

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF

ASIAN PACIFIC DIGESTIVE WEEK FEDERATION LIMITED

亞洲太平洋區消化及關連學會有限公司

Incorporated the 26th day of May, 2010.

HONG KONG

(as altered and adopted by special resolutions passed on 2nd October 2011 & 5th February 2020.)

No. 1460419

編號

(COPY)

副本

CERTIFICATE OF INCORPORATION

公司註冊證書

I hereby certify that

本人謹此證明

ASIAN PACIFIC DIGESTIVE WEEK FEDERATION LIMITED

亞洲太平洋區消化及關連學會有限公司

is this day incorporated in Hong Kong under the Companies Ordinance
於本日根據《公司條例》(香港法例第32章)

(Chapter 32 of the Laws of Hong Kong) and that this company is limited.
在香港註冊成為有限公司。

Issued on 26 May 2010.

本證書於二〇一〇年五月二十六日發出。

(Sd.) Ms Ada L L CHUNG

Registrar of Companies

Hong Kong

香港公司註冊處處長鍾麗玲

Note 註:

Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

THE COMPANIES ORDINANCE (CHAPTER 32)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

ASIAN PACIFIC DIGESTIVE WEEK FEDERATION LIMITED

亞洲太平洋區消化及關連學會有限公司

1. The name of the Company is “ASIAN PACIFIC DIGESTIVE WEEK FEDERATION LIMITED 亞洲太平洋區消化及關連學會有限公司” (hereinafter called “the Federation”).
2. The registered office of the Federation will be situated in Hong Kong.
3. #The objects for which the Federation is established are:-
 - (1) *To advance science and education in gastroenterology, hepatology, endoscopy and digestive surgery for the benefit of public health in Hong Kong;
 - (2) In furtherance of the objects of the Federation but not otherwise, to promote and co-ordinate, throughout Asia Pacific countries and beyond, discussions, exchange of ideas and results relating to the diagnosis, treatment, research and prevention of digestive diseases;
 - (3) In furtherance of the objects of the Federation but not otherwise, to provide a suitable medium for the dissemination and discussions of the latest results in the field of gastroenterology, hepatology, endoscopy, digestive surgery and related subjects.

[#] As amended by Special Resolution passed on 02.10.2011.

^{*} As amended by Special Resolution passed on 05.02.2020.

- (4) In furtherance of the objects of the Federation but not otherwise, to promote and organize an annual scientific meeting: Asian Pacific Digestive Week (APDW) devoted to all aspects of digestive diseases;
- (5) In furtherance of the objects of the Federation but not otherwise and on a non-profit making basis, to conduct lectures, forums and other activities on the subject of digestive diseases;
- (6) In furtherance of the objects of the Federation but not otherwise, to raise funds for the establishments of scientific and educational purposes relating to the subject of digestive diseases;
- (7) To acquire by purchase, lease or otherwise any real or personal property only in the furtherance of the objects of the Federation;
- (8) To manage, improve and maintain all or any part of the lands, buildings, easements and property of the Federation and demise, underlet, exchange, sell or otherwise deal with and dispose of the same, either together or in portions, and for such considerations as the Federation may think fit in furtherance of any one or more objects of the Federation;
- (9) To borrow or raise any money required for the objects of the Federation in such manner, with or without security, as the Federation shall think fit;
- (10) For the objects of the Federation, to invest and deal with the moneys of the Federation, upon such investment, securities and in such reasonable and prudent manner allowed by law as may from time to time be deemed expedient;
- (11) For the objects of the Federation, to draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes, and other negotiable or transferable instruments and to operate bank accounts in the name of the Federation;
- (12) In the furtherance of the objects of the Federation but not otherwise, to vest any real or personal property, rights or interest acquired by or belonging to the

Federation in any person or company on behalf of or for the benefit of the Federation and with any declaration in favour of the Federation;

