

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

HONG KONG NUCLEAR SOCIETY LIMITED

香港核學會有限公司

PART A: MANDATORY ARTICLES

1. Company Name

The name of the company is “Hong Kong Nuclear Society Limited 香港核學會有限公司” (hereinafter referred to as “the Society”).

2. Members’ Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

Class of Members

Amount to be contributed by each of the members in this class

All
Hong Kong dollars Ten (HKD10)

WE, the undersigned, wish to form a company and wish to adopt the Articles of Association as attached.

Name(s) of Founder Members
(Sd.) LUK Bing Lam 陸炳林
(Sd.) TSUI Herman Yik Wai 徐奕偉
(Sd.) HO Vincent Simon 何世傑
(Sd.) LIU King Pui 廖境培
(Sd.) WONG Ming Chung 黃明松
(Sd.) FUNG Mang Tat Richard 馮孟達
(Sd.) YAU Hon Keung 丘漢強
(Sd.) LAM Ching Chi 林靜芝
(Sd.) YEUNG Kok Fai 楊國輝

Dated the

PART B: OTHER ARTICLES

INTERPRETATION

1. (a) In these articles –

<i>“Society”</i>	means the company incorporated as “Hong Kong Nuclear Society Limited (香港核學會有限公司)”
<i>“Committee”</i>	means the Executive Committee of the Society.
<i>“Committee Members”</i>	means the members of the Executive Committee, whose members shall be deemed to be directors for the purposes of the Ordinance.
<i>“Articles”</i>	means the Articles of Association of the Society.
<i>“General Meetings”</i>	means the general meetings of members of the Society which include Annual General Meetings and Extraordinary General Meetings.
<i>“Annual General Meeting”</i>	means a general meeting of members of the Society required to be held by the Companies Ordinance in respect of each financial year of the Society.
<i>“Extraordinary General Meeting”</i>	means a general meeting of members other than an Annual General Meeting.
<i>“Chairman”</i>	means the chairman of the Executive Committee of the Society.
<i>“Senior Vice Chairman”</i>	means the senior vice chairman of the Executive Committee of the Society.
<i>“Vice Chairman”</i>	means the vice chairman of the Executive Committee of the Society.
<i>“Secretary”</i>	means the secretary of the Executive Committee of the Society.
<i>“Treasurer”</i>	means the treasurer of the Executive Committee of the Society.
<i>“Ordinance”</i>	means the Companies Ordinance (Cap. 622);

1. (b) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the Society.
- (c) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

REGISTERED OFFICE

2. The Registered Office of the Society shall be situated in Hong Kong.

OBJECTS

3. The objects for which the Society is established are:
 - (a) to increase nuclear literacy in Hong Kong and regions nearby;
 - (b) to promote and contribute to the advancement of principles, disciplines, technology, and applications in nuclear science and engineering;
 - (c) to facilitate the understanding of nuclear science and engineering;
 - (d) to provide a forum for a rational exchange of information;
 - (e) to serve as an advisory body on the topic related to nuclear science and engineering;
 - (f) to engage in communication and interaction among public, organizations and individuals;
 - (g) to enhance international cooperation and facilitate information sharing and exchange;
 - (h) to disseminate information and concepts to all interested individuals and entities;
 - (i) to liaise and collaborate with professional institutions in the advancement of nuclear literacy; and
 - (j) to do all such other lawful things as are incidental or conducive to the attainment of the above objects.
4. The income and property of the Society shall be applied solely towards the promotion of the objects of the Society as set forth in this Articles of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, salaries, bonus and profit, to its members and / or Committee members.

MEMBERS

5. The number of members of the Society is proposed to be Five Hundred.
6. Notwithstanding anything contained in the articles, the signatories to the Articles of Association shall be founder members of the Society.
7. The Society welcomes individuals who share the vision, mission and values of the Society as Members. The Society shall not discriminate individuals because of their gender, race, religious belief, or ethnical background.
8. There shall be the following classes of membership:
 - (a) General Member – A person who supports the vision, mission and values of the Society, meets the eligibility criteria, and pays the membership due as required. Only general members are eligible to vote at all general meetings of the Society, and to request and call a general meeting;
 - (b) Affiliate Member – A person who has an interest in nuclear science and engineering, and one who does not wish to be a general member at the time being. Affiliate members are allowed to attend all general meetings of the Society.
9. The Committee shall establish eligibility criteria for the above classes of membership from time to time. The Committee shall consider the following principles in establishing the eligibility criteria for persons applying to becoming a general member:
 - (a) University graduate from an accredited university with a recognized discipline in nuclear science and engineering or related discipline;
 - (b) Established working experience relevant to the applications of nuclear science and engineering or related industries;
 - (c) With contribution to the advancement of knowledge to nuclear science and engineering; or
 - (d) Being invited by the Committee or approved by the Committee on receipt of the application for membership.
10. Application for membership shall be made in writing to the Society and shall be acted upon in accordance with procedures established and maintained by the Committee.
11. The Secretary shall maintain a Register of Members, which shall be available for viewing upon the approval of the Committee.
12. Members joining the Society as general members or affiliate members shall pay a one-off admission fee, which shall include the annual subscription fee of the year joining. An annual subscription fee is due and payable on 1 January each year for Members wish to remain an active member for the year.

13. The Committee shall determine the admission fee and the annual subscription fee for each category of membership once each year for the following calendar year, or as determined necessary by the Committee from time to time.
14. Additional fees, as determined necessary by the Committee from time to time, may apply for members and non-members to register with events and activities organized or co-organized by the Society.
15. All members shall have the obligations to observe the Articles of the Society and to obey all resolutions of the Society.

RESIGNATION AND TERMINATION OF MEMBERSHIP

16. Resignation from membership shall be made in writing to the Society by giving seven days' notice. Resignation shall not relieve any member from liability for expenses, and any dues accrued and unpaid at the time when such resignation is submitted.
17. Upon the approval of the Committee, any member whose dues remain unpaid within the time specified by the Committee shall automatically be dropped from membership in the Society but may be reinstated whenever the member discharges all past indebtedness to the Society upon approval by the Committee.
18. The Committee may terminate the membership of any member if the member has willfully committed an act or action that has significantly violated the commonly accepted codes of conduct of a scientist or an engineering professional, or that has been determined by the Committee to be against the best interest of the Society.
19. The membership is not transferable.
20. A person's membership terminates when that person dies or ceases to exist.

GENERAL MEETINGS OF MEMBERS

21. The first Annual General Meeting of the Society shall be held within eighteen months after the date of incorporation of the Society and at such time and such place as the Committee shall determine.
22. The Society 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 notice calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The Annual General Meeting shall be held at such date, time and place as the Committee shall direct.
23. All general meetings other than Annual General Meeting shall be called Extraordinary General Meetings.
24. The Committee may, if they think fit, call an Extraordinary General Meeting.

25. If the Committee are required to call an Extraordinary General Meetings under Section 566 of the Ordinance, they must call it in accordance with Section 567 of the Ordinance.
26. If the Committee do not call an Extraordinary General Meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call an Extraordinary General Meeting in accordance with section 568 of the Ordinance.

NOTICE OF GENERAL MEETINGS

27. An Annual General Meeting must be called by notice of at least twenty one days in writing. A general meeting other than an Annual General Meeting must be called by notice of at least fourteen days in writing.
28. The notice is exclusive of the day on which it is served or deemed to be served and the day for which it is given.
29. The notice must –
 - (a) specify the date, time and place of the meeting, and state the general nature of the business to be dealt with at the meeting;
 - (b) for a notice calling an Annual General Meeting, state that the meeting is an Annual General Meeting;
 - (c) if a resolution (whether or not a special resolution) is intended to be moved at the meeting -
 - (i.) include notice of the resolution; and
 - (ii.) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (d) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (e) contain a statement specifying a member's right to appoint a proxy under section 596(1) of the Ordinance.
30. Paragraph (29)(c) does not apply in relation to a resolution of which –
 - (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.

31. Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed –
- (a) for an Annual General Meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.
32. Notice of a general meeting must be given to every member and every Committee member.
33. If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the Society must give a copy of it to its auditor at the same time as the notice or the other document is given to the member.
34. Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

35. Save as otherwise stated in these Articles, all business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted in an Annual General Meeting, with the exception of the consideration of the financial statements, and the reports of Executive Committee and auditors, the election of Committee members and the appointment of the auditors.
36. The Chairman should preside at all general meetings. In the absence of the Chairman, the Senior Vice Chairman, the Vice Chairman, the Secretary, and the Treasurer shall take the Chair in that order, failing which the meeting shall be postponed till such time and place as determined by the Committee.
37. The quorum for any general meeting of the Society shall be ten percent of general members or ten general members, whichever is higher, personally present or by proxy, two of whom must be a Committee member to be personally present. If at the date of the general meeting, the number of general members is less than ten, the total number of the general members shall be the quorum.
38. 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 general members, shall be dissolved. In any other case, it shall stand adjourned to a date to be fixed by the Committee within three months. If at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present, having the right to vote, shall be a quorum.
39. The chairman of the meeting 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, notice of the adjourned meeting shall be given.

40. At any general meeting a resolution 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 :
- (a) the chairman of the meeting, or
 - (b) at least two members present in person entitled to vote or by proxy, or
 - (c) any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.
41. If a poll is duly demanded, it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was deemed.
42. In the case of any equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
43. Every member entitled to vote shall have one vote.
44. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Society have been paid.
45. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing. A proxy need not be a member of the Society.
46. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
47. An instrument appointing a proxy may be in any form which the Committee approve.
48. The instrument appointing a proxy may be delivered in form of post, fax, email or other electronic means as determined by the Committee.
49. The instrument appointing a proxy shall be deemed to confer authority to demand or joint in demanding a poll.

EXECUTIVE COMMITTEE

50. The management of the Society and of its property and funds shall be vested in the Committee which shall comprise not less than five or more than twelve members. The Committee shall include the immediate past chairman who shall serve as an ex-officio member of the Committee, and has the same voting rights as members of the Committee.
51. The number of the member in the Committee shall be increased or decreased by ordinary resolution at any general meeting.

52. The Committee shall include a Chairman, a Senior Vice Chairman, a Vice Chairman, a Secretary, and a Treasurer. The Committee shall be entitled to elect the above office bearers and any other office bearers as the Committee shall from time to time think proper, and shall define their respective functions, powers and responsibilities of the office.
53. All Committee members must be a general member of the Society.
54. The first Committee members shall be the following persons:-
- LUK Bing Lam 陸炳林
TSUI Herman Yik Wai 徐奕偉
HO Vincent Simon 何世傑
LIU King Pui 廖境培
WONG Ming Chung 黃明松
FUNG Mang Tat Richard 馮孟達
YAU Hon Keung 丘漢強
YEUNG Kok Fai 楊國輝
55. Except for the first Committee members, Committee members shall be selected by election by ordinary resolution of the members entitled to vote at Annual General Meetings.
56. No person shall be eligible for election to the office of Committee member unless he or she has achieved the qualification pursuant to these Articles and has been nominated by two general members who have jointly given a notice of nomination to the Committee not less than seven days before the Annual General Meeting at which Committee members are elected. The person so nominated must sign in the notice of nomination to indicate his willingness to be elected and become a candidate.
57. In the event that the total number of candidates is more than the maximum number of Committee members, the candidates receiving the highest number of votes in turn are elected.
58. In the event that the total number of Committee members, being appointed at an Annual General Meeting, is less than the requirements of the minimum number of Committee members, the Committee members shall, within one month, appoint any general member to fill that number of Committee member to comply with the requirements.
59. The Committee shall have power at any time to appoint any general member to be a Committee member to fill a casual vacancy.
60. The term of office for the Committee members elected at an Annual General Meeting shall be up to the next Annual General Meeting. All Committee members whether appointed by ordinary resolution or by the Committee, shall retire at the next Annual General Meeting. The first Committee members shall hold office until the first Annual General Meeting of the Society after incorporation. At Annual General Meeting all members of the Committee shall retire from office, and shall be eligible for re-election without nomination.

61. The Society may by a special resolution remove any Committee member before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the next Annual General Meeting.
62. No salary, remuneration or allowance shall be paid or payable to the Committee members, but they shall be reimbursed out-of-pocket expenses.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

63. The Committee, in addition to the powers and authorities given by these Articles or otherwise expressly conferred upon them, may exercise all such powers and do all such things as may be exercised or done by the Society in general meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to any regulations prescribed by the Society in general meeting, provided that no such regulation shall invalidate any prior act of the Committee which would have been valid if such regulation had not been made.
64. The Committee may appoint any person or persons to be the Spoke-Person or Spoke-Persons for the Society. The Committee may appoint any members to be the representatives of the Society to various statutory and non-statutory bodies in and outside Hong Kong in appropriate cases.
65. The Committee may, whenever necessary, set up subcommittees or working groups to manage activities and events of the Society. The scope of work, powers, and existence of such subcommittees and working groups shall be determined by the Committee from time to time. The Committee may co-opt any individuals to serve in the subcommittees and working groups.
66. The Committee shall have the power to employ and dismiss staff of the Society and to make provision for pensions, gratuities, retirement and other benefits for such staff.

DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS

67. The office of a member of the Committee shall be vacated if such member:
- (a) ceases to be a general member of the Society; or
 - (b) resigns his/her office by notice in writing to the Society; or
 - (c) becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
 - (d) is found lunatic or being of unsound mind; or
 - (e) becomes prohibited by law or court order from being a director of a company, or
 - (f) is removed pursuant to these Articles.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

68. The Committee shall meet together in such period as determined by the Committee from time to time for the dispatch of business or otherwise as the Committee may think proper. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
69. Any Committee member may call a Committee meeting by giving notice of the meeting to the Committee members or by authorizing the secretary to give such notice, subjected to the endorsement of either two committee members or the Chairman. Notice of a Committee meeting must indicate its proposed date and time, and where it is to take place. Notice of a Committee meeting must be given to each Committee member, but need not be in writing.
70. The Chairman should preside at all Committee meetings. In the absence of the Chairman, the Senior Vice Chairman, the Vice Chairman, the Secretary, and the Treasurer shall take the Chair in that order, failing which the meeting shall be postponed till such time and place as determined by the Committee.
71. At any Committee meeting, the presence of four Committee members, one of whom must be an Office Bearer, shall constitute a quorum.
72. All acts done by any meeting of the Committee, or any person acting as a Committee member, shall notwithstanding that it be afterwards be discovered that there was some defect in the appointment of any such Committee member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Committee member.
73. A resolution in writing signed by the majority of the Committee members and the Chairman shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
74. Any Committee member may participate in a meeting of the Committee by means of telephone or other audio communication equipment whereby all persons attending or participating in the meeting can hear each other. The person or persons participating in the meeting in the aforesaid manner shall be deemed for all purposes to be present in person at such meeting.
75. The Committee may delegate any of their powers to any subcommittee or working group which may consist of members of the Committee and the Society and other persons. The Committee may from time to time revoke such delegation, any such subcommittee or working group or any members thereof. Any such subcommittee or working group so formed shall, in the exercise of the powers so delegated, conform to the requirements of the Committee.

SEALS, CHEQUES, ETC.

76. The Seal of the Society shall not be affixed to any instrument except by the authority of a resolution of the Committee and in the presence of two Committee members of the Society and these two members shall sign every instrument to which the Seal of the Society is so affixed in their presence.

77. All cheques, drafts or orders for payment shall be signed by two out of the Chairman, the Senior Vice Chairman, the Vice Chairman, the Secretary and the Treasurer if the payment exceeds a certain amount; otherwise to be signed by one out of the five above-mentioned persons. The amount shall be determined by the Committee from time to time.

ACCOUNTS

78. The Committee shall cause proper books of account to be kept with respect to:-
- (a) All sums of money received and expended by the Society and the matter in respect of which the receipt and expenditure takes places;
 - (b) All sales and purchases of goods by the Society; and
 - (c) The assets and liabilities of the Society.

The books of accounts shall be kept at the registered office of the Society or at such other places as the Committee shall think fit.

79. No member, not being a Committee member, shall have any right of inspecting any account or book or document of the Society except as conferred by statute or by the Articles of Association or authorized by the Committee or by the Society at general meeting.
80. The Committee shall, from time to time in accordance with the relevant provisions of the Ordinance, cause to be prepared such financial statements and report of the Committee and auditor's report to be laid before the Society in Annual General Meetings.

AUDIT

81. Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Ordinance.

NOTICES

82. A notice may be given by the Society to any member either personally or by post or by electronic mail.
83. Every member shall register with the Society a postal address in Hong Kong or an electronic mail address, to which notices shall be sent. Members changing their postal address or electronic mail address shall give written notice to the Society.
84. If a member has not, or failed to, supplied to the Society a correct postal address or electronic mail address, a notice addressed to him and exhibited in the Society's registered office for at least seven days, or posted at the Society's website for at least seven days, shall be deemed to be duly given to him at the expiration of the said seven days.

85. Sending notices to a member through electronic mails is always regarded as valid and effectual provided that the member has made an electronic mail address available.

SECRETARY

86. The first Secretary of the Society shall be LIU King Pui 廖境培 who may resign from this office upon giving notice to the Society of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

WINDING UP AND DISSOLUTION ARRANGEMENT

87. If upon the winding up or dissolution of the Society there remains, after the satisfaction discharge of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property amongst its members, and if so far as effect cannot be given to the aforesaid provisions, then to charitable objects or institutions to be determined by the general members of the Society.

INDEMNITY

88. The Society shall indemnify, subject to the provision of the Ordinance, any Committee member, office bearer, employee, or agent of the Society against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such individual is made a party by reason of being or having been such Committee member or agent, except that the Society shall not indemnify such individuals for willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which such Committee member or agent may be entitled under any agreement, vote of the Committee or otherwise.
89. The Society may purchase such Committee members and officers liability insurance, as the Committee may from time to time deem advisable.

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