

THE COMPANIES ORDINANCE (Chapter 32)

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A Company limited by Guarantee  
And not having a Share Capital

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MEMORANDUM OF ASSOCIATION  
OF  
CHINESE ASSOCIATION OF COGNITIVE BEHAVIOUR THERAPY (HK) LIMITED  
中國認知行爲治療學會(香港)有限公司

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1. The name of the Company is “Chinese Association of Cognitive Behaviour Therapy (HK) Limited 中國認知行爲治療學會(香港)有限公司”, hereinafter referred to as “the Association”.
2. The Registered Office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are as follows:-
  - (a) to advance the theory and practice of psychological interventions subsumed under the realm of Cognitive and Behavioural Psychotherapies, hereinafter referred to as ‘Cognitive Behaviour Therapy’;
  - (b) to advocate and to promote the application of experimental methodology, established psychological theories and learning principles to the assessment and modification of behaviour in a wide variety of settings;
  - (c) to promote awareness of, and adherence to, internationally accepted good practice standards of Cognitive Behaviour Therapy;
  - (d) to make representation and present submission for any cause consistent with the objects of the Association to any governmental or regulatory authority or any other body, association or organization;
  - (e) to co-ordinate, liaise, co-operate or make any kind of arrangements with any other corporation, body, association or organization (whether incorporated or unincorporated and whether having objects similar to any objects of the Association), and with any governmental or regulatory authority and with other organizations related or interested in any way with the objects of the Association, and to foster opportunities and facilities for the development of such co-ordination, liaison and co-operation;

- (f) to promote research, studies, surveys, investigations and discussions of any nature in connection with any aspect of cognitive behaviour therapy, and to encourage and aid in the publication and public dissemination of results of any such research, studies, surveys, investigations or discussions;
- (g) 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 Association;
- (h) to publicize the purpose, history, record, functions, operations, activities or achievement of the Association, by whatever means or channels including, without limitation, by conferences, seminars and public forums, publication of books, periodicals or other documents, circulars or advertisements, and to stimulate support for the Association;
- (i) to promote and arrange the training and skills development of practitioners of or other people interested in cognitive behaviour therapy, through courses, seminars or otherwise;
- (j) to procure the Association to be registered or recognised in any foreign country or territory;
- (k) to purchase, acquire, take on lease or option, exchange, hire or otherwise acquire any real or personal property and any rights or privileges, on whatever terms and conditions, and to vest in the Association any property acquired by or on behalf of the Association and with or without a declared trust in favour of the Association;
- (l) to sell, improve, manage, develop, exchange, lease, enfranchise, surrender, convert, transpose, dispose of, turn to account or otherwise deal with all or any part of the property, rights or undertaking of the Association;
- (m) to invest, administer and deal with any of the moneys and property of the Association in any property, shares, stock, debentures, loan stock, obligations (secured or unsecured), funds, bonds, notes, options, unit trusts, money market funds and other investments, and from time to time to vary or realize such investments;
- (n) to undertake or execute any trust, and to make any settlement of property;
- (o) to be named as beneficiary under any trust howsoever established or constituted and to accept any distributions, loans, grants, subsidies or other financial assistance from any trust, and generally to receive gifts, devises or bequests of money or other property;

- (p) to invite, procure, appeal for, collect and accept contributions or financial assistance (whether periodical or otherwise) in whatever form from any person, corporation or entity to the Association by way of gift, donation, grant, subsidy, loan, legacy or subscription and to organize public or private fund raising activities for this purpose, and to accept donations on any special trusts in connection with the Association;
- (q) to grant scholarships and prizes;
- (r) to enter into, make, perform and carry out contracts or arrangements of every sort with any person, firm, association, body, corporation, private, public or municipal or any governmental authority of any state or territory and to obtain from any such entity any rights, privileges and concessions which the Association may think desirable to obtain, and to exercise any such rights, privileges and concessions;
- (s) to open, maintain, operate and close any accounts with any bank or financial institution and to draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange and other negotiable instruments;
- (t) to borrow, raise or secure the payment of money in whatever manner and to pay off or redeem the same so that no invitation shall be made to the public to subscribe for any debentures or debenture stock;
- (u) to advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security;
- (v) to guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge or otherwise howsoever upon all or any part of the undertaking, property and assets (present and future) of the Association, or by all or any such methods, for the performance of any contracts or obligations, and the payment and repayment of capital or principal (together with any premium) and dividends or interests on any debentures or other securities of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a subsidiary or associate of the Association;
- (w) to appoint and employ and remunerate any person, corporation or other entity for services;
- (x) to establish and support, and to aid in the establishment and support of, any other companies, institutions, societies or associations formed for purposes similar to all or any of the objects of the Association;

- (y) to take or otherwise acquire and hold shares in any other company having objects in whole or in part similar to those of this Association or carrying on any business capable of being conducted so as directly or indirectly to benefit this Association;
- (z) to promote any company for the purpose of acquiring all or any of the property and liabilities of this Association or for any other purpose which may seem directly or indirectly calculated to benefit this Association;
- (aa) to conduct any operation or carry on any business which may seem to the Association capable of being conveniently carried on in connection with the above objects or calculated, directly or indirectly, to enhance the value of or render profitable any of the property or rights of the Association;
- (bb) to acquire or undertake the whole or any part of the operation, property or liabilities of any person or company carrying on any undertaking or operation which the Association authorized to carry on or possessed of property suitable for the purposes of the Association;
- (cc) to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, association or company carrying on or engaged in or about to carry on or engaged in any business or transaction which the Association is authorized to carry on or engaged in any business or transaction capable of being conducted so as directly or indirectly to benefit the Association, and to amalgamate with or become affiliated to any such association or company, and to lend money to, guarantee the contracts of or otherwise assist any such persons, association or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold re-issue, with or without guarantee, or otherwise deal with the same;
- (dd) to sell or dispose of the undertaking of the Association or any part thereof for such consideration as the Association may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Association;
- (ee)
  - (i) to grant gratuities, donations, pensions and emoluments to any person at any time in the employment of the Association, or engaged in any business acquired by the Association, and the spouse, families and dependants of any such person;
  - (ii) to establish, support, subscribe to and aid in the establishment and support of funds, trusts, associations or institutions calculated to benefit members of ex-members of the Association or persons employed by or having dealings with the Association;

- (iii) to subscribe money for the relief of distress caused by natural disasters or other exceptional calamities;
- (iv) to receive contributions, subscriptions or donations for any of the aforesaid purposes from members of the Association, employees or others;
- (ff) to do all 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 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 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. The activities of the Association shall be non-profitable.

5. The income and property of the Association however derived shall be applied solely towards the promotion and furtherance of the objects and powers of the Association as set forth in this Memorandum of Association. No portion of such income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Association.

6. Notwithstanding the provisions of Clause 5 hereof, nothing herein contained shall prevent the payment, in good faith, of reasonable and proper remuneration to any member of the Executive Committee of the Association, or to any officer or servant of the Association, or to any member of the Association, in return for services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 12 per cent per annum or 2 per cent above the prime rate established by the Hong Kong Association of Bankers whichever is the greater on money lent, or reasonable and proper rent for premises let, by any member to the Association, provided that no member of the Executive Committee of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Executive Committee except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises let to the Association provided that the provision last aforesaid shall not apply to any payment

to any Company of which a member of the Executive Committee may be a member and in which such member shall hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

7. The liability of the members is limited.

8. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the Association being wound up while he/she is a member or within one year thereafter, for payment of the debts and liabilities of the Association contracted before the time at which he/she ceases to be a member, and of the costs, charges and expenses of winding up the Association and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HKD10.

9. If upon the winding-up or dissolution of the Association there remains, after 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(s) having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as stringent as is imposed on the Association under or by virtue of Clauses 5 and 6 hereof, such institution(s) to be determined by the members of the Association at or before the time of dissolution and, in default thereof, by a judge of the Supreme Court of Hong Kong 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(s).