- (13) To subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities of any other company or association having all or part of the objects similar to those of the Federation;
- (14) To establish or promote or concur in establishing or promoting any company or companies which have objects similar to the Federation and provided that the company or companies shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Federation under or by virtue of Clause 4 hereof.
- (15) To permit, publish, distribute, circulate or sell books, pamphlets and other publications which are considered beneficial to or expedient for the objects of the Federation provided that such activities or operations be conducted on a non-profit making basis;
- (16) Only in the furtherance of the objects of the Federation, to sell or dispose of the undertaking, property and assets of the Federation or any part thereof in such manner and for such consideration as the Federation may think fit, and in particular for shares (fully or partly paid up), debentures or securities of any other company whether or not promoted by the Federation;
- (17) To establish and maintain representative offices or branches abroad in any part of the world as the Federation may deem expedient for the furtherance of the objects of the Federation or any of them;
- (18) To enter into joint venture or into any arrangements with any governments or authorities (central, municipal, local or otherwise) or any corporations or companies in any part of the world that are conducive to the attainment of the Federation's objects or any of them and to obtain from such government, authority, corporation or company any contracts, rights, privileges, licences, permits and/or concessions which the Federation shall think desirable and to carry out, exercise and comply with any such contracts, rights, privileges, licences, permits and concessions;

- (19) To procure the Federation to be registered or recognized in any country or place;
- (20) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
4. #
- (1) The income and property of the Federation, however derived, shall be applied solely towards the promotion of the objects of the Federation 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 Federation shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Federation.
- (3) No member of the Board of Directors or Executive Committee or Governing Body of the Federation shall be appointed to any salaried office of the Federation, or any office of the Federation 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 Federation to any member of the Board of Directors or Executive Committee or Governing Body.
- (4) Nothing herein shall prevent the payment, in good faith, by the Federation of reasonable and proper remuneration to any officer or servant of the Federation, or to any member of the Federation not being a member of the Board of Directors or Executive Committee or Governing Body of the Federation in return for any services actually rendered to the Federation.
- (5) Nothing herein shall prevent the payment, in good faith, by the Federation :-
- (a) of interest on money lent by any member of the Federation 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; and
- (b) of reasonable and proper rent for premises demised or let by any member of the Federation.

[#] As amended by Special Resolution passed on 02.10.2011.

5. The liability of the Members is limited.
6. Every Member of the Federation undertakes to contribute to the assets of the Federation in the event of its being wound up while he is a Member, or within one year after he ceases to be Member, for payment of the debts and liabilities of the Federation contracted before the time at which he or she 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 ONE HUNDRED HONG KONG DOLLARS (\$100.00).
7. If upon the winding up or dissolution of the Federation, there remains, after the satisfaction of all its debts and liabilities, any assets or property whatsoever, the same shall not be paid to or distributed among the Members of the Federation, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Federation, 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 Federation under or by virtue of clause 4 above, such institution or institutions to be determined by the Members of the Federation at or before the time of dissolution and 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 this provision cannot be effected, then to some charitable object.
8. No addition, alteration or amendment shall be made to the Memorandum or the Articles of Federation or to this clause, unless such addition, alteration or amendment have been approved by the General Meeting of Members and with the Founder Members voting in favour.
9. True accounts shall be kept of the sums of money received and expended by the Federation and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Federation; 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 Federation for the time being, such accounts shall be open for inspection by the Members. At least once a year the accounts of the Federation shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more authorized auditor or auditors.

10. The Memorandum and Articles of Association of the Federation shall be construed in accordance with the English text thereof and no Chinese or any other translation thereof shall operate to vary or affect such construction.

11. [#]The power set forth in the Seventh Schedule to the Companies Ordinance (Cap. 32) are hereby excluded.

