

**MEMORANDUM**  
**AND**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE HONG KONG OCCUPATIONAL**  
**SAFETY AND HEALTH ASSOCIATION**  
(香港職業安全衛生協會)

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Incorporated the 16<sup>th</sup> day of December 1977.

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No. 57226

**The Companies Ordinance**  
**CERTIFICATE OF INCORPORATION**  
**(Issued Pursuant to Section 305(1))**

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**I hereby certify that**

The Hong Kong Occupational Safety And Health Association Limited

(香港職業安全衛生協會有限公司)

**was incorporated in Hong Kong under the Companies Ordinance, Chapter 32, as a company limited by guarantee on the Sixteenth day of December One Thousand Nine Hundred and Seventy-Seven.**

**Given under my hand this Fifth day of November One Thousand Nine Hundred and Eighty-two.**

(Sd.) MRS. HELEN LAU

\_\_\_\_\_  
for Registrar of Companies,  
Hong Kong

No. 57226

編號

**CERTIFICATE OF INCORPORATION**

公司更改名稱

**ON CHANGE OF NAME**

註冊證書

Whereas THE HONG KONG OCCUPATIONAL SAFETY AND HEALTH  
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ASSOCIATION LIMITED (香港職業安全衛生協會有限公司) was incorporated in  
已在香港依據

Hong Kong as a limited company under the Companies Ordinance on the  
公司條例註冊成為有限公司，其註冊日期為  
Sixteenth day of December, 1977;

一九七七年十二月十六日；

And whereas by special resolution of the Company and with the approval of the  
又該公司經通過特別決議案及獲公司註冊官  
Registrar of Companies, it has changed its name;

批准後，以將其名稱更改；

Now therefore I hereby certify that the Company is a limited company  
本人茲證明該公司現為一有限公司，其註冊  
incorporated under the name of THE HONG KONG OCCUPATIONAL SAFETY AND  
名稱為 HEALTH ASSOCIATION (香港職業安全衛生協會).

Given under my hand this Second day of January One Thousand Nine Hundred and  
簽署於一九八八年一月二日。

Eighty-eight.

.....(Sd.) J. Almeida.....

*P. Registrar General*

*(Registrar of Companies)*

*Hong Kong*

香港註冊署署長暨公司註冊官

(註冊主任歐美達代行)

## THE COMPANIES ORDINANCE

(Chapter 32 of the Laws of Hong Kong, Revised Edition, 1984)

### SECTION 21

WHEREAS it has been proved to my satisfaction that THE HONG KONG OCCUPATIONAL SAFETY AND HEALTH ASSOCIATION LIMITED (香港職業安全衛生協會有限公司) is registered under the Companies Ordinance as a company limited by guarantee for the purpose of promoting objects of the nature stipulated in Section 21 of the said Ordinance, and that it is the intention of the said Association that the income and property of the said Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, as set forth in its Memorandum of Association, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit, to the members of the Association.

NOW THEREFORE I, in pursuance of the powers vested in me, and in consideration of the provisions and subject to the conditions contained in the Memorandum and Articles of Association of the said Association, do by this my licence authorize THE HONG KONG OCCUPATIONAL SAFETY AND HEALTH ASSOCIATION LIMITED (香港職業安全衛生協會有限公司) to make a change in its name including or consisting of the omission of the word "Limited (有限公司)".

GIVEN under my hand at Victoria in Hong Kong this Twenty-seventh day of October One Thousand Nine Hundred and Eighty-seven.

(Sd.) (M.W. Fox)  
p. Registrar General  
(Registrar of Companies)  
Hong Kong

MEMORANDUM OF ASSOCIATION

OF

**THE HONG KONG OCCUPATIONAL  
SAFETY AND HEALTH ASSOCIATION**  
(香港職業安全衛生協會)

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1. The name of the company (hereinafter called “the Association”) is “THE HONG KONG OCCUPATIONAL SAFETY AND HEALTH ASSOCIATION 香港職業安全衛生協會”.
2. The registered office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:-
  - (a) To promote the exchange of knowledge and experience on occupational safety and health.
  - (b) To promote and encourage unity and friendly relationship among occupational safety and health workers.
  - (c) To establish contacts and exchange information with similar organizations in other parts of the world.
  - (d) To provide consultation services to industrial and commercial concerns on occupational safety and health.
  - (e) To foster and promote a better understanding of and greater consciousness on occupational safety and health.
  - (f) To organize and participate in meetings and conferences on occupational safety and health in Hong Kong and other parts of the world.

- (g) To promote and stimulate research and education in the field of occupational safety and health.
- (h) To print and publish any publications and disseminate the same which the Association may think desirable for the promotion of its objects.
- (i) To construct, maintain and alter any house, buildings or works necessary or convenient for the purposes of the Association.
- (j) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (k) To sell, manage, mortgage, lease, dispose of or otherwise deal with all or any part of the property of the Association.
- (l) To borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge upon all or any part of the property of the Association.
- (m) To accept donations and endowments for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided. Provided that none of the funds of the Association shall be paid to any institution or undertaking which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus or otherwise howsoever to its members.
- (n) To invest the money the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (o) To undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association.
- (p) To provide a superannuation fund for the servants of the Association or otherwise to assist any such servants, their widows or children.

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

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.
  - (iii) The powers set forth in the Seventh Schedule of the Companies Ordinance Cap. 32 are hereby excluded.
4. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association.
- (2) Subject to sub-clauses (4) and (5) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (3) No member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (5) below) shall be given by the Association to any member of the Council of Management or Governing Body.
- (4) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Council of Management or Governing Body of the Association in return for any services actually rendered to the Association.

- (5) Nothing herein shall prevent the payment, in good faith, by the Association:-
- (a) to any member of its Council of Management or Governing Body of out-of-pocket expenses;
  - (b) of interest on money lent by any member of the Association 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 Hongkong And Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body;
  - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Council of Management or Governing Body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding the sum of thirty dollars.

7. If upon the winding up of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Association before the time of dissolution, or in default thereof by a judge of the High Court of the 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 object.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure take place, and of the property, credits, and liabilities of the Association; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association 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 Association shall be examined and the correctness of the balance sheet ascertained by one or more authorized Auditor or Auditors.
9. No addition, alteration or amendment shall be made to or in this Memorandum of Association or the Articles of Association for the time being in force, unless such alternation has previously been submitted to and approved by the Registrar of Companies in writing.
10. The Association shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers
<p>(Sd.) Lee Wai Ling 李偉齡 42 Broadcast Drive, Merlin Court, D-6, Kowloon, Hong Kong. Manager</p> <p>(Sd.) Wong Wai Leung, Whelan 黃偉亮 88C Broadway, 17th Floor, Mei Fu Sun Chuen, Kowloon, Hong Kong. Personnel Manager</p> <p>(Sd.) Ng Kah Wai, Thomas 吳家偉 96 Pokfulam Road, Block D2, 12th Floor, Hong Kong. Senior Lecturer</p> <p>(Sd.) Ng Ping Wah 吳炳華 1 Lyttelton Road, Flat B3, 7th Floor, Hong Kong. Personnel Manager</p>

Names, Addresses and Descriptions of Subscribers

(Sd.) Wong Tai Wing 王大榮  
43 Sai Wan Terrace, Flat A,  
Quarry Bay, Hong Kong.  
Engineer

(Sd.) Chan Ka Mow, Paul 陳家謀  
28 O'brien Road, Flat C, 3<sup>rd</sup> Floor,  
Hong Kong.  
Personnel Manager

(Sd.) Lau Man Wai, Joseph 劉文煒  
141 Waterloo Road, Kowloon  
Company Director

(Sd.) Tang Yuen Yu 鄧婉愉  
46-48 Village Road, Flat A, 8th Floor,  
Hong Kong.  
Secretary

Dated the 28<sup>th</sup> day of November, 1977

WITNESS to the above signatures:-

(Sd.) WONG Che-ming  
Wong Che-ming  
Solicitor,  
Hong Kong.