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ARTICLES OF ASSOCIATION  
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中國認知行為治療學會(香港)有限公司

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INTERPRETATION

1. In these Articles:

“**Articles**” means these Articles of Association as amended from time to time;

“**Association**” means the Association registered as CHINESE ASSOCIATION OF COGNITIVE BEHAVIOUR THERAPY 中國認知行為治療學會;

“**Chairman**” means the chairman or vice-chairman for the time being of the Executive Committee;

“**Committee Member**” means a member for the time being of the Executive Committee;

“**Executive Committee**” means the committee elected pursuant to the Articles;

“**Fellow Member**” means an individual having the membership status of a Fellow Member in the Association for the time being;

“**Member**” means either a Fellow Member or an Ordinary Member for the time being of the Association;

“**Fellow Members Meeting**” means a general meeting of Fellow Members called pursuant to the Articles;

“**Ordinance**” means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended from time to time, and includes every other ordinance incorporated therewith or substituted therefore, and in the case of any such substitution the references in the Articles to the provisions of the Ordinance shall be read as references to;

“**Treasurer**” means the treasurer for the time being of the Association appointed pursuant to Article 64 of the Articles.

Unless the contrary intention appears in the Articles, expressions referring to writing shall 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 shall include the plural and vice versa; words importing the masculine, feminine or neuter gender shall include the other genders of them; and words importing persons shall include corporations. References to any Article by number are to the particular Article herein.

Subject as aforesaid, any words or expressions defined in the Ordinance shall, if not inconsistent with the subject or context, bear the same meaning in the Articles and the regulations of the Association from time to time in force.

## MEMBERSHIP

2. The number of Members with which the Association proposes to be registered is unlimited.

3. Membership shall be open to individuals of whatever domicile, residence or nationality involved in cognitive behaviour therapy. Corporate or institutional membership will not be allowed.

4. Membership shall be divided into the following classes:

(a) Fellow Members

(b) Ordinary Members.

The maximum number of Fellow Members shall be 20.

5. The subscribers to the Memorandum shall be the initial Fellow Members. Other individuals can become Fellow Members through nomination by a Fellow Member and approval by 75% of the Fellow Members for the time being.

6. Members who are not Fellow Members shall be Ordinary Members.

7. Only Members shall be entitled to the privileges of membership of the Association and only Fellow members shall be entitled to vote at meetings of Members.

8. The rights and privileges of a Member shall be personal to himself, shall not be transferable by his own act or by operation of law, and shall cease upon his death or upon his ceasing from any cause to be a Member under the Articles.

9. Membership in of the Association shall ipso facto cease:
- (a) if a Member shall die or be found to be of unsound mind or be a person whose estate is liable to be dealt with in any way under the law relating to mental health, or if he shall become bankrupt or make any arrangement or composition with his creditors generally;
  - (b) in the event that the Executive Committee by written notice calls upon a Member to resign by reason of his having committed any conduct or is guilty of any omission which is, in the opinion of the Executive Committee, injurious to the character or interests of the Association or be derogatory to the Member's status in the Association, subject to Article 10.

10. Where the Executive Committee by written notice calls upon a Member to resign pursuant to Article 9, such Member shall be entitled to appeal to the Association in Fellow Members Meeting by notice of appeal to the Executive Committee deposited at the registered office for the time being of the Association within 14 days from the date of the notice from the Executive Committee under Article 9. The Executive Committee shall thereupon at the expense of the Association forthwith proceed to convene a Fellow Members Meeting for the purpose of the appeal and shall cause a copy of the notice of appeal to be served at the same time and in the same manner as the notice convening the Fellow Members Meeting on every person entitled to receive notice of Fellow Members Meeting, provided that if no such Fellow Members Meeting is held within 6 weeks from the date of the notice of appeal being deposited, the aggrieved Member may convene a Fellow Members Meeting for the purpose himself. The aggrieved Member and one Committee Member shall be entitled to make submissions at the Fellow Members Meeting convened for this purpose. The aggrieved Member shall forthwith resign if called upon to do so by ordinary resolution of the Fellow Members at the meeting, which resolution shall be final and binding on the Association and the aggrieved Member.