[#] *As amended by Special Resolution passed on 02.10.2011.*

We, the several persons whose names, addresses and descriptions are given below, wish to form a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Signatories
<p>(Sd.) WILLIAM SAI CHIK CHAO 曹世植 Room 3702-B, 37/F, Tower 2, Lippo Centre, 89 Queensway, Hong Kong. Doctor</p>
<p>(Sd.) MASAO OMATA 268-30 Maekaizuka-cho, Funabashi, 273-0042, Japan. Doctor</p>
<p>(Sd.) CHUNG MAU LO 盧寵茂 Department of Surgery, The University of Hong Kong, Queen Mary Hospital, No. 102 Pokfulam Road, Hong Kong. Doctor</p>
<p>(Sd.) FOCK KWONG MING 霍光明 18 Jalan Tambur, Singapore 576785. Doctor</p>

Dated the 27th day of April, 2010.
WITNESS to the above signatures:--

(Sd.) ADAM KING YAN TO
Solicitor, Hong Kong SAR
11th Floor, Wing Lung Bank Building,
45 Des Voeux Road Central,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 32)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING ANY SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ASIAN PACIFIC DIGESTIVE WEEK FEDERATION LIMITED

亞洲太平洋區消化及關連學會有限公司

Interpretation

1. In these Articles:

“the Annual General Meeting”	means the yearly general meeting of the Members of the Federation and includes the First General Meeting of the Members of the Federation;
“APDW”	means Asian Pacific Digestive Week;
“the Articles”	means the Articles of Association of ASIAN PACIFIC DIGESTIVE WEEK FEDERATION LIMITED;
“the Chairman”	means the Chairman of the Federation for the time being;
“the Board of Director”	means the Board of Directors appointed or elected under these Articles;
“the Directors”	means the directors of the Federation for the time being;

“the Executive Committee”	means the sub-committee set up under these Articles;
“the Extraordinary General Meeting”	means the general meeting of the Members of the Federation convened under the Articles;
“the Federation”	means Asian Pacific Digestive Week Federation Limited (Chinese name);
“the Founder Members”	mean the following FOUR Associations and Societies: (1) the Asian Pacific Association of Gastroenterology Limited (“APAGE”); (2) the Asian Pacific Society for Digestive Endoscopy Limited (“APSDE”); (3) the International Society for Digestive Surgery Limited – Asian Pacific Section (“ISDS”); and (4) the Asian Pacific Association for the Study of the Liver (“APASL”);
“the General Meeting”	means a general meeting of the Members of the Federation whether annual or extraordinary;
“Hong Kong”	has the same meaning provided in the Interpretation and General Clauses Ordinance, Chapter 1 of the Laws of Hong Kong;
“the Members”	means any Founder Members and any other associations and societies admitted to membership who joined the Federation in accordance with the Articles below;
“the Ordinance”	means the Companies Ordinance, Chapter 32, laws of Hong Kong including any statutory modification or re-enactment thereof for the time being in force;
“the Ordinary Members”	means any associations and societies of related specialties from the Asia Pacific region admitted to membership other than the Founder Members;

“the President”	means the President for the time being of the Federation;
“the Registered Office”	means the Registered Office for the time being of the Federation;
“the Secretary General”	means the Honorary Secretary of the Federation for the time being;
“the Seal”	means the Common Seal of the Federation;
“the Special Resolution”	has the meaning assigned to it by the Ordinance;
“the Treasurer”	means the Honorary Treasurer of the Federation for the time being;
“In writing” or “written”	includes handwritten, printed, lithographed, typewritten, or partly by one and partly by another of those means.

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.

Words importing the singular number only shall include the plural and vice versa. Words importing the one gender shall include all other genders.

[#]Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these articles become binding on the Federation.

Members

2. The number of members with which the Federation proposes to be registered is 100, but the directors may from time to time register an increase of members.

