

MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
**THE COLLEGE OF PHARMACY PRACTICE LIMITED**  
藥劑專科學院有限公司

Incorporated on the 22<sup>nd</sup> day of September, 2010

No. 1508261  
編號

**COMPANIES ORDINANCE**  
**( CHAPTER 32 )**  
  
**CERTIFICATE OF INCORPORATION**

I hereby certify that

**THE COLLEGE OF PHARMACY PRACTICE LIMITED**  
藥劑專科學院有限公司

is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

Issued by the undersigned on 22<sup>nd</sup> day of September, 2010

(Sd.) Ms. Ada L L CHUNG

.....  
*for Registrar of Companies*  
*Hong Kong*

THE COMPANIES ORDINANCE (CHAPTER 32)

---

*Company Limited by Guarantee  
and not having a share capital*

---

MEMORANDUM OF ASSOCIATION

OF

**THE COLLEGE OF PHARMACY PRACTICE LIMITED**

**藥劑專科學院有限公司**

---

1. The name of the Company is “THE COLLEGE OF PHARMACY PRACTICE LIMITED 藥劑專科學院有限公司” (“the College”).
2. The Registered Office of the College will be situate in the Hong Kong Special Administration Region.
3. The objects for which the College is established are: -
  - (1) To establish an independent and internationally recognised professional body to provide specialist training to pharmacists;
  - (2) To promote professional image and public recognition of the pharmacy as a prestigious profession;
  - (3) To promote a sense of belonging among pharmacists;
  - (4) To supervise and train appropriate qualifications to pharmacists;
  - (5) To develop the College’s role as an independent accreditation and fellowship and other relevant titles granting authority as well as a compulsory registration and educational authority;
  - (6) To create a platform to represent pharmacists;
  - (7) To ensure that the College is recognised as an integral part of the development of health and social care policy;
  - (8) To inform relevant government departments and other agencies of our unique role and maintain with them close working relationship;
  - (9) To ensure our continued input to the process of policy development;
  - (10) To develop and foster links with pharmacy Colleges and other relevant bodies overseas;
  - (11) To facilitate partnership and dialogue with other professions;
  - (12) To create a supportive environment to foster professional development;
  - (13) To sustain membership;
  - (14) To link College membership and employment prospects by seeking to establish College membership as a requirement for future career development;

- (15) To strengthen the College's capacity and infrastructure;
- (16) To increase the revenue stream into the College;
- (17) To promote more effective interaction with members;
- (18) To organise activities and network in both health and non-health sectors with an aim to promote professional recognition and image;
- (19) To foster and encourage innovation in the practice of pharmacy;
- (20) To develop the College as a comprehensive support for pharmacists in the development and delivery of services;
- (21) To establish, promote and maintain libraries, and reading and writing rooms, and to furnish the same with books, reviews, magazines, newspapers and other publications and issue, print or publish any publications, newspapers, periodicals, magazines, books, reports or leaflets as the College may think desirable for the promotion of its objects;
- (22) To promote athletic games and other sports and hold whether alone, or jointly with any other societies, associations, clubs or persons, meetings, competitions and matches for the playing of games of all kinds and to offer, give or contribute towards prizes, medals and awards therefor;
- (23) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the College;
- (24) To accept and receive any gift of property, donations, subscriptions, funds and bequests, whether subject to any special trust or not, for any one or more of the objects of the College and to act as custodian, trustee or manager of all or any of such properties or funds;
- (25) To borrow or raise money by subscription or other lawful means for the purpose of any of the objects herein provided;
- (26) To apply or make representations to the Government for grants of land to the College for the purpose of promoting education;
- (27) To establish, maintain, conduct and provide clubhouse and other places of gathering and to afford accommodation for professional meetings and gatherings of all descriptions;
- (28) To acquire, take on lease, furnish and maintain such house, premises or building for use as a College and to permit the same to be used with or without payment or upon such terms as shall be agreed on and, if thought fit, to manage the affairs of the College or any of them, and generally to do whatever may seem best to promote the interests of the College;
- (29) To buy, sell, prepare, make, supply, and deal in all kinds of provisions required or used by the students or members of the College and other persons frequenting the College premises;
- (30) To hire and employ and remunerate and from time to time, if thought fit, dismiss and replace with others such clerks teachers or servants or other employees as the College may think fit and lawyers accountants surveyors or other professional or non-professional advisers or consultants as may be considered expedient;
- (31) To give pensions, gratuities, or charitable aid to any person who may have served the College, or to the members of the general public; to make payments towards insurance and contribute to provident and benefit funds for the benefit of any persons employed by the College;

- (32) To establish, promote or assist in establishing or promoting, and to subscribe to, or become a member of, or amalgamate with, any other Colleges societies or associations whose objects are similar or in part similar to the objects of the College, or the establishment or promotion of which may be beneficial to the College and the general public;
- (33) To obtain vacant possession of any building or buildings on any land or lands belonging to the College, to apply to any court or tribunal of competent jurisdiction for such purposes, 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 College is interested, either as owner, lessee, contractor or otherwise;
- (34) To grant, sell, surrender, demise, let, transfer, yield up, improve, alter, develop, erect, construct, manage, lease, charge, mortgage, dispose of or otherwise deal with all or any part of the properties of the College upon such terms as the College may deem fit;
- (35) To lend money to such persons, organisations or institutions on such terms as may seem expedient and to guarantee the performance of contracts by any such persons, organisations or institutions in connection with the objects of the College;
- (36) To invest and deal with the moneys of the College not immediately required upon such realities, securities or otherwise in such manner as may from time to time be determined;
- (37) To draw, make, accept, indorse, discount, execute and issue cheques, bills of exchange, and other negotiable or transferable instruments;
- (38) To enter into contracts, partnerships or other forms of joint venture or co-operation with other colleges, institutes or organisations;
- (39) To award degrees, diplomas, certificates, membership, fellowship and other academic awards including honorary awards;
- (40) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4. The liability of the Members is limited.

5. The income and property of the College whencesoever derived, shall be applied solely towards the promotion of the objects of the College set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to member of the College. No remuneration or other benefit in money or money's worth shall be given by the College to any member of the Board or committee of the College except repayment of out-of-pocket expenses.

6. 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 after he ceased to be a member for payment of the debts and liabilities of the College contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the sum of ten dollars.

7. True accounts shall be kept of the sums of money received and expended by the College and the matter in respect of which such receipt and expenditure take place, and of the property, assets and liabilities of the College 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 of the College 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 College shall be examined and the correctness of the balance sheet ascertained by one or more authorized Auditor or Auditors.

8. If upon the winding up or dissolution of the College 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 College but shall be given or transferred to other institution or institutions which have charitable objects similar to the objects of the College and which prohibit the distribution of its or their income and property by way of dividend or otherwise amongst its or their members to an extent at least as great as is imposed upon the College by virtue of the Clause 5 thereof, such institution or institutions to be determined by the members of the College at or before the time of the dissolution or 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 objects.

I/We, the several persons, whose name(s), address(es) and description(s) are hereto given below, wish to form a Company in pursuance of this Memorandum of Association.

Name(s), Address(es) and Description(s) of Signatory(ies)

(Sd.) LEE, Vincent Hon Leung (李漢良)

Room 626, 6/F.,  
Choh-ming Li Basic Medical Sciences Building,  
The Chinese University of Hong Kong,  
Shatin, New Territories, Hong Kong.  
Professor

(Sd.) LEE, Kwing Chin Kenneth (李焯前)

Room 626, 6/F.,  
Choh-ming Li Basic Medical Sciences Building,  
The Chinese University of Hong Kong,  
Shatin, New Territories, Hong Kong.  
Professor

(Sd.) CHAN, Yu Ling Abraham (陳宇齡)

Units 201-207, 2/F., Wireless Centre,  
Phase One, Hong Kong Science Park,  
Pak Shek Kok,  
Tai Po, New Territories, Hong Kong.  
Businessman

(Sd.) YIM, Tsz Kok (嚴子閣)

Room 1420, Pok Man House,  
Pok Hong Estate,  
Shatin, New Territories, Hong Kong.  
Pharmacist

(Sd.) CHIU, Kwok Leung (趙國亮)

5/F., Devon House, Taikoo Place,  
979 King's Road, Quarry Bay,  
Hong Kong.  
Pharmacist

Name(s), Address(es) and Description(s) of Signatory(ies)

(Sd.) TONG, Pui Kwan (唐珮筠)

10A, Yuk Sau Mansion,  
18-20 Yuk Sau Street,  
Happy Valley,  
Hong Kong.  
Pharmacist

(Sd.) WONG, Melvin (黃錦榮)

8<sup>th</sup> Floor, Far East Finance Centre,  
16 Harcourt Road,  
Hong Kong.  
Barrister-at-law

(Sd.) CHENG, Mary Catherine (鄭陳佩華)

24, Beacon Hill Road,  
G/F., Kowloon,  
Hong Kong.  
Pharmacist

(Sd.) LEE, Chui Ping (李翠萍)

Room 622B, School of Pharmacy,  
6/F., Basic Medical Sciences Building,  
The Chinese University of Hong Kong,  
Shatin, New Territories, Hong Kong.  
Pharmacist Lecturer

(Sd.) CHAN, Man Chi Grace (陳曼姿)

30-32 Ngan Shing Street,  
Shatin, New Territories, Hong Kong.  
Pharmacist

(Sd.) LEUNG, Stephen Kwok Keung (梁國強)

16/F., Stanhope House,  
738 King's Road, North Point,  
Hong Kong.  
Pharmacist

Name(s), Address(es) and Description(s) of Signatory(ies)

(Sd.) LEUNG, Yun Shing (梁潤成)  
G/F., Block F,  
Queen Elizabeth Hospital,  
30 Gascoigne Road,  
Jordon, Kowloon, Hong Kong.  
Pharmacist

(Sd.) LO, Wing Cheung Lawrence (老榮璋)  
Room 626, 6/F.,  
Choh-ming Li Basic Medical Sciences Building,  
The Chinese University of Hong Kong,  
Shatin, New Territories, Hong Kong.  
Project Consultant

(Sd.) TSANG, Yuen Wo (曾遠和)  
12-14 Dai Wang Street,  
Tai Po Industrial Estate,  
Tai Po, New Territories, Hong Kong.  
Pharmacist

(Sd.) LEE, Shing Cheung (李成章)  
30-32 Ngan Shing Street,  
Shatin, New Territories, Hong Kong.  
Pharmacist

Dated the 15<sup>th</sup> day of June , 2010.

WITNESS to the above signatures:

(Sd.) CHAN TONG  
Solicitor,  
Room 509, Silvercord, Tower 1,  
30 Canton Road, Tsimshatsui,  
Kowloon, Hong Kong



THE COMPANIES ORDINANCE (CHAPTER 32)

---

*Company Limited by Guarantee  
and not having a share capital*

---

ARTICLES OF ASSOCIATION

OF

**THE COLLEGE OF PHARMACY PRACTICE LIMITED**  
**藥劑專科學院有限公司**

---

PRELIMINARY

1. (1) In these articles unless there be something in the subject or context inconsistent therewith, the following expressions have the meanings assigned to them respectively: -

“Association” means the College and the terms “Association” and “College” may be used interchangeably;

“Board of Governors” means the Board of Governors appointed pursuant to these Articles and also means the Board of Directors referred to in the Ordinance;

“College” means “THE COLLEGE OF PHARMACY PRACTICE LIMITED 藥劑專科學院有限公司”;

“Fellow” or “Fellows” means those person(s) who have been awarded a fellowship of the College and the “Fellow” or “Fellows” of the College shall also be members of the College;

“Ordinance” means the Companies Ordinance, Chapter 32;

“Treasurer” means the Honorary Treasurer or the Treasurer appointed to perform the duties of the treasurer of the College;

“Auditor” means the Honorary Auditor or the Auditor appointed to perform the duties of the auditor of the College;

“Member(s)” or “member(s)” means those person(s) who have been awarded a membership of the College but a Member or member of the College shall not claim himself to be a Fellow of the College unless he has been awarded a Fellowship of the College;

“Council member” means the member(s) of the Council for the time being;

“Seal” means the Common Seal of the College;

“Month” means a calendar month;

“Year” means a calendar year;

“Annual General Meeting” means the General Meeting of members of the College and also includes the First General Meeting of the members;

“Extraordinary General Meeting” means a General Meeting of the Members summoned under these articles;

“Special Resolution” means a special resolution of the College passed in accordance with the Companies Ordinance, Chapter 32, Section 116;

“Voting Members” mean members who are entitled to vote at the meetings of the College;

- (2) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, duplicating, photostat, lithography, photography, and other modes of representing or reproducing words in a visible form;
  - (3) Words importing masculine gender shall include the feminine gender and words in singular number shall include the plural number and vice versa;
  - (4) When any provision of the Ordinance is referred to, the reference is to such provision as modified by any other ordinance for the time being in force;
  - (5) Unless the context herein otherwise requires or defined to the contrary, expressions defined in the Ordinance or any statutory modification thereof in force at the date on which these regulations become binding on the College shall have the meanings so defined.
  - (6) In case of any discrepancy between the provisions of these Articles and those of the Ordinance or any other Ordinance, the provisions herein shall prevail except in case of illegality.
2. (1) The College is established for the purposes expressed in the Memorandum of Association.
  - (2) The number of members with which the College proposed to be registered is 20,000 provided that the College Council shall have the authority to register a larger number of members.