# ARTICLES OF ASSOCIATION

OF

## THE HONG KONG OCCUPATIONAL SAFETY AND HEALTH ASSOCIATION (香港職業安全衛生協會)

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### **Interpretation**

1. In these Articles, unless the context otherwise required:-

“the Association” means THE HONG KONG OCCUPATIONAL SAFETY AND HEALTH ASSOCIATION (香港職業安全衛生協會) .

“Executive Council ” means the Executive Council of the Association, and the members of the Executive Council shall be deemed to be ‘directors’ of the Association for the purpose of the Ordinance.

“members” means members for the time being of the Association and unless the context otherwise provides shall include the Honorary Fellow Members, Fellow Members, Professional Members, Members, Associate Members, Student Members, Patron Members and Company Members.

“the Ordinance” means the Companies Ordinance (Chapter 32).

“OSH” means occupational safety and health.

“Seal” means the common seal of the Association.

“Hon. Secretary” means any person appointed to perform the duties of the secretary of the Association.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

### **Members**

2. The Association is established for the objects expressed in the Memorandum of Association. For the purposes of registration, the number of members of the Association is declared to be 5,000.

3. (1) There shall be eight classes of members, namely:-

- (i) Honorary Fellow Member
- (ii) Fellow Member
- (iii) Professional Member
- (iv) Member
- (v) Associate Member
- (vi) Student Member
- (vii) Patron Member
- (viii) Company Member

(2) Any person who:-

- (i) are not already members of the Association,
- (ii) have demonstrated a significant contribution to and achievement in the field of occupational safety and health, and
- (iii) are nominated by the Executive Council

shall be eligible for admission to the Association as a Honorary Fellow Member.

(3) Any person who:-

- (i) has preferably attained the age of over 40 years,
- (ii) has been a Professional Member of the Association for over 5 years, (any two years as a Member before January 1, 1998 may be counted as one year as a Professional Member for this purpose),
- (iii) has in the opinion of the Executive Council to have shown special

achievement or outstanding performance in the area of occupational safety and health,

- (iv) has demonstrated proven knowledge in the area of occupational safety and health, and
- (v) in the opinion of the Executive Council is a fit and proper person to become a Fellow Member of the Association

shall be eligible for election to the Association as a Fellow Member provided the total number of Fellow Members does not exceed 10% of the total number of Members eligible to vote at the time of election.

(4) Any person who:-

- (i) is a recognized professional in the area of occupational safety, or
- (ii) has been a registered safety officer for a period of not less than 5 years, and has a professional practice in the area of occupational safety for a period of not less than 5 years, and
- (iii) in the opinion of the Executive Council is a fit and proper person to become a Professional Member of the Association

shall be eligible for admission to the Association as a Professional Member (Safety).

(5) Any person who:-

- (i) is a recognized professional in the health, occupational hygiene or medical discipline, and
- (ii) in the opinion of the Executive Council is a fit and proper person to become a Professional Member of the Association

shall be eligible for admission to the Association as a Professional Member (Health).

(6) Any person who:-

- (i) is a recognized professional in his discipline,
- (ii) has either a full-time or part-time involvement in or supervision of the OSH function in their organization, and
- (iii) in the opinion of the Executive Council is a fit and proper person to

become a Professional Member of the Association

shall be eligible for admission to the Association as a Professional Member (General).

(7) Any person who:-

- (i) is involved in OSH part-time, or supervision of the OSH function in their organization, or
- (ii) is a registered safety officer, and
- (iii) in the opinion of the Executive Council is a fit and proper person to become a Member of the Association

shall be eligible for admission to the Association as a Member.

