs and expenses which may be incidental to or result from such prosecution action or suit at

law and the property and funds of the Organisation may be applied for such purposes as may be directed by the Council from time to time provided however that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

Names, Addresses and Descriptions of Subscribers

Dr Huang Chen Ya 黃震遐醫生
Medical Practitioner
5th Fl, Block 29, Baguio Villas,
Victoria Road, Hong Kong.

Dr Li Chung Ki, Patrick 李頌基醫
生 Medical Practitioner
Block 1, Flat D, 8th Floor, Beverly Villas,
16 La Salle Road, Kowloon City, Hong Kong.

Dr Cheung Tak Fai, Raymond 張德輝醫生
Medical Practitioner
University Department of Medicine
4th Floor, Professorial Block
Queen Mary Hospital
102 Pokfulam Rd., Hong Kong.

Dated the
WITNESS to the above signatures: