

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Guarantee and not

Having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

**HONG KONG COLLEGE OF PAEDIATRIC NURSING LIMITED**

(香港兒科護理學院有限公司).

1. The name of the Company is “HONG KONG COLLEGE OF PAEDIATRIC NURSING LIMITED” (香港兒科護理學院有限公司), and also known as “HONG KONG COLLEGE OF PAEDIATRIC NURSING” (香港兒科護理學院) (Hereinafter called “the College”).
2. The registered office of the College will be situated in Hong Kong.
3. The objects for which the College is established are:-
  - (a) to promote the advancement of the art and science of paediatric nursing;
  - (b) to promote excellence in nursing and health care in Hong Kong through regulating paediatric nursing specialists practice and professional boundaries;
  - (c) to define and promote the standards of advanced nursing practice for the paediatric specialties;
  - (d) to promote integrity, ethical conduct and standards in the practice of advanced paediatric nursing and its specialties;
  - (e) to foster the development of advanced paediatric nursing education in specialist areas;
  - (f) to provide education to the specialist nurses to promote professional and educational advancement in caring for the sick and in giving better service to the community;

- (g) to facilitate the exchange of information and ideas in nursing and matters concerning the nursing profession;
- (h) to involve actively in the postgraduate training of paediatric nurses;
- (i) to provide a high standard of quality care and better service to the community;
- (j) to protect the public by regulating standards of advanced paediatric nursing practice;
- (k) to advise the Hong Kong Government SAR on matters related to health regulations and to better the health service of the community of Hong Kong;
- (l) to apply for, promote and obtain any legislative or regulatory enactment, order, regulation, directive or other authorization which may seem calculated directly or indirectly to further the objects of the College;
- (m) to publicize the purpose, history, record, functions, operations, activities or achievement of the College, by whatever means or channels including, without limitation, by conferences, seminars and public forums, publication of books, periodicals or other documents, circulars or advertisements, web-page over the internet, and to stimulate support for the College;
- (n) to make provisions for the application of any of the profits, funds, monies or assets of the College to any charitable, benevolent, provident or public purposes whatsoever;
- (o) to assist, advise and provide mediation for the members of the College and to assist members in career development;
- (p) to organize and hold lectures, discussions, debates and other meetings and to arrange concerts, exhibitions, plays and cinema shows for charitable purpose;
- (q) to run any canteen or restaurant to cater for College members and for functions

sponsored by the College;

- (r) to undertake and administer any trust for charitable purposes;
- (s) to accept and receive subscriptions, donations and gifts (of whatever nature or kind) and bequests to the College for charitable purpose;
- (t) to take any gift or assignment of property whether subject to any special trust or not for any one or more of the objects of the College for charitable purpose;
- (u) to grant scholarships and prizes;
- (v) to manage, improve and maintain all or any part of the buildings, easements and properties of the College, and to demise, underlet, exchange, sell or otherwise deal with and dispose of same, either together with or in portions, and for such considerations as the College may think fit;
- (w) to hire and employ all classes of persons necessary for the purposes of the College and to pay to them and to other persons in return for services rendered to the College, salaries, wages, gratuities and pensions;
- (x) to establish, promote or assist in establishing or promoting any other bodies whose objects are similar or in part similar to the objects of the College or the establishment or promotion of which may be beneficial to the College provided that the College shall not have any subsidiaries and none of the funds of the College shall be paid to any institution, society, club or other body which pays or transfers, directly or indirectly, any part of its income by way of dividend, bonus or otherwise howsoever to its members;
- (y) to invest and deal with money of the College not immediately required, upon such security and in such manner as may from time to time be determined;
- (z) to borrow and raise money to give security for any of the above purposes by the issue of open bonds, debentures, debenture stocks, bills of exchange, promissory

notes or other obligations or securities of the College or by sale or mortgage or charge upon all or any part of the property of the College;

- (aa) to lend or advance money on the security of land, building or leasehold premises or upon such other securities or otherwise in such manner as may from time to time determined;
- (bb) to open and operate bank account or accounts with bank or banks for the purposes of the College, and for such purposes to make, give, accept, endorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments; and
- (cc) to do all such other things as are incidental or conducive to the attainment of the above objects or any of them provided that the College shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which if an object of the College would make it a trade union.

Provided that:-

- (i) In case the College shall take or hold any property which may be subject to any trusts, the College will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
  - (ii) The objects of the College 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. (a) The income and property of the College, however derived, shall be applied solely towards the promotion of the objects of the College as set out in this Memorandum of Association.

- (b) Subject to Sub-clauses (d) and (e) below, no portion of the income and property of the College shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the College.
- (c) No member of the Council or governing body of the College shall be appointed to any salaried office of the College, or any office of the College paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Sub-clause (e) below) shall be given by the College to any member of the Council or governing body.
- (d) Nothing herein shall prevent the payment, in good faith, by the College of reasonable and proper remuneration to any officer or servant of the College, or to any member of the College in return for any services actually rendered to the College.
- (e) Nothing herein shall prevent the payment, in good faith, by the College:-
  - (i) to any member of its Council or governing body of out-of-pocket expenses;
  - (ii) of interest on money lent by any member of the College or its Council or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans or 12% at maximum per annum whichever is the lower on money lent;
  - (iii) of reasonable and proper rent for premises demised or let by any member of the College or of its Council or governing body; and
  - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the College or of its Council 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.

- (f) No person shall be bound to account for any benefit he/she may receive in respect of any payment properly paid in accordance with Sub-clauses (d) and (e) above.
  
- 5. No addition, alteration, or amendment shall be made to or in the regulations contained in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Registrar of Companies in writing.
  
- 6. The liability of the members is limited.
  
- 7. Every member of the College undertakes to contribute to the assets of the College in the event of its being wound up while he/she is a member, or within one year afterwards, for payment of the debts and liabilities of the College contracted before he/she ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$1.
  
- 8. If upon the dissolution of the College there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the College but shall be given or transferred to some other institution or institutions having objects similar to the objects of the College and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the College under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the College 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 and so far as effect cannot be given to the aforesaid provision then to some charitable object.
  
- 9. True accounts shall be kept of the sums of money received and expended by the

College, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the College, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the College for the time being in force, shall be open to inspection of the members. Once at least in every year the accounts of the College shall be examined, and the correctness of the balance sheet ascertained by one or more authorized Auditor or Auditors.

10. The Memorandum and Articles of Association of the College shall be construed in accordance with the English Text.

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

*Names, Addresses and Descriptions of Subscribers*

Dated the 25<sup>th</sup> day of November, 2010.

WITNESS to the above Signatures,

Mr. KWOK Siu Nam, Dave (郭嘯南)

Rm. 902, General Commerical Bluiding,  
156-164 Des Voeux Road, Central, Hong Kong.

Certified Public Accountant.