(8) Any person who:-

- (i) has a special interest in the area of Occupational Safety and Health, and
- (ii) in the opinion of the Executive Council is a fit and proper person to become an Associate Member of the Association

shall be eligible for admission to the Association as an Associate Member.

(9) Any person who:-

- (i) is a bona fide student of full-time courses in a recognized educational institute on occupational safety and health, and
- (ii) in the opinion of the Executive Council is a fit and proper person to become a Student Member of the Association

shall be eligible for admission to the Association as a Student Member. After completion of the course, student members must apply for transfer to other grades before the next calendar year, otherwise their membership will automatically cease. A transfer to other grades will only be considered upon payment of the Application fee.

- (10) Any firm or company of legal standing, whether incorporated or unincorporated, or a University, Polytechnic or College, shall be eligible for admission as Patron Members or Company Members subject to the approval by the Executive Council.
4. Every application for membership shall be made in writing in such form as the Executive Council shall from time to time prescribe and shall be signed by the applicant and by one proposer who must be a member of the Association. The application form shall be accompanied by the appropriate entrance fee.
5. (1) The annual subscription payable by the members shall be decided by the Association in general meeting.  
Provided that any Company Member who is an organization of a non-profit making nature or Government Department shall be exempted from the payment of application fee and annual subscription.
- (2) All annual subscription shall become due and payable in advance on the first day of January in every year.
- (3) Any member who will be residing in an overseas country for more than nine consecutive calendar months in any one year shall be entitled to a 50% discount on annual subscription for that year.
- (4) Any member who reaches the age of 55, and is retired from work may apply to the Executive Council for a 50% discount in the annual subscription provided he has been a member of the Association for not less than 15 years.
6. (1) Honorary Fellow Members shall not be liable to pay any membership fee, and shall enjoy the general privileges of the membership of the Association except those rights in connection with the election of the Executive Council, the convention and business transaction of any general meeting, and the exercise of any voting rights mentioned in this Memorandum and Articles.
- (2) Fellow Members, Professional Members, Members and Associate Members shall be entitled to receive notice of and to attend and vote at the general meeting of the Association.
- (3) Fellow Members, Professional Members and Members shall be entitled to vote for or be elected as members of the Executive Council.

- (4) Associate Members, Student Members and representatives of Patron Members or Company Members shall be entitled to vote for and be co-opted as members of committees operated under the Executive Council but not to vote for or be elected as members of the Executive Council.
7.
  - (1) Every application for membership shall be considered first by the Executive Council, and if the application is approved by them, the applicant will become a member of the Association upon payment of its first annual subscription fee. The Executive Council shall have full power to refuse any application for membership without giving any reason therefor.
  - (2) A member whose application is approved before the first day of October shall pay the full amount of the annual subscription for that year; a member whose application is approved on or after the first day of October need not pay the annual subscription of that year but has to pay in advance the annual subscription of the following year.
  - (3) If a member fails to pay his first annual subscription fee as specified in 7(2) within 2 months of being notified of the same by the Executive Council, then the approval of the Executive Council to accept him as a member shall become void and the entrance fee shall not be refunded.
8. A Patron Member or Company Member, being a firm, corporation or association, shall register with the Association one representative to whom the Association will address all correspondences. A maximum of 10 representatives from the Patron Member and 3 representatives from the Company Member shall be entitled to attend activities of the Association at membership rate on any one occasion.

### **Retirement and Cessation of Membership**

9. Any member who shall desire to retire shall signify such desire in writing to the Association and thereupon his name shall be removed from the list of members and he shall be deemed to have retired. There shall be no refund of annual subscription or entrance fee, and the member shall return the Membership certificate to the Association.

- 10 If any member fails to pay his subscription within one month of the same becoming due, the Association shall notify him of the fact, and if that member then fails to pay his subscription for any year within six months of the same becoming due, he shall cease to be a member and shall be forfeited all rights in and claim upon the Association unless the Executive Council suspends the operation of this provision in respect of any such member.
  