### **THE BOARD OF GOVERNORS**

3. There is established a Board of Governors who shall be the supreme governing body of the College;

#### **Powers of the Board of Governors**

4. Except and save the executive powers in administering the property and management of the general affairs of the College, the Board of Governors shall have all the powers conferred on the directors of a company under the Companies Ordinance. Without prejudice to generality aforesaid, the Board of Governors shall have the following powers:
  - (1) To appoint and dismiss the President and Vice-President of the College at the advice of the College Council;
  - (2) To consider the annual budget estimates and make representations to the College Council;
  - (3) To consider the annual accounts together with any comments that may have been made by the auditors;
  - (4) To consider any reports made to it by the College Council;
  - (5) To discuss any motion on general College policy;
  - (6) To award honorary degrees or awards at the advice of the College Council.
5. The Board of Governors shall have power to purchase take on lease or otherwise acquire any land offices buildings or other property for the business and purposes of the College and generally on behalf of the College to enter into such contracts agreements and arrangements and make or take such purchases leases or other transactions for such consideration on such terms and in such manner and form as they may from time to time think fit and proper for the business and purposes of the College.

6. The Board of Governors may appoint any person or persons whether incorporate or not to accept and hold in trust for the College any lands or rights in land from the Government or other concessions or any exclusive or other beneficial rights or privileges or any funds and generally any or such of the property rights and funds of any descriptions whatsoever of the College on the advice of the College Council and they may cause all such deeds and things to be made and done as shall be lawful and requisite to vest the same in the persons so appointed.
7. The Board of Governors may invest such part of the funds of the College as shall not be required to satisfy or provide for immediate demands upon such securities or investments as they may think advisable and from time to time vary such securities and investments and convert the same as they may deem expedient.
8. The Board of Governors shall also have power
  - (1) To delegate any part of its powers herein to the College Council as may be permitted by law for such period as the Board of Governors may deem fit; and
  - (2) To exercise any or all of the powers of the College Council if and when the situation or task warrants or requires.

#### **Membership of the Board of Governors**

9. The members of the Board of Governors shall not be less than 11, nor more than 31.
10.
  - (1) The Board of Governors shall consist of the following members:
    - (i) No less than 5 and not more than 20 elected members who are Fellows and nominated by two Fellows;
    - (ii) No less than 3 and not more than 5 elected members who are members of the College, but not Fellows, and are nominated by two Fellows;
    - (iii) No less than 2 and not more than 5 elected members who are not Fellows or members of the College and who are nominated by two Fellows; and
    - (iv) a Secretary of the Board of Governors;
  - (2) Save and except the Chairman and Vice-chairman of the first Board of Governors, the Chairman and Vice-chairman of the Board of Governors shall be elected from the members of the Board of Governors by the members at Annual General Meeting;
  - (3) Save and except the Chairman and Vice-chairman of the first Board of Governors, the Chairman and Vice-chairman of the Board of Governors must be Fellows for at least one calendar year;
  - (4) Save and except the members of the first Board of Governors, all the members of the Board of Governors shall be nominated and seconded by two Fellows and elected by the members of the College at general meetings;
  - (5) Subject to Article 9, the Board of Governors may increase or decrease the number of the members of the Board of Governors as it deems fit.

#### **Election and Appointment of the Members of the First Board of Governors**

11.
  - (1) The subscribers to the Memorandum and Articles of Association shall be entitled to elect and appoint additional members of the first Board of Governors within 60 days after the incorporation of the College in addition to those persons named as the members of the first Board of Governors (directors) in the incorporation form to be submitted pursuant to Section 14A of the Ordinance;
  - (2) The members of the first Board of Governors shall elect from their number a

Chairman and a Vice-chairman of the first Board of Governors;

### **Term of Office of Members of the Board of Governors**

12. The members of the Board of Governors shall hold office for a period of two years;

### **Retirement and Resignation**

13. The members of the Board of Governors shall retire at the end of their term but shall be eligible for re-election;
14. A member who become member of the Board of Governors under Article 10 shall cease to be a member of the Board of Governors
- (a) when he ceases to be a member of the body from which he is elected; or
  - (b) when he ceases to meet the criteria of eligibility for election.
15. The office of a member of the Board of Governors shall ipso facto be vacated -
- (a) If he becomes bankrupt or suspends payment or compounds with his creditors;
  - (b) If he be found lunatic or becomes of unsound mind;
  - (c) If by notice in writing to the Board of Governors he shall resign office;

### **Casual Vacancy in the membership of the Board of Governors**

16. A casual vacancy shall mean a vacancy in the membership of the Board of Governors caused otherwise than by the retirement of a member at the end of his fixed term. The Board of Governors shall have power to fill casual vacancies but any person appointed to fill casual vacancy shall hold office for such time only as the member whose place he fills would have held office if such member had remained a member of the Board of Governors until his retirement by expiration and shall then be eligible for re-election.

### **Meetings and Procedures of the Board of Governors**

17. (1) The Board of Governors shall hold at least one meeting in each academic year;
- (2) Meetings of the Board of Governors shall be held at such times and places as the Chairman may appoint;
- (3) The Chairman shall, at the request of not less than 5 members of the Board of Governors, convene within 21 days after receiving the request meeting of the Board of Governors for the purpose of discussing such matters as are specified by the requesting members;
- (4) One half of the members for the time being holding office shall form a quorum at a meeting of the Board of Governors;
- (5) If a member has a personal interest, whether directly or indirectly, in any matter to be considered at a meeting of the Board of Governors and is present at the meeting, he shall as soon as possible after the commencement of the meeting state the fact and nature of the interest and shall, if required by a majority of the members present, withdraw from the meeting while the matter is being considered and in any case shall not vote thereon;
- (6) In these Articles, "interest" (利害關係) includes a pecuniary interest;
- (7) A meeting of the Board of Governors may be adjourned by the Chairman or the person presiding or, where a majority of the members present so resolves, by the members;

- (8) Subject to the Ordinance and any statutes, the Board of Governors may determine its own procedure;
- (9) The Board of Governors may transact any of its business by circulation of papers, and unless 5 members in writing request the Chairman to refer any particular item of the business being transacted to the next meeting of the Board of Governors a resolution in writing which is approved in writing by a majority of the members shall be valid and effectual as if it had been passed at a meeting of the Board of Governors;
- (10) The Vice-chairman of the Board of Governors shall act as Chairman of the Board of Governors if the Chairman is absent from Hong Kong or is, for any other reason, unable to act as Chairman. If for any period both the Chairman and the Vice-chairman are absent from Hong Kong or unable to act in their respective offices, or if both of these offices are vacant, the members of the Board of Governors may appoint one of their number to act as Chairman during that period.