[#] *As amended by Special Resolution passed on 02.10.2011.*

3. Members are divided into 2 classes:- Founder Members and Ordinary Members.
4. The signatories to the Memorandum and Articles of Federation as at the date of the incorporation shall be the Founder Members and such other Members as the Board of Directors shall admit shall be Ordinary Members. Founder Members are admitted for life; unless Article 11 applies.
5. Membership shall be open to all associations and societies of related specialties from the Asia Pacific region by virtue of their scientific distinction, their size, their statutes and their Asia Pacific dimension. The criteria and mechanism for admission of associations and societies as Members shall be at the absolute discretion of the Board of Directors.
6. Any associations or society who wishes to apply for membership shall sign and deliver to the Board of Directors at the Registered Office a written application which must be signed by the applicant in such form and on such terms as the Board of Directors shall from time to time prescribe. The Board of Directors shall have the absolute discretion to accept or reject any application without tendering any reason therefore.
7. The Board of Directors may from time to time determine in General Meeting the details and procedures for the application for membership.
8. Every Member shall be entitled to enjoy any right and privilege as Member subject to the Articles. Every Member shall be bound to observe and comply with the Articles and the resolutions of the Board of Directors to protect the reputation of the Federation. Members are required to inform the Federation of any change in their statutes.
9. A Member shall cease to become such in the following events:--
 - (a) Any Member who has tendered his resignation by notice in writing to the Federation;
and
 - (b) Any Member which is being wound up or which compounds with its creditors under the provisions of any Act or Ordinance relating to liquidation.

General Meetings

10. The Federation shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Federation and that of the next, provided that so long as the Federation 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 Directors shall appoint.
11. All General Meetings, other than Annual General Meeting, shall be called Extraordinary General Meeting.
12. The Board of Directors and/or the President of the Executive Committee may, whenever it thinks fit, convene an Extraordinary General Meeting. In addition, Extraordinary General Meeting shall also be convened by requisitionists, as provided for under Section 113 of the Ordinance.

Notice of General Meetings

13. An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by 21 days' notice in writing. Any other General Meeting shall be called by 14 days' notice in writing. The notice shall be exclusive of the day of which it is served or deemed to be served but including the day of which notice is given. The notice shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business. Notice must be given to such persons as are, under the regulations of the Federation, entitled to receive such notices from the Federation.
14. Provided that a meeting of the Federation 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 75 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.
15. In every notice calling a General Meeting of the Federation, there shall appear with reasonable prominence a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy must be appointed in the manner described in Article 30.
16. The accidental omission to give notice of a meeting (in cases where instrument of proxy is sent out with the notice), or the accidental omission to send such instrument of proxy to, or the non-receipt of notice of a meeting or such instrument of proxy by any person entitled to receive shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Board of Directors and auditors, the election of Directors and other officers in the place of those retiring and the appointment of, and the fixing of the remuneration of the auditors.
18. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. The quorum of a General Meeting shall be 3 Members present in person or by proxy.
19. 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 such other time, day and place as the Board of Directors shall determine.
20. The President shall preside as chairman at every General Meeting. If the President shall not be present within 15 minutes after the time appointed for the holding of the meeting

or is unwilling to act or is absent from the meeting or has given notice to the Federation his intention not to attend the General Meeting, the Secretary General shall be the chairman of the meeting.

21. If, at any meeting, both the President and Secretary General are not present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of the numbers to be the chairman of the Meeting.
22. 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 the 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 14 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.
23. A resolution in writing signed by or on behalf of all the Members for the time being entitled to receive notice of and attend and vote at a General Meeting of the Federation at which such resolution was to be proposed shall be treated as a resolution duly passed at such a General Meeting duly convened and held and, where relevant as a special resolution so passed. Any such resolution may consist of general documents in the like form each signed by or on behalf of one or more of the Members. An e-mail or fax sent by or on behalf of a Member shall be deemed to be a document signed by or on behalf of him for the purposes of this Article.
24. 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 the chairman or at least two Members present in person or by proxy entitled to vote. 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 containing the minutes of the proceedings, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
25. If a poll is duly demanded, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded;

26. In the case of an equality of vote, 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;
27. 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, and any business other than that upon which a poll has been demanded may be preceded with pending the taking of the poll.

Votes of Members

28. Every Member whether present in person or by proxy shall have one vote whether on a show of hands or on a poll.

Proxies

29. On a poll votes may be given either personally or by proxy.
30. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the seal, or under the hand of an officer or attorney so authorised. A proxy must be a Member of the Federation.
31. The instrument appointing a proxy and notarised Power of Attorney or other authority, if any, under which it is signed shall be deposited at the Registered Office of the Federation not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
32. An instrument appointing a proxy may be in any such form which the Board of Directors approve.
33. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Directors

34. The First directors of the Federation shall be the following:-
- (a) Professor Kwong-Ming Fock
 - (b) Professor William Chao
 - (c) Professor Chung-Mau Lo
 - (d) Professor Masao Omata

Unless otherwise determined by the Federation in General Meeting, the Federation shall have a Board of Directors consisting of at least three Directors. Each Founder Member is entitled to elect 3 representatives to the Board of Directors. The names of the representatives elected by each Founder Member upto a maximum of three in number must be submitted to the Secretary General in writing at least one month prior to the end of the term of office of the Directors.