11. (1) In the event that the conduct or activities of any member shall in the opinion of the Executive Council be injurious to the character and interests of the Association, the Executive Council may, by a resolution passed by not less than a two-third majority of the members present at the meeting considering such resolution, require such member to resign from the Association, and if the member so requested shall not resign within ten days, expel such member and such member shall thereupon cease to be a member and shall be forfeited all rights in and claim upon the Association.
  
- (2) The Executive Council shall before passing such a resolution give such a member not less than 14 days written notice of the conduct or activities complained of, and afford him a full opportunity to explain his conduct and activities to the Executive Council, in writing and/or by personal attendance before the Executive Council as that member shall desire.
  
- (3) A member expelled under this article shall have a right of appeal to the Association by giving written notice of appeal to the Secretary within 28 days after notice of expulsion has been given to it and thereupon an extraordinary general meeting shall be convened and if such meeting shall pass a special resolution rescinding such expulsion then the member shall be reinstated as from the date of such resolution.

### **General Meeting**

12. The Association shall in every calendar year hold a general meeting as its annual general meeting in addition to any other meeting in that year at such time (not being more than fifteen months after the holding of the last preceding annual general meeting) at a place as may be determined by the Executive Council and shall specify the meeting as such in the notices calling it.
  
13. All general meetings other than annual general meetings shall be called extraordinary general meetings.

14. The Executive 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 members of the Executive Council capable of acting to form a quorum, any member of the Executive Council or any two members of the Association may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by members of the Executive Council.
15. Any requisition made by members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the Association.
16. Upon receipt of such requisition the Executive Council shall forthwith proceed to convene an extraordinary general meeting; if they do not proceed to convene the same within 21 days from the date of the requisition, the requisitionists may themselves convene an extraordinary general meeting.

#### **Notice of General Meetings**

17. 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 Association other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under the articles of the Association, entitled to receive such notices from the Association:

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed-

- (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote at the meeting; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.

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

### **Proceedings at General Meetings**

19. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting with the exception of the consideration of the accounts, balance sheets and the report of the Executive Council and the report of the auditors, the election of Council members in the place of those retiring and the appointment and remuneration of the auditors.
20. No business shall be transacted at any general meeting unless a quorum of not less than ten members eligible to vote is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.
21. If within half an hour from the time appointed for the meeting to commence 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 following 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 all members present who are entitled to vote thereat shall be a quorum.
22. The President, or in his absence, a Vice-President shall preside as chairman at every general meeting of the Association.
23. If neither the President nor any Vice-President is present at the time appointed for the meeting to commence, then those members present, who are eligible to vote, shall choose any one of those members present, who are eligible to vote, to be the chairman of such meeting.
24. 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 previously stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. At any general meeting, unless a poll is demanded by at least 3 members who are eligible to vote, a declaration by the Chairman of that meeting that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the Association, shall be conclusive evidence of the fact.
26. If a poll is demanded in the manner aforesaid the same shall be taken at such time and in such manner as the Chairman of that meeting directs, and the result of such poll shall be deemed to be the resolution of the Association in general meeting, save that a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.
27. Each Fellow Member, Professional Member, Member and Associate Member shall have one vote. All votes shall be given personally or by proxy in the form prescribed by the Association. 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.

### **Executive Council**

28. (a) The Executive Council of the Association shall consist of the following:-
  - President
  - Two Vice-Presidents
  - Hon. Treasurer
  - Hon. Secretary and
  - not less than six nor more than ten other members
- (b) The President who must (i) be a Fellow Member, Professional Member or Member, (ii) have declared practice in the field of occupational safety and health at the time of his nomination as his major activity, and (iii) have served as a member of the Executive Council for a period of not less than one year immediately before being elected shall be appointed by direct election.
- (c) The Vice-Presidents, Hon. Treasurer and Hon. Secretary shall be appointed by the President from among the members of the Executive Council.