### **THE COLLEGE COUNCIL**

18. There is established a College Council of the College.

#### **Powers of the College Council**

19. (1) The College Council is the executive body of the College administering the property and managing the general affairs of the College subject to the directions of the Board of Governors;
- (2) The College Council shall hold in any branch of pharmacy postgraduate examinations, to examine such candidates as shall be admitted thereto, and in the subjects examined upon as shall from time to time be determined by the College Council, and to do all things necessary or convenient for regulating the admission to such examinations as shall from time to time be prescribed by the bye-laws of the College;
- (3) The College Council shall provide means whereby the educational aims of the College may be put into effect. Such means shall include arranging meetings lectures and demonstrations for the benefit of the members of the College and others whom the College Council may invite. The College Council shall encourage and support by all means in its power the promotion of scientific research in pharmaceutical subjects;
- (4) It shall be the duty of the College Council to further the objects of the College in such a way as to benefit so far as practicable pharmacists and other practitioners in the pharmaceutical services whether members of the College or not and the public generally;
- (5) Without prejudice to the general powers conferred by Article 19(1) and the other powers conferred by these presents, the College Council shall have the following powers:
- (a) To appoint remove and suspend employee and agents of the College as the College Council may from time to time consider to be requisite and fix their remuneration and determine their duties;
  - (b) To establish such branches and agencies and to make such regulations for their management and to close and discontinue the same as they may from time to time think fit and determine;
  - (c) To conduct or compromise or abandon any legal proceedings and to refer any disputes to arbitration and observe and perform the awards;

- (d) To pay the costs charges and expenses preliminary and incidental to the formation establishment and regulation of the College;
- (e) Form time to time to make vary and repeal all such bye-laws and standing orders as they may deem necessary or expedient or convenient for the proper conduct and management of the College and in particular but not exclusively they may by such bye-laws or standing orders:
  - (i) Prescribe all forms which may be necessary or convenient;
  - (ii) Regulate the maintenance and use of premises, museums laboratories and libraries;
  - (iii) Regulate the holding of postgraduate and other examinations, the appointment of examiners and all other matters incidental thereto;
  - (iv) Regulate the conduct and supervision of research and experiments;
  - (v) Appoint committees, boards and other bodies of the College and regulate the performance of their functions;
  - (vi) Regulate voting by Fellows and Members and all matters incidental thereto;
  - (vii) Prescribe the procedure to be followed in connection with proceedings relating to the termination of the membership of any Fellow or Member of the College;
  - (viii) Deal generally with all such matters as may be lawfully and conveniently dealt with by bye-laws;
  - (ix) Delegate its powers to the President and Vice-president as the College Council sees fit.
- (f) To adopt such means as they deem sufficient to bring to the notice of the Fellows and Members of the College the bye-laws and standing orders of the College for the time being in force and all such bye-laws shall be binding upon the Fellows and Members of the College;
- (g) To enter into all negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and things in the name and on behalf of the College as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the College;
- (h) To prescribe terms and conditions for the admission of Fellows and Members, and all matters connected therewith PROVIDED ALWAYS THAT the decision of the College Council upon any application or recommendation for admission as a Fellow or Member shall be final and conclusive and subject to no appeal and the College Council shall not be bound to give any reason for its decision.

### **Membership of the College Council**

- 20. The members of the College Council shall not be less than 9, nor more than 25.
- 21. (1) The College Council shall consist of the following members:
  - (i) A Chairman ex-officio who is a Fellow of the College and a member of the Board of Governors;
  - (ii) A Vice-chairman ex-officio who is a Fellow of the College and a member of the Board of Governors;
  - (iii) No less than 3 and not more than 15 elected members who are Fellows;
  - (iv) No less than 3 and not more than 7 elected members who are members but not Fellows of the College;

- (v) a secretary of the College Council.
- (2) Subject to Article 20, the Board of Governors may increase or decrease the number of the members of the College Council on the advice of the College Council.
- (3) The members of the first College Council need not be Fellows or Members of the College.

### **Election and Appointment of the Members of the College Council**

- 22. (1) The subscribers to the Memorandum and Articles of Association shall be entitled to elect and appoint the members of the first College Council within 6 months after the incorporation of the College;
- (2) The members of the first College Council shall elect from their number the Chairman and a Vice-chairman of the first College Council;
- (3) Save and except the members of the first College Council, all the members of the College Council shall be nominated, seconded and elected by the members of the College at general meetings.

### **Term of Office of Members of the College Council**

- 23. The members of the College Council shall hold office for a period of two years.

### **Retirement and Resignation**

- 24. The members of the College Council shall retire at the end of their term but shall be eligible for re-election.
- 25. A member who became member of the College Council under Article 21 shall cease to be a member of the College Council:
  - (a) when he ceases to be a member of the body from which he is elected; or
  - (b) when he ceases to meet the criteria of eligibility for election.
- 26. A member of the College Council may at any time by notice in writing to the Chairman to resign from the College Council.

### **Casual Vacancy in the Membership of the College Council**

- 27. A casual vacancy shall mean a vacancy in the membership of the College Council caused otherwise than by the retirement of a member at the end of his fixed term. The College Council shall have power to fill casual vacancies but any person appointed to fill casual vacancy shall hold office for such time only as the member whose place he fills would have held office if such member had remained a member of the College Council until his retirement by expiration and shall then be eligible for re-election.

### **Meetings and Procedures of the College Council**

- 28. (1) The College Council shall hold at least four meetings a year;
- (2) Meetings of the College Council shall be held at such times and places as the Chairman may appoint;
- (3) The Chairman shall, at the request of not less than 5 members, convene within 21 days after receiving the request meeting for the purpose of discussing such matters as specified by the requesting members;

- (4) One half of the members for the time being holding office shall form a quorum at a meeting of the College Council;
- (5) A meeting of the College Council may be adjourned by the Chairman or the person presiding or, where a majority of the members present so resolves, by the members;
- (6) If a member has any pecuniary or other personal interest, whether directly or indirectly, in any matter to be considered at a meeting of the College Council and is present at such meeting, he shall as soon as possible after the commencement of the meeting state the fact and the nature of the interest and shall, if required by a majority of the members present, withdraw from the meeting while the matter is being considered and in any case shall not vote thereon;
- (7) The College Council may determine its own procedure subject to statutory requirements;
- (8) The College Council may transact any of its business by circulation of papers, and unless 5 members in writing request the Chairman to refer any particular item of the business being transacted to the next meeting of the College Council a resolution in writing which is approved in writing by a majority of the members shall be valid and effectual as if it had been passed at a meeting of the College Council;
- (9) The Vice-chairman of the College Council shall act as Chairman of the College Council if the Chairman is absent from Hong Kong or is, for any other reason, unable to act as Chairman. If for any period both the Chairman and the Vice-chairman are absent from Hong Kong or unable to act in their respective offices, or if both of these offices are vacant, the members of the College Council may appoint one of their number to act as Chairman during that period.

### **THE ACADEMIC BOARD**

29. The academic affairs of the College shall be regulated by an Academic Board subject to the financial control of the College Council.
30. The Academic Board shall without prejudice to the generality of the foregoing
  - (1) review and develop academic programmes;
  - (2) direct and regulate the teaching and research at the College;
  - (3) regulate the admission of persons to approved courses of study and their attendance of such courses;
  - (4) regulate the examinations leading to the degrees and other academic awards of the College; and
  - (5) determine the eligibility of persons to receive degrees, diplomas, certificates, membership, fellowship and other academic awards other than honorary degrees or honorary awards.

#### **Membership of the Academic Board**

31.
  - (1) The members of the Academic Board shall not be less than 9, nor more than 21.
  - (2) The members of the Academic Board shall be appointed and dismissed by the College Council.
32.
  - (1) The Academic Board shall consist of the following members:
    - (i) a Chairman who is a Fellow and a member of the Board of Governors;
    - (ii) a Vice-Chairman who is a Fellow and a member of the Board of Governors;



- (iii) No less than 3 and not more than 10 elected members who are Fellows;
  - (iv) No less than 3 and not more than 8 elected members who are members but not Fellows of the College;
  - (v) a secretary of the Academic Board.
- (2) Subject to Article 31 and on the advice of the College Council, the Board of Governors may increase or decrease the number of the members of the Academic Board as it sees fit.

### **Term of Office of Members of the Academic Board**

33. Subject to other contrary provisions herein, the members of the Academic Board shall hold office for a period of two years.

### **Retirement and Resignation**

34. The members of the Academic Board shall retire at the end of their term but shall be eligible for re-election
35. A Member who became member of the Academic Board under Article 32 shall cease to be a member of the Academic Board
- (a) when he ceases to be a member of the body from which he is elected; or
  - (b) when he ceases to meet the criteria of eligibility for election.
36. A member of the Academic Board may at any time by notice in writing to the Chairman resign from the Academic Board.

### **Casual Vacancy in the Membership of the Academic Board**

37. A casual vacancy shall mean a vacancy in the membership of the Academic Board caused otherwise than by the retirement of a member at the end of his fixed term. The Academic Board shall have power to fill casual vacancies but any person appointed to fill a casual vacancy shall hold office for such time only as the member whose place he fills would have held office if such member had remained a member of the Academic Board until his retirement by expiration and shall then be eligible for re-election.

### **Meetings and Procedures of the Academic Board**

38. (1) The Academic Board shall hold at least four meetings a year;
- (2) Meetings of the Academic Board shall be held at such times and places as the Chairman may appoint;
- (3) The Chairman shall, at the request of not less than 5 members, convene within 21 days after receiving the request meeting for the purpose of discussing such matters as specified by the requesting members;
- (4) One half of the members for the time being holding office shall form a quorum at a meeting of the Academic Board;
- (5) A meeting of the Academic Board may be adjourned by the Chairman or the person presiding or, where a majority of the members present so resolves, by the members;
- (6) If a member has any pecuniary or other personal interest, whether directly or indirectly, in any matter to be considered at a meeting of the Academic Board and is present at such meeting, he shall as soon as possible after the commencement of the

meeting state the fact and the nature of the interest and shall, if required by a majority of the members present, withdraw from the meeting while the matter is being considered and in any case shall not vote thereon;

- (7) The Academic Board may determine its own procedure subject to statutory requirements;
- (8) The Academic Board may transact any of its business by circulation of papers, and unless 5 members in writing request the Chairman to refer any particular item of the business being transacted to the next meeting of the Academic Board a resolution in writing which is approved in writing by a majority of the members shall be valid and effectual as if it had been passed at a meeting of the Academic Board;
- (9) The Vice-Chairman of the Academic Board shall act as Chairman of the Academic Board if the Chairman is absent from Hong Kong SAR or is, for any other reason, unable to act as Chairman. If for any period both the Chairman and the Vice Chairman are absent from Hong Kong SAR or unable to act in their respective offices, or if both of these offices are vacant, the members of the Academic Board may appoint one of their number to act as Chairman during that period.

### **FACULTY BOARD**

39. There shall be a Faculty Board for each faculty in the College.
40. The Faculty Board shall be responsible to the Academic Board for the teaching and general organization of the courses assigned to that faculty reporting thereon from time to time to the Academic Board.

#### **Membership of the Faculty Board**

41.
  - (1) The members of the Faculty Board shall not be less than 7, nor more than 11;
  - (2) The members of the Faculty Board shall be appointed and dismissed by the College Council.
42.
  - (1) The Faculty Board shall consist of the following members:
    - (i) a chairman who is a Fellow and a member of the Board of Governors and the Dean of Faculty;
    - (ii) a Vice-Chairman who is a Fellow and a member of the Board of Governors;
    - (iii) No less than 2 and not more than 5 elected members who are Fellows;
    - (iv) No less than 2 and not more than 3 elected members who are members but not Fellow of the College;
    - (v) a secretary of the Faculty Board;
  - (2) Subject to Article 41, the College Council may increase or decrease the number of members of any Faculty Board as it sees fit.

#### **Term of Office of Members of the Faculty Board**

43. Subject to other contrary provisions herein, the members of the Faculty Board shall hold office for a period of two years.

#### **Retirement and Resignation**

44. The members of the Faculty Board shall retire at the end of their term but shall be eligible for re-election.

45. A Member who became member of the Faculty Board under Article 42 shall cease to be a member of the Faculty Board.
- (a) when he ceases to be a member of the body from which he is elected; or
  - (b) when he ceases to meet the criteria of eligibility for election.
46. A member of the Faculty Board may at any time by notice in writing to the Chairman resign from the Faculty Board.

### **Casual Vacancy in the Membership of the Academic Board**

47. A casual vacancy shall mean a vacancy in the membership of the Academic Board caused otherwise than by the retirement of a member at the end of his fixed term. The Faculty Board shall have power to fill casual vacancies but any person appointed to fill a casual vacancy shall hold office for such time only as the member whose place he fills would have held office if such member had remained a member of the Faculty Board until his retirement by expiration and shall then be eligible for re-election.

### **Meetings and Procedures of the Faculty Board**

48. (1) The Faculty Board shall hold at least four meetings a year;
- (2) Meetings of the Faculty Board shall be held at such times and places as the Chairman may appoint;
- (3) The Chairman shall, at the request of not less than 3 members, convene within 21 days after receiving the request meeting for the purpose of discussing such matters as specified by the requesting members;
- (4) One half of the members for the time being holding office shall form a quorum at a meeting of Faculty Board;
- (5) A meeting of the Faculty Board may be adjourned by the Chairman or the person presiding or, where a majority of the members present so resolves, by the members;
- (6) If a member has any pecuniary or other personal interest, whether directly or indirectly, in any matter to be considered at a meeting of the Faculty Board and is present at such meeting, he shall as soon as possible after the commencement of the meeting state the fact and the nature of the interest and shall, if required by a majority of the members present, withdraw from the meeting while the matter is being considered and in any case shall not vote thereon;
- (7) The Faculty Board may determine its own procedure;
- (8) The Faculty Board may transact any of its business by circulation of papers, and unless 3 members in writing request the Chairman to refer any particular item of the business being transacted to the next meeting of the Academic Board a resolution in writing which is approved in writing by a majority of the members shall be valid and effectual as if it had been passed at a meeting of the Faculty Board;
- (9) The Vice Chairman of the Faculty Board shall act as Chairman of the Faculty Board if the Chairman is absent from Hong Kong SAR or is, for any other reason, unable to act as Chairman. If for any period both the Chairman and the Vice Chairman are absent from Hong Kong SAR or unable to act in their respective offices, or if both of these offices are vacant, the members of the Faculty Board may appoint one of their numbers to act as Chairman during that period.