35. *The term of office of a Director shall be 2 years. It starts at the end of an APDW and sees through the conduct of two APDWs. A Director shall not be eligible for election as Director after a cumulative four terms of 8 years as Director of the Federation. One of the elected Directors of each Founder Member must have served at least one term as Director in a preceding term.
36. *Notwithstanding the above, in the event all 3 Directors of a Founder Member on the same term have completed a cumulative 4 terms of 8 years, one of the said Directors shall remain on the Board and serve only one further 2-year term as Director to ensure continuity.
37. No remuneration of whatever kind shall be paid to the Directors either directly or indirectly.
38. The nomination of Directors shall take place biennially at the Annual General Meeting.
39. If a Director is unable to attend the Board of Directors meeting and wishes to nominate a representative as his deputy, the Secretary General has to be notified in writing at least one month prior to the meeting.

* As amended by Special Resolution passed on 05.02.2020.

40. In the event of resignation, incapacitation or death of a Director, the latter's society or association which he or she is representing will appoint an interim Director to cover on his or her behalf till the end of the term.
41. The Board of Directors meets at least once a year. The President reserves the right to call for an extraordinary meeting if necessary. Such meetings may also be conducted through tele-conference and other modes of communications.
42. The Board of Directors may, from time to time, decide to admit other individuals to attend Board meeting on an ad hoc basis when pertinent affairs are up for discussion. Such individuals have no right to vote. The Immediate Past President will be invited as an ex-officio to ensure continuity. The latter has no voting right.
43. [#]If a Director is directly or indirectly interested in any contract with the Federation (that contract is a material contract in the affairs of the Federation), and, if his interest in the contract is material, he shall disclose the nature of his interest in the manner required by section 162 of the Ordinance.

No member of the Board of Director shall vote on any contract or proposed contract in which he is directly or indirectly interested or on any matter arising thereof and if he does so vote his vote shall not be counted.

Borrowing Powers

44. [#]In furtherance of the objects of the Federation but not otherwise, the Board of Directors may exercise all the powers of the Federation to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, and other securities, whether outright or as security for any debt, liability or obligation of the Federation.

Power and Duties of the Board of Directors

45. [#]The operations of the Federation shall be managed by the Board of Directors which may pay all expenses incurred in promoting and registering the Federation and may exercise all such powers of the Federation as are not, by the Ordinance or by the Articles,

[#] As amended by Special Resolution passed on 02.10.2011.

required to be exercised by the Federation in General Meeting, subject nevertheless to the provisions of the Ordinance or the Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Federation in General Meeting. No resolution made by the Federation in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

46. ^{**}Without prejudice to the general powers conferred by Article 44 hereof, the Board of Directors shall have power and in the furtherance of the objects of the Federation and not otherwise:-

- (a) To set the strategic plan for the Federation;
- (b) To approve recommendations made by the Executive Committee;
- (c) To delegate responsibilities to sub-committees or working parties as appropriate;
- (d) To approve the budget and expenditure presented by the Treasurer;
- (e) To decide the destination or objective for the General Meeting and of the APDWs;
- (f) To approve the manuals for bidding and for the conduct in organizing the General Meeting and the APDWs;
- (g) To lease, purchase or otherwise acquire for the Federation any property, rights and privileges capable of being validly acquired by the Federation and on such terms and conditions as they think fit and to pay for the same either in cash, debentures or other securities of the Federation;
- (h) To borrow on behalf of the Federation and to pledge, mortgage or charge any of the property of the Federation in accordance with the objects of the Federation;
- (i) [#]To invest and deal with the moneys of the Federation not immediately required, upon such securities and in a proper and prudent manner as they may from time to time determine and to realize such investment;
- (j) To consider, review and approve any proposal concerning the management or usage of funds of the Federation, the accounts, balance sheets, annual report of the auditors, appointment and retiring of senior officers of the Federation or investment of the Federation in such manner as they may think fit; and
- (k) To set and amend the statutes and bylaws of the Federation.