11. Any person who shall for any cause cease to be a Member shall nevertheless remain liable for and shall pay to the Association all moneys which at the time of his ceasing to be a Member shall be due from him to the Association.

12. The Executive Committee may, if it considers the case sufficiently grave, without giving the Member the option of resigning immediately, by written notice to the Member suspend him from the benefits of the Association pending the investigation of his conduct by the Executive Committee.

13. A Committee Member shall not be entitled to vote at any meeting or participate in any decision of the Executive Committee to investigate or determine any case in which the Committee Member is a complainant.

## EXECUTIVE COMMITTEE

14. The Executive Committee shall consist of at least two Fellow Members.
15. The first Committee Members shall be nominated in writing by the subscribers to the Memorandum and Articles of the Association. Thereafter, additional Committee Member may be appointed pursuant to Articles 16 and 18.
16. The Fellow Members may from time to time in Fellow Member Meeting appoint any individual, who must be a Fellow Member, as a Committee Member either to fill a casual vacancy or as an additional Committee Member.
17. Unless the Fellow Members by ordinary resolution determine otherwise, a Committee Member shall hold office until the annual Fellow Members Meeting after the date of his appointment (or re-election, as the case may be), at which time he shall retire from office but shall immediately be eligible for re-election.
18. Without prejudice to the powers of Fellow Members under Article 16, the Executive Committee shall have power from time to time and at any time to appoint any Fellow Member as a Committee Member to fill a casual vacancy.
19. The Fellow Members may at any time by special resolution remove any Committee Member, provided that the grounds upon which the removal is being considered shall have been communicated in writing by the Executive Committee on behalf of the Association to the person concerned not later than 21 days before the resolution for removal and such person shall be given an opportunity to answer either in writing before the meeting or orally at the meeting.
20. No Committee Member shall receive a salary from the Association. A Committee Member shall be paid all traveling, accommodation and other expenses properly incurred by him in attending and returning from meetings of Committee Members or Fellow Members Meetings or in connection with the business of the Association.

## CHAIRMAN

21. The Executive Committee may from time to time elect one Committee Member to be Chairman and any number of the Committee Members to be Vice-Chairman, who may be entrusted with such powers and duties as the Executive Committee may from time to time determine.

## POWER OF EXECUTIVE COMMITTEE

22. The management of the affairs, administration and business of the Association shall be vested in the Executive Committee. The Executive Committee may pay all the expenses incurred in the formation and registration of the Association and may exercise all such powers and do all such acts and things as the Association is, by its Memorandum and Articles of Association or otherwise, authorized to exercise to do and are not hereby or by the Ordinance required to be exercised or done by the Association in general meeting, but subject nevertheless to the Ordinance and the Memorandum and Articles of Association to any regulations (not being inconsistent with the Articles) from time to time made in Fellow Members Meeting. No such regulation shall invalidate any prior act of the Executive Committee which would have been valid if such regulation had not been made.

23. The Executive Committee may make rules for regulating the affairs of the Association which shall be binding on all Members, and may from time to time revoke, alter or replace any such rules. In particular and without prejudice to the foregoing, the Committee may make rules with regard to any of the following matters:-

- (a) as to the application procedures for membership, particulars to be supplied by candidates for membership, and the rights and privileges (so far as not provided for by the Articles) which shall be accorded to Members;
- (b) as to the entrance fees and annual subscriptions for Members;
- (c) as to the organisation, management and conduct of social events arranged by the Association;
- (d) as to the arrangements for reciprocal concessions or other matters with any other corporation, body, association or organisation;
- (e) as to any other matter as to the operation of the Association not already provided for by the Memorandum and Articles of Association, provided always:-
  - (i) that no rules shall be inconsistent with the Memorandum and Articles of Association of the Association;
  - (ii) that any rules may be cancelled modified or amended by special resolution of Fellow Members.