### **PRESIDENT AND VICE-PRESIDENT**

## **The President**

49. There shall be a President of the College who is member of the Board of Governors.
50.
  - (1) The President of the College shall be the principal academic and administrative officer of the College;
  - (2) The College Council may in writing, with or without restrictions or conditions as it thinks fit, delegate to the President any of its powers and duties provided that the College Council shall not delegate to the President the power:
    - (a) to approve the terms and conditions of service of persons in the employment of the College;
    - (b) to approve the annual budget estimates;
    - (c) to advise on the appointment of a President or the Vice-president;
    - (d) to terminate the appointment of the Vice-president;
  - (3) The President may in writing, with or without restrictions or conditions as he thinks fit, delegate to such person or committee of persons as he thinks fit his powers and duties, including sub-delegating any power or duty of the College Council delegated to him provided that The President's power to sub-delegate any power or duty of the Council delegated to him shall be subject to any restriction or condition on sub-delegation imposed by the College Council.
51. The President shall be appointed and dismissed by the Board of Governors on the advice of the College Council.
52. The President shall hold office for a period of two years but shall be eligible for re-appointment.

## **The Vice-President**

53. There shall be a Vice-President of the College who is a member of the Board of Governor.
54. The Vice-President of the College shall assist the President of the College in performing his duties.
55. The Vice-President shall act as the President of the College if and when the President is absent or otherwise unable to act for any reason until the return of the President or a new President of the College is appointed in his place.
56. The Vice-President shall be appointed and dismissed by the Board of Governors on the advice of the College Council.
57. The term of office of the Vice-President shall be for a period of two years but shall be eligible for re-appointment.

## **THE DEAN OF FACULTY**

58. There shall be a Dean of each Faculty in the College, who is a member of the Board of Governors.

59. The Dean shall be appointed and dismissed by the Board of Governors on the advice of the College Council.
60. The Dean shall hold office for a period of two years but shall be eligible for re-appointment.

#### **THE ACADEMIC REGISTRAR**

61. There shall be an Academic Registrar of the College who is a member of the Board of Governors.
62. The Academic Registrar shall be appointed and dismissed by the Board of Governors on the advice of the College Council.
63. The term of office of the Academic Registrar shall be for a period of two years but shall be eligible for re-appointment.

#### **THE BURSAR**

64. There shall be a Bursar of the College who is a member of the Board of Governors.
65. The Bursar shall be appointed and dismissed by the Board of Governors on the advice of the College Council.
66. The term of office of the Bursar shall be for a period of two years but shall be eligible for re-appointment.

#### **THE LIBRARIAN**

67. There shall be a Librarian of the College who is a member of the Board of Governors.
68. The Librarian shall be appointed and dismissed by the Board of Governors on the advice of the College Council.
69. The term of office of the Librarian shall be for a period of two years but shall be eligible for re-appointment.

#### **OFFICERS**

70. (1) The following persons shall be the officers of the College:
  - (1) the Chairman and Vice-Chairman of the Board of Governors;
  - (2) all the members of the College Council;
  - (3) the President of the College;
  - (4) the Vice-President of the College;
  - (5) the Chairman and Vice-Chairman of the Academic Board;
  - (6) the Dean for each Faculty in the College;
  - (7) the Academic Registrar;
  - (8) the Bursar;
  - (9) the Librarian;

- (2) For the purposes of completing and filing annual returns of the College pursuant to the Ordinance, the members and the secretary of the Board of Governors are deemed to be the directors and the secretary of the College in the said annual returns.
- (3) Subject to any contrary statutory provisions or other articles herein, any officer of the College may hold more than one position in the College.

### **GENERAL PROVISIONS FOR ELECTIONS**

71. Save as provided to the contrary in these Articles, the following provisions shall apply to all elections:

- (1) Every candidate shall be nominated and seconded in writing and shall signify in writing his acceptance of nomination.
- (2) Every nomination shall be left with or forwarded by post or by hand to the Secretary concerned so as to reach him at least 21 days before the meeting in which the election is to be held.
- (3) If the number of nominations for the vacancies to be filled shall not exceed the number of such vacancies the persons so nominated shall be declared fully elected at the meeting, but if the number of nominations exceeds the vacancies, balloting lists shall be prepared containing in an alphabetical order the names of the candidates nominated, and one such list shall at least two days before the meeting be forwarded by post, fax and/or e-mail to each Fellow or Member who is entitled to vote at the meeting of the College.
- (4) Every member entitled to vote shall have the right to vote at the meeting for as many candidates as there are vacancies to be filled and no more. No member shall give more than one vote to any one candidate.
- (5) The candidates up to the number of vacancies who shall receive most votes shall be declared elected and in the case of two or more candidates receiving an equal number of votes the Chairman of the Meeting shall have a casting vote.
- (6) No act or resolution of any College body shall be invalid by reason of any vacancy in, or any want of validity in the giving of notices or balloting list or election or appointment of any member of such body.

### **APPLICATIONS FOR FELLOWSHIP OR MEMBERSHIP**

72. (1) Applications for Fellowship or Membership must be made to the College Council in writing in prescribed forms signed by the applicant;
- (2) Subject as hereinafter provided every form of application shall be accompanied by the appropriate amount of entrance fee and annual subscription.
- (3) Admission of Fellows and Members shall be by an election of the College Council.
- (4) On an applicant becoming a Fellow or Member, the College Council shall determine the type of membership to which the Member will hold.
- (5) The entrance fee and annual subscription fee payable by the members of the College may be determined or varied from time to time by the College Council. New members shall pay the first year subscription on the date of admission as decided by the College Council.
- (6) The College Council shall have the power to lay down and vary from time to time the qualification requirements for Fellowship and membership with the approval of the Board of Governors.

- (7) For the purpose of this Article, the term Membership shall also include Associate Membership.

### HONORARY AWARDS

73. (1) The Board of Governors shall have the power to award
- (i) honorary Fellowship, or other honorary awards to any individual person; and
  - (ii) honorary awards to any enterprise, company or institute, upon such conditions as the Board of Governors shall deem fit.
- (2) Holders of honorary awards shall not be required to pay any entrance fee or subscription;
- (3) Holders of honorary awards shall not have any voting right at any meeting of the College.