[#] As amended by Special Resolution passed on 02.10.2011.

^{*} As amended by Special Resolution passed on 05.02.2020.

47. #The Board of Directors shall cause Minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Directors and members of a committee present at each meeting of the Board and of any committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Federation, and of the Board, and of committees of the Board.

Proceedings of Directors

48. #The Directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit or as and when recommended by the Executive Committee. Questions arising at any meeting shall be decided by a simple majority of votes, save and except (i) decisions to alter the Article shall require a two-thirds majority of those voting with at least one representative from each Member of the Federation casting the vote on the said motion; and (ii) decisions to dissolve the Federation shall require consensus of majority Members of the Federation Recommendation to dissolve the Federation shall be put by the Executive Committee and will require the consensus of the majority of the Board of Directors. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote. The President or the Secretary General may, and the Secretary General on the requisition of 2 Directors shall, at any time summon a meeting of the Directors. An official note will be sent to the Member of its representative Director who is absent for 2 Board meetings.
49. #The quorum for a meeting of the Board of Directors exists if more than 50% of the Directors are present.
50. #Voting by proxy registered in writing is permitted. Each Director, whether present or voting by proxy, is entitled to one vote.
51. #The President shall be the Chairman of the Board of Directors.

As amended by Special Resolution passed on 02.10.2011.

52. #The Chairman shall preside at all meetings of the Board of Directors. If at any meeting the Chairman is not present within 10 minutes after the time appointed for holding the same, the Secretary General shall be the chairman of the meeting.
53. #If, at any meeting, both the President and Secretary General are not present within 15 minutes after the time appointed for holding the meeting, the Directors present shall choose one of the members to be the chairman of the Meeting.

Executive Committee

54. #There shall be an Executive Committee of the Federation for the purpose of carrying out the resolutions of the Board of Directors and shall conform to such resolutions that may from time to time be set by the Board of Directors. The Executive Committee acts as the operating board, prepares recommendations for activities to the Board of Directors and is responsible for the day to day administration of the Federation's operations and the organization of the APDW.
55. #The Executive Committee shall consist of not less than 4 Directors and the President, the Secretary General and the Treasurer and the member of the Executive Committee shall be appointed from these 4 Directors.
56. #The members of the 1st Executive Committee is nominated by the Board of Directors at its first Board meeting.
57. #The term of office of a member of the Executive Committee shall be determined by the Board of Directors who may revoke or terminate any such appointment at any time. A member of the Executive Committee may at any time resign from his office by notice in writing addressed to the Board of Directors. A member of the Executive Committee will serve a maximum of four terms.
58. #Where:--
- (a) by reason of the resignation of a member of the Executive Committee or otherwise, a casual vacancy occurs in the office of a member of the Executive Committee, the

As amended by Special Resolution passed on 02.10.2011.

Board of Directors may appoint one of the Directors to be a member of the Executive Committee in place of that member; or

(b) by reason of illness or absence abroad or otherwise, a member of the Executive Committee is temporarily unable to perform his duty, the Executive Committee may appoint a member of the Board of Directors to be temporarily a member of the Executive Committee.

59. #The Executive Committee shall meet whenever the President of the Executive Committee thinks fit.
60. #The Secretary General of the Executive Committee shall give to each member a notice in writing of a meeting of the committee not less than 2 days before the day of the meeting.
61. #The quorum for a meeting of the Executive Committee shall be at least half of the number of members in the Executive Committee for the time being.
62. #All matters arising for decision at a meeting of the Executive Committee shall be decided by the vote of majority of the members present at the meeting. In the event of an equality of votes, the President shall have a casting vote.
63. #Subject to the provisions of this Article, the proceedings at a meeting of the Executive Committee shall be conducted in such a manner as the Executive Committee may determine. The minutes of the proceedings of the Executive Committee shall be sent to members of the Board before the next meeting of the Board.
64. #If an Executive Committee is directly or indirectly interested in any contract with the Federation (that contract is a material contract in the affairs of the Federation), and, if his interest in the contract is material, he shall disclose the nature of his interest in the manner required by section 162 of the Ordinance.