## PROCEEDING OF THE EXECUTIVE COMMITTEE

24. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings and business as it may think fit. Meetings of the Executive Committee may be convened on request of the Chairman or by the requisition in writing signed by one Committee Member stating the objects for which such meetings are to be convened and forwarded to the secretary of the Association.

25. Unless otherwise determined by the Executive Committee, the quorum necessary for the transaction of the business of the Executive Committee shall be a majority of the Committee Members or their alternates personally present.

26. The Chairman shall preside as chairman at meetings of the Executive Committee. If at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the Committee Members present may choose one of their members to be chairman of the meeting.

27. Questions arising at any meeting of the Executive Committee 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.

28. The continuing Committee Members may act notwithstanding any vacancy in their body but, if and so long as their numbers is reduced below the number fixed by or pursuant to the Articles as the necessary quorum for a meeting of Committee Members, the continuing Committee Members may act for the purpose of (a) admitting candidates to membership of the Association, (b) increasing the number of Committee Members to that number, or (c) summoning a general meeting of the Association, but for no other purpose.

29. A Committee Member unable to attend any meeting of the Executive Committee may authorize any other Committee Member to attend and vote for him at that meeting, and in that event the Committee Member so authorised shall have a vote for each Committee Member by whom he is so authorised in addition to his own vote. A Committee Member authorising another to attend and vote for him pursuant to this Article shall be counted for the purposes of determining whether a quorum is present, provided that in no circumstances shall the quorum be less than two Committee Members or their alternates physically present in person.

30. A resolution in writing signed by the majority of the Committee Members then in office shall be as valid and effective as a resolution passed at a meeting duly convened. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the Committee Members. A signed message sent by telex, facsimile or other form of electronic communication shall constitute a document signed by relevant person for the purposes of this Article.

31. A Committee Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract (being a contract of significance in relation to the Association's business) with the Association shall, if his interest in the contract or proposed contract is material, declare the nature of his interest at a meeting of Executive Committee in accordance with Section 162 of the Ordinance. A Committee Member shall not be entitled to vote in respect of any contract or arrangement in which he is interested or to be counted in the quorum present at the meeting at which such contract or arrangement is considered.

32. Subject to Article 31, no Committee Member shall be disqualified from his office from contracting as vendor, purchaser or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Association with any company or partnership of or in which any Committee Member shall be a member or otherwise interested be capable on that account of being avoided; nor shall any Committee Member so contracting or being such member or so interested be liable to account to the Association for any profit realized by any contract or arrangement by reason only of such Committee Member being under a fiduciary relationship with the Association.

33. The Executive Committee may delegate any of its powers to the Chairman or Vice-Chairman or to sub-committees to be appointed by the Executive Committee consisting of such Members (who need not be Committee Members) as the Executive Committee may think fit, and may from time to time revoke such delegation, or revoke the appointment of and discharge any such sub-committee, either wholly or in part and either as to persons or purposes. The Chairman, Vice-Chairman and every sub-committee so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on him or on it by the Executive Committee.

34. All acts done in good faith by any meeting of the Executive Committee or a sub-committee of the Executive Committee shall, notwithstanding it be afterwards discovered that there was any defect in the appointment of any such Members, 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.

35. The Executive Committee shall have power to employ and dismiss staff and generally to act in the name of the Association in whatever manner for the purposes of carrying out and furthering the aims, objects, powers and functions of the Association.

36. The office of a Committee Member shall be vacated if:

- (a) he becomes bankrupt or makes a composition or scheme of arrangement with his creditors;
- (b) he is found lunatic or become of unsound mind;

- (c) he resigns his office by notice in writing to the Association;
- (d) he is directly or indirectly interested in any contract with the Association and fails to disclose the nature of his interest in manner required by Section 162 of the Ordinance.