### TERMINATION OF MEMBERSHIP

74. (1) The membership of any Fellow and Member shall expire automatically upon its expiry date each year except holders of honorary awards;
- (2) A Fellow or Member may resign from the College upon giving one month's notice in writing to the College Council but shall remain liable to make payment of all subscriptions or other moneys payable by him up to the date when his resignation becomes effective.
75. (1) The membership of any Fellow or Member may be terminated at any time by the College Council if such member
- (i) becomes a bankrupt;
  - (ii) commits any breach of any of these Articles or any regulations or bye-laws of the College;
  - (iii) if he ceases to be entitled to practice as a legally qualified pharmacist in the place in which he resides;
  - (iv) commits any conduct which in the opinion of the College Council has been or may be prejudicial to the interest, reputation and/or the goodwill of the College;
  - (v) commits a criminal offence punishable by imprisonment; or
  - (vi) fails to pay annual subscriptions to the College.

For the purpose of this Article, the terms Fellow and Member shall also include Honorary Fellow and Associate Member respectively.

- (2) The Secretary of the Board of Governors shall give to any such member not less than thirty day's notice in writing that the question of the termination of his fellowship or membership is to be considered by a meeting of the College Council, specifying the place, date and time of the meeting. Such members shall have the right to appear before the meeting of the College Council and present his objection, if any, for consideration by the College Council.

### MEMBERS BOUND BY RULES

76. Every Fellow and Member of the College shall observe and be bound by all the provisions of the Memorandum and Articles of the Association and all regulations or bye-laws made in

accordance with the provisions contained in these Articles for the time being in force.

### **GENERAL MEETINGS**

77. The College shall in each and every year hold a general meeting as its Annual General meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and nor more than 14 months shall elapse between the date of one Annual General Meeting of the College and that of the next. Provided that so long as the College holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board of Governors shall appoint on the advice of the College Council.
78. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
79. The Board of Governors on the advice of the College Council may, whenever they think fit, convene Extraordinary General Meetings, and Extraordinary General Meetings shall also be convened on the requisition of either 4 members of the Board of Governors or 8 members of the College.
80. In case of any requisition of members of the Board of Governors or Members of the College, the following provisions shall have effect:-
- (i) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office of the College;
  - (ii) Where the Board of Governors proceeds to convene an Extraordinary General Meeting, not less than 14 days' notice shall be given to all voting members of the College. In case a Special Resolution being proposed, 21 days' notice shall be given;
  - (iii) If the Board of Governors does not proceed to cause a meeting to be called within 21 days from the date of the requisition be so deposited, the requisitionists may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit;
  - (iv) Any notice of an Extraordinary General Meeting shall state specifically the nature of the business to be transacted and the resolutions to be proposed. No other business shall be entertained.

### **NOTICE OF GENERAL MEETING**

81. 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 College other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by 21 days' notice in writing at the least. The notice of general meetings shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any as may be prescribed by the College in general meeting, to such persons as are, under the Articles of the College, entitled to receive such notices from the College. Provided that a meeting of the College shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-



- (a) in the case of meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety per cent of the total voting rights of all the members entitled to attend and vote at that meeting.

82. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

83. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the consideration of the annual statement of accounts, balance sheets, and the ordinary report of the Board of Governors, the College Council and the Auditors, the election of the members of the Board of Governors, the members of the College Council and the Auditor, the fixing of the remuneration of the Auditor, appointing an Auditor, appointing Legal Adviser, and matters of general interest raised by members provide due notice of the same is given to the Secretary at least seven work days before the meeting.

84. No business shall be transacted at any General Meeting unless a quorum of members of the College is present at the time when the meeting proceeds to business; save as herein otherwise provided 21 voting members or 20% of total voting members, whichever is lower, shall constitute a quorum.

85. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members of the College present shall be a quorum.

86. The Chairman of the Board of Governors and, in his absence, the Vice-Chairman, shall preside as the chairman at every General Meeting of the College. If at any General Meeting the Chairman of the Board of Governors, and the Vice-Chairman shall not be present within 15 minutes after the time appointed for holding the General Meeting, or if they shall have previously notified the Secretary of their intention not to be present, one of the members of the Council shall be appointed by those present to preside or if no members of the Board of Governors Member is present, or willing to take the chair, the Members present shall choose one of their member to be the chairman for the meeting.

87. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting, Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

88. At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least 5 voting members of the College present in person or by proxy and entitled to vote and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the College, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
89. 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.
90. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
91. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.
92. Every Special Resolution passed at an Extraordinary General Meeting must be carried by a majority of not less than three-fourths of the members present and entitled to vote.

#### **VOTES OF MEMBERS**

93. Every Fellow and Member of the College shall have one vote except holders of honorary awards.
94. No member shall be entitled to vote at any meeting unless all moneys presently payable by him to the College have been paid.
95. On a poll, votes maybe given either personally or by proxy.
96. The Instrument appointing a proxy shall be in writing. A proxy need to be a member of the College.
97. The instrument appointing a proxy shall be deposited at the registered office of the College or the Secretary at the place of the related meeting before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. The proxy so authorized shall have the same right as such qualified voting member to speak at the meeting.
98. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous dissolution death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no

intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the College at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

99. The instrument appointing proxy shall be in such form as from time to time prescribed by the College and shall be deemed to confer authority to the proxy to demand or join in demanding a poll.
100. The Board of Governors and the College Council shall respectively and duly cause minutes to be kept of the decisions made by the Board of Governors and the College Council and all resolutions and proceedings or general meetings of the members of the Board of Governors and the College and the meetings of the Board of Governors and the College Council. Any such minutes of any meetings of the Board of Governors and the College Council if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

#### **RULES AND BYE-LAWS**

101. The College Council may, from time to time by resolution, make rules and bye-laws in relation to the College and may at any time in like manner annul or vary any bye-laws so made, and all bye-laws so made and for the time being in force shall be binding on the members of the College, and shall have full effect accordingly provided always that any bye-laws may be set aside by a resolution of a general meeting of the College.

#### **THE SEAL AND CHEQUES**

102. The Board of Governors shall provide for the safe custody of the seal of the College which shall not be affixed to any instrument except by the authority of a resolution of the Board of Governors and in the presence of not less than two members of the Board of Governors who shall sign every instrument to which the seal is affixed.
103. All deeds or instruments requiring the seal of the College shall be signed by two members of the Board of Governors.
104. All cheques drawn on the College's banking account and all orders for payment, promissory notes, and other negotiable instruments made or issued by the College shall be signed by any two of the members of the Board of Governors or any two duly authorized signatories who are also members of the College Council.