No member of the Executive Committee shall vote on any contract or proposed contract in which he is directly or indirectly interested or on any matter arising thereof and if he does so vote his vote shall not be counted.

As amended by Special Resolution passed on 02.10.2011.

Powers and Duties of the Executive Committee

65. #The Executive Committee shall exercise all such powers, and do all such acts and things as the Board of Directors may from time to time direct.
66. #All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Federation, shall be signed, drawn accepted, endorsed, or otherwise executed, as the case may be, by any 2 of the following:- the President, the Secretary General and the Treasurer.
67. #All contractual agreements signed on behalf of the Federation will only be valid with either two out of the following three signatories:- President, Secretary General and Treasurer.

The roles of the respective Executive Committee members are as follows:

- (a) The President shall be responsible for the proper function of the Federation and the Executive Committee and is empowered to make the necessary decisions with the knowledge and consent of the Board of Directors. The President shall preside as the chairman of the Board of Directors at every Board meeting and as the chairman of the Executive Committee at every Executive Committee meeting;
- (b) #The Secretary General shall assist the President in the conduct of the day to day business of the Federation and manage the progress of the Annual Meeting. The Secretary General will chair the Scientific Program Committee. The Secretary General shall preside as chairman of the Board of Directors Meeting and the Executive Committee Meetings in the President's absence.
- (c) The Treasurer shall be entrusted with the funds of the Federation, their safe keeping and dispensing at the direction of the Board of Directors. Further, the Treasurer shall oversee the disbursements of the surplus to the Founder Members after setting aside the reserves and administrative expenses. The Treasurer will chair the Finance Committee.
- (d) The member of the Executive Committee shall assist to manage the day to day operation of the Federation and oversee a Committee as entrusted by the President.

As amended by Special Resolution passed on 02.10.2011.

Committees other than the Executive Committee

68. #The Board of Directors may appoint such other committee including but not limited to the Scientific Program Committee and Finance Committee as it may consider necessary, and may delegate to any such committee such function and powers as it deems fit.
69. #The members of each of the committees appointed under Article 66 shall be appointed by the Board of Directors at the recommendations of the Executive Committee. Such members may be non-Board Members and may attend Board meetings by invitation. Such members have got no voting rights in the Board meetings.
70. #The terms of appointment of the members of the committees shall be determined by the Board who may revoke or terminate any of such appointments at any time.
71. #The chairman of each of the committees shall be appointed by the Board.
72. **A committee appointed under Article 68 shall meet whenever the chairman of that committee thinks fit.
73. #The Secretary General of each of the committees appointed by the Board shall give notice in writing to each member of a meeting of that committee not less than 2 days before the day appointed for the meeting.
74. #The quorum for a meeting of a committee shall be such number of members as the Board may determine.
75. #All matters arising for decision at a meeting of a committee shall be decided by the vote of the majority of the member present at the meeting. In the event of an equality of votes, the chairman of that committee shall have a casting vote.
76. #Subject to the provisions of these Articles, the proceedings at a meeting of a committee shall be conducted in such manner as the committee may determine.
77. #Every decision made by a committee shall be subject to the approval of the Board.

As amended by Special Resolution passed on 02.10.2011.

* As amended by Special Resolution passed on 05.02.2020.

78. #Each of the committees shall report to the Board any matters related to the committee as from time to time required by the Board.

Officers

79. #Subject to Clause 4 of the Memorandum of Association, the Board may from time to time appoint any individual to be officers of the Association to conduct the daily operations of the Federation. Such officer shall be paid such remuneration as the Board may from time to time determines.
80. #An officer shall perform such duties and may be entrusted with such authority as the Board may from time to time direct.