- (d) The Hon. Secretary shall be a member of the Executive Council for the next term of office.
  - (e) The total number of members of the Executive Council who are Fellow Member, Professional Member or Member, and have declared practice in the field of occupational safety and health at the time of their nomination as their major activity, shall not be less than 50% of the total membership of the Executive Council, at any one time. If by termination or resignation of membership, the ratio should drop below this proportion then a Member (who shall be Fellow Member, Professional Member or Member and have declared practice in the field of occupational safety and health as their major activity) must be co-opted to fill the vacancy to maintain the ratio at the next Executive Council Meeting.
29. The Members of the Executive Council will be elected bi-annually at the annual general meeting for the ensuing two years.
30. The business of the Association shall be managed by members of the Executive Council, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Ordinance or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Ordinance or these Articles and to such regulations, being not inconsistent with these provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of members of the Executive Council which would have been valid if that regulation had not been made.

### **Disqualification of Council Members**

31. The office of a member of the Executive Council shall ipso facto be vacated:-
- (a) If the member becomes bankrupt.
  - (b) If he is found to be a lunatic or of unsound mind.
  - (c) If the member ceases to be a member of the Association.
  - (d) If by notice in writing to the Association the member resigns.

- (e) If the member is removed by an ordinary resolution of a general meeting of the Association.
  - (f) If the member is deemed to have voluntarily resigned under these Articles.
  - (g) If the member holds an executive position in any association, firm or corporation, which, in the opinion of the Executive Council, conflicts with or affects the interest or objects of the Association.
32. (a) A vacancy for the post of President or Vice-President shall be filled by the Executive Council from amongst its members.
- (b) A vacancy for the position of other Council members shall be filled by members appointed by the Executive Council as and when the Executive Council thinks fit.

#### **Power of Executive Council**

33. The Executive Council shall have absolute control over all the affairs and property of the Association, and may prescribe, alter or cancel rules for the regulation of the Association, and shall exercise all such powers of the Association as they shall think fit except as otherwise provided by these Articles.
34. The Executive Council shall engage all such officers and servants as they may consider necessary, and shall regulate their duties and fix their salaries.
35. The Executive Council may from time to time delegate in writing any of its powers to such committee or committees, consisting of one or more members, as they shall think fit to appoint, and may recall or revoke any such delegation or appointment. Any committee shall, in the exercise of the powers so delegated, conform to any regulation that may be prescribed by the Executive Council.

#### **Proceedings of The Executive Council**

36. The Executive Council may meet together for the despatch of business; adjourn and otherwise regulate their meetings and business as they may think fit. Meetings of the Executive Council may be convened on the request of the President or by requisition in writing signed by two members of the Executive Council stating the objects for which such meetings are to be convened and forwarded to the Secretary. One week's notice shall be given to each Council member of a meeting of the Executive Council but a member who is absent abroad shall not be entitled to be given notice of that meeting.
37. The President or in his absence a Vice-President shall preside at meetings of the Executive Council or, in the absence of the President and both Vice-Presidents, members present shall elect one amongst themselves to preside over such meetings.
38. The quorum necessary for the transaction of the business of the Executive Council shall be five persons of the Executive Council.
39. Questions arising at any meeting shall be decided by a majority on a show of hands and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
40. A member of the Executive Council may not receive any salary or remuneration but he shall be indemnified out of the funds of the Association in respect of traveling and other expenditure properly incurred in and about the affairs of the Association.
41. A resolution in writing signed by all the Council members for the time being entitled to receive notice of a meeting shall be as valid and effectual as if it had been passed at a meeting of the Executive Council duly convened and held.
42. The Executive Council shall cause minutes to be made in books provided for the purpose-
  - (a) of all appointments of officers made by the Executive Council;
  - (b) of the names of the members of the Executive Council present at each meeting of the Executive Council and of any committee of the Executive Council;
  - (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Council, and of committees of the Executive Council, and every member of the Executive Council present at any meeting of the Executive Council or committee of the Executive Council shall sign his name in a book to be kept for that purpose.