#### **ACCOUNTS**

105. (1) The Board of Governors on the advice of the College Council shall cause true accounts to be kept of (i) the sums of money received and expended by the College and the matters in respect of which such receipt and expenditure take place; (ii) the assets and liabilities of College; and (iii) all other matters necessary for showing the true state and condition of the College;
- (2) The account shall be made up and closed to the 31<sup>st</sup> day of December in each year and a balance sheet containing a summary of the assets and liabilities of the College shall

be signed by the Chairman, the Treasurer, and one other member of the Board of Governors or in the absence of the Chairman and the Treasurer or any one of them by three other members of the Board of Governors and the Auditor's Report shall be attached to such balance sheet and presented at each Annual General Meeting.

- (3) The Board of Governors on the advice of the College Council shall from time to time determine to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the College or any of them, shall be open to the inspection of members; and no member save and except members of the Board of Governors and the College Council shall have any right of inspecting any account or book of the College except as conferred by the Ordinance or authorized by the Board of Governors and the College Council or by a resolution of the College in general meeting.
- (4) The books of account shall be kept at the registered office of the College or at such other place or places as the Board of Governors on the advice of the College Council.

### **AUDIT**

106. Once at least in every year the accounts of the College shall be examined. The appointed Auditor shall ascertain the correctness of the income and expenditure account and balance sheet. A copy of the audited accounts and the annual report of the College shall be placed before the members of the College at each Annual General Meeting.
107. The College shall appoint an auditor at the Annual General Meeting who shall be a certified public accountant. He shall retire from office at the second Annual General Meeting next after that at which he was elected, but he shall be eligible for re-appointment.

### **NOTICE**

108. The College may serve a notice upon any member, either personally or by sending it through the post or e-mail at his last address including e-mail address registered with the College, members have the responsibility to advise the College of any change in such addresses.
109. Any notice sent by post shall be deemed to have been served on the day following that on which the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office. Any notice sent by e-mail shall be deemed to have been served on the day on which the e-mail containing the same is sent by e-mail. And a certificate in writing signed by the Secretary or other officer of the College that the letter or e-mail containing the notice was so addressed and posted or sent by e-mail shall be conclusive evidence thereof.

### **WINDING UP**

110. The College may be wound up upon the determination of not less than two-thirds of the members of the College in general meeting, voting in person or by proxy.

### **INDEMNITY**

111. All officers and members of the Board of Governors and the College Council for the time being shall be indemnified out of the funds of the College against all costs, charges, losses, damages, and expenses which they or any of them shall respectively incur or be put to on account of any contract, act, deed, matter, or thing, which shall be made, done, entered into, or executed by them respectively on behalf of the Association, and shall be

reimbursed by the College all reasonable expenses incurred by them in or about any legal proceedings of arbitrations on account of the College or otherwise in the execution of their respective office except as herein otherwise provided, and except such costs, damages, and expenses as shall happen through their respective wilful neglect or default. And they or any of them shall not be chargeable for any money which they or he shall not actually receive, nor be answerable for the act, receipt, neglect, or default of any other officer, nor for any banker, broker, collector, agent, or other person appointed by the College with whom or into whose hands any property or moneys of the College shall be deposited, or for the insufficiency of any security upon which any of the moneys of the College shall be invested, nor any loss or damage which may happen except the same shall happen by or through their or his own wilful neglect or default.

Name(s), Address(es) and Description(s) of Signatory

(Sd.) LEE, Vincent Hon Leung (李漢良)  
Room 626, 6/F.,  
Choh-ming Li Basic Medical Sciences Building,  
The Chinese University of Hong Kong,  
Shatin, New Territories, Hong Kong.  
Professor

(Sd.) LEE, Kwing Chin Kenneth (李焯前)  
Room 626, 6/F.,  
Choh-ming Li Basic Medical Sciences Building,  
The Chinese University of Hong Kong,  
Shatin, New Territories, Hong Kong.  
Professor

(Sd.) CHAN, Yu Ling Abraham (陳宇齡)  
Units 201-207, 2/F., Wireless Centre,  
Phase One, Hong Kong Science Park,  
Pak Shek Kok,  
Tai Po, New Territories, Hong Kong.  
Businessman

(Sd.) YIM, Tsz Kok (嚴子閣)  
Room 1420, Pok Man House,  
Pok Hong Estate,  
Shatin, New Territories, Hong Kong.  
Pharmacist

(Sd.) CHIU, Kwok Leung (趙國亮)  
5/F., Devon House, Taikoo Place,  
979 King's Road, Quarry Bay,  
Hong Kong.  
Pharmacist

Name(s), Address(es) and Description(s) of Signatory(ies)

- (Sd.) TONG, Pui Kwan (唐珮筠)  
10A, Yuk Sau Mansion,  
18-20 Yuk Sau Street,  
Happy Valley,  
Hong Kong.  
Pharmacist
- (Sd.) WONG, Melvin (黃錦燊)  
8<sup>th</sup> Floor, Far East Finance Centre,  
16 Harcourt Road,  
Hong Kong.  
Barrister-at-law
- (Sd.) CHENG, Mary Catherine (鄭陳佩華)  
24, Beacon Hill Road,  
G/F., Kowloon,  
Hong Kong.  
Pharmacist
- (Sd.) LEE, Chui Ping (李翠萍)  
Room 622B, School of Pharmacy,  
6/F., Basic Medical Sciences Building,  
The Chinese University of Hong Kong,  
Shatin, New Territories, Hong Kong.  
Pharmacist Lecturer
- (Sd.) CHAN, Man Chi Grace (陳曼姿)  
30-32 Ngan Shing Street,  
Shatin, New Territories, Hong Kong.  
Pharmacist
- (Sd.) LEUNG, Stephen Kwok Keung (梁國強)  
16/F., Stanhope House,  
738 King's Road, North Point,  
Hong Kong.  
Pharmacist

Name(s), Address(es) and Description(s) of Signatory(ies)

(Sd.) LEUNG, Yun Shing (梁潤成)

G/F., Block F,  
Queen Elizabeth Hospital,  
30 Gascoigne Road,  
Jordon, Kowloon, Hong Kong.  
Pharmacist

(Sd.) LO, Wing Cheung Lawrence (老榮璋)

Room 626, 6/F.,  
Choh-ming Li Basic Medical Sciences Building,  
The Chinese University of Hong Kong,  
Shatin, New Territories, Hong Kong.  
Project Consultant

(Sd.) TSANG, Yuen Wo (曾遠和)

12-14 Dai Wang Street,  
Tai Po Industrial Estate,  
Tai Po, New Territories, Hong Kong.  
Pharmacist

(Sd.) LEE, Shing Cheung (李成章)

30-32 Ngan Shing Street,  
Shatin, New Territories, Hong Kong.  
Pharmacist

Dated the 15<sup>th</sup> day of June, 2010.

WITNESS to the above signatures:

(Sd.) CHAN TONG  
Solicitor,  
Room 509, Silvercord, Tower 1,  
30 Canton Road, Tsimshatsui,  
Kowloon, Hong Kong