Secretary General

81. #Subject to Clause 4 of the Memorandum of Association, the Secretary General shall be appointed by the Board for such terms and upon such conditions as the Board may think fit and any Secretary General appointed may be removed by the Board.

Cheques

82. #The Federation do have authority to open one or more bank accounts with a licenced Bank in whatever part of the world and that such accounts be operated in such manner as the Board may from time to time decide.

The Seal

83. #The Board shall provide for the safe custody of the seal, which shall only be used by the authority of the Board. Every instrument to which the common seal is affixed shall be signed by 2 of the following 3 signatories:- the President, the Secretary General and the Treasurer.

As amended by Special Resolution passed on 02.10.2011.

Accounts

84. #The Board shall cause proper books of account to be kept with respect to :-
- (a) all sums of money received and expended by the Federation and the matters in respect of which the receipt and expenditure takes place;
 - (b) the assets and liabilities of the Federation, and
 - (c) all other matters necessary for showing the true state and conditions of the Federation.
85. #The books of account shall be kept at the registered office of the Federation, or at such other place or places as the Board thinks fit, and shall always be open to the inspection by any Directors.
86. #The Board shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the inspection by Members not being Directors. No Member (not being a Director) shall have any right of inspecting any account or book or document of the Federation unless authorized by the Board or by the Federation in General Meeting.
87. #The Board shall from time to time in accordance with the Ordinance, cause to be prepared and to be laid before the Federation in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in the Ordinance.
88. #A copy of every balance sheet which is to be laid before the Federation in General Meeting, together with a copy of the Board's report and a copy of the auditor's report, shall not less than seven days before the date of the General Meeting be sent to every person entitled to receive notice of General Meeting.

As amended by Special Resolution passed on 02.10.2011.

Audit

89. #At least once in every year, the accounts of the Federation shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained, by the auditor of the Federation.
90. #Subject to Clause 4 of the Memorandum of Association, the Federation shall at each Annual General Meeting appoint an auditor or auditors to hold office until the next Annual General Meeting, and their appointment, remuneration, rights and duties shall be determined by the General Meeting.

Notice

91. #Notice of every General Meeting shall be given to every Member entitled to attend and vote thereat, every person as is under the Articles entitled to receive such notice and such other persons as the Board of Directors may determine.
92. #Notice may be served by the Federation upon any Member, either personally or by sending it through the post, addressed to such Member at his registered place of address.
93. #Each Member whose registered address is not in Hong Kong may from time to time notify in writing to the Federation an address in Hong Kong, which shall be deemed to be his registered place of address within the meaning of the preceding Article.
94. #Any notice sent by post shall be deemed to have been served on the day following that on which the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, or wrapper containing the notice was properly addressed and sent to the post office. A certificate in writing signed by any Director that the letter, envelope, or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

As amended by Special Resolution passed on 02.10.2011.

Winding Up

95. #The provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Federation shall have effect and be observed as if the same were repeated herein.

Names, Addresses and Descriptions of Signatories
<p>(Sd.) WILLIAM SAI CHIK CHAO 曹世植 Room 3702-B, 37/F, Tower 2, Lippo Centre, 89 Queensway, Hong Kong. Doctor</p>
<p>(Sd.) MASAO OMATA 268-30 Maekaizuka-cho, Funabashi, 273-0042, Japan. Doctor</p>
<p>(Sd.) CHUNG MAU LO 盧寵茂 Department of Surgery, The University of Hong Kong, Queen Mary Hospital, No. 102 Pokfulam Road, Hong Kong. Doctor</p>
<p>(Sd.) FOCK KWONG MING 霍光明 18 Jalan Tambur, Singapore 576785. Doctor</p>

Dated the 27th day of April, 2010.

WITNESS to the above signatures:--

(Sd.) ADAM KING YAN TO
Solicitor, Hong Kong SAR
11th Floor, Wing Lung Bank Building,
45 Des Voeux Road Central,
Hong Kong.

As amended by Special Resolution passed on 02.10.2011.