43. (a) The Executive Council may appoint any person or persons to be the Honorary President or Presidents or Adviser or Advisers of the Association for a period of two years for each term of services; such appointees shall be entitled to attend and advise the meeting of the Executive Council but shall not have the power to vote thereat.
- (b) At the termination of the appointee's serving period, such person may be reappointed.
44. An Honorary President or Adviser shall hold office as such in his personal capacity and shall not be entitled to act for any member as a member of the Executive Council of the Association.

### **Seal**

45. The Executive Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Executive Council and every instrument to which the seal shall be affixed shall be signed by a Council member and shall be countersigned by the Hon. Secretary or by a second Council member.

## **Accounts**

46. The Executive Council shall cause proper books of account to be kept with respect to-
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the Association; and
  - (c) the assets and liabilities of the Association.

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

47. The books of account shall be kept at the registered office of the Association, or, subject to section 121(3) of the Ordinance, at such other place as the Executive Council thinks fit, and shall always be open to the inspection of the members.

48. The Executive 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 Association or any of them shall be open to the inspection of members not being members of the Executive Council, and no member (not being a member of the Executive Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorized by the Executive Council or by the Association in general meeting.

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

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

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

### **Audit**

50. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

### **Notices**

51. A notice may be served by the Association or the Executive Council on any member either by leaving it at or by sending it by post to it at its registered office or such other address as it may have registered with the Association.

### **Winding up**

52. The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be so wound up. Clause 7 of the Memorandum of Association of the Association shall have effect and be observed as if the provisions thereof were repeated herein.

### **Indemnity**

53. Subject to section 165 of the Ordinance, every Member of the Committee, Auditor and Officer for the time being of the Association shall be indemnified out of the funds and assets of the Association against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the Association other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified from the funds and assets of the Association against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application under section 358 of the Ordinance in which relief is granted to them by the Court provided that none of the funds or assets of the Association shall be applied 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.

### **Cheques**

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

We, the several persons whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association:-

Names, Addresses and Descriptions of Subscribers
<p>(Sd.) Lee Wai Ling 李偉齡 42 Broadcast Drive, Merlin Court, D-6, Kowloon, Hong Kong. Manager</p>
<p>(Sd.) Wong Wai Leung, Whelan 黃偉亮 88C Broadway, 17th Floor, Mei Fu Sun Chuen, Kowloon, Hong Kong. Personnel Manager</p>
<p>(Sd.) Ng Kah Wai, Thomas 吳家偉 96 Pokfulam Road, Block D2, 12th Floor, Hong Kong. Senior Lecturer</p>
<p>(Sd.) Ng Ping Wah 吳炳華 1 Lyttelton Road, Flat B3, 7th Floor, Hong Kong. Personnel Manager</p>

Names, Addresses and Descriptions of Subscribers

(Sd.) Wong Tai Wing 王大榮  
43 Sai Wan Terrace, Flat A,  
Quarry Bay, Hong Kong.  
Engineer

(Sd.) Chan Ka Mow, Paul 陳家謀  
28 O'Brien Road, Flat C, 3<sup>rd</sup> Floor,  
Hong Kong.  
Personnel Manager

(Sd.) Lau Man Wai, Joseph 劉文煒  
141 Waterloo Road, Kowloon  
Company Director

(Sd.) Tang Yuen Yu 鄧婉愉  
46-48 Village Road, Flat A, 8th Floor,  
Hong Kong.  
Secretary

Dated the 28<sup>th</sup> day of November, 1977

WITNESS to the above signatures:-

(Sd.) WONG Che-ming  
Wong Che-ming  
Solicitor,  
Hong Kong.