#### GENERAL MEETINGS

37. The Association shall in each year hold a general meeting of Fellow Members 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 fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next, provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold one 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 Executive Committee shall appoint.

38. All general meetings of Fellow Members, other than annual general meetings, shall be called extraordinary general meetings. The Executive Committee may, whenever it thinks fit, convene an extraordinary general meeting at such time and place as it determines.

39. The Executive Committee shall, on the requisition of Fellow Members representing not less than ten per cent of the total number of Fellow Members, forthwith proceed to convene a Fellow Members Meeting and, in the case of such requisition, the following provisions shall have effect:

- (a) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the registered office for the time being of the Association.
- (b) If the Executive Committee does not proceed to cause a Fellow Members Meeting to be held within 21 days from the date of the requisition being so deposited, the requisitionists themselves may convene the Fellow Members Meeting, but any meeting so convened shall not be held after 3 months from the date of deposit of such requisition.
- (c) Any meeting convened under this Article shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Executive Committee.

## NOTICE OF GENERAL MEETINGS

40. An annual general meeting and a meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing, 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 at least 14 days' notice in writing. 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 time and the place of meeting and, in case of special business, the general nature of that business, and shall be given in the 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, entitled to receive such notices from the Association. 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 an annual general meeting, by all the Fellow 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 Fellow Members having a right to attend and vote at the meeting, being majority together representing not less than 95 per cent of the voting rights at that meeting of all the Fellow Members.

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

## PROCEEDINGS AT GENERAL MEETINGS

42. 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, the reports of the Executive Committee and the auditors, the election of Committee Members in the place of those retiring at the meeting whether by rotation or otherwise, and the appointment and determination of the remuneration of the auditors.

43. Discussion at an extraordinary general meeting shall be confined to the business for which the meeting has been convened.

44. The quorum for any Fellow Members Meeting shall be a majority of the Fellow Members for the time being present in person or by proxy.

45. 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 Fellow Members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day, time and place as the Executive Committee may by notice to the Fellow Members appoint. If at such adjourned meeting a quorum is not present, the Fellow Members present shall be a quorum, and may transact the business for which the meeting was called.

46. The Chairman shall preside as chairman at every general meeting of the Association, but if the Chairman is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Committee Members present shall elect one of their number to be chairman of the meeting.

47. If at any meeting neither the Chairman nor any Committee Member is willing to act as chairman or if neither the Chairman nor any Committee Member is present 15 minutes after the time appointed for holding the meeting, the Fellow Members present shall choose one of their number to be chairman of the meeting.

48. 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 10 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.

49. At any Fellow Members Meeting, a resolution put to the vote of the meeting, being an ordinary resolution, shall be carried on a show of hands by a majority in favour of the votes of those Fellow Members present and voting, and, being a special resolution, shall be carried on a show of hands by not less than 75 per cent in favour of the votes of those Fellow Members present and voting, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two Fellow Members present in person and entitled to vote. Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

50. Except as provided in Article 52, if a poll is duly demanded, it shall be taken in such a 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 demanded.

51. 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.

52. 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 poll has been demanded may be proceeded with pending the taking of the poll.

53. A resolution in writing signed by all Fellow Members for the time being entitled to receive notice of and attend and vote at Fellow Members Meetings shall be treated as a resolution duly passed at a Fellow Members Meeting duly convened and held, and where relevant, as a special resolution so passed. Any such resolution may consist of several documents in the like form, each signed by one or more persons, provided that where several documents are used, each such document shall be certified in advance by the secretary of the Association to contain the correct version of the proposed resolution.

#### VOTES OF MEMBERS

54. Each Fellow Member shall have one vote.

55. No Fellow Member shall be entitled to vote at any Fellow Members Meeting unless all monies presently payable by the Fellow Member to the Association have been paid.

56. On a poll, votes may be given either personally or by proxy.

57. The instrument appointing a proxy shall be in writing under the hand of the appointor. A proxy need not be a Fellow Member.

58. The instrument appointing a proxy shall be deposited at the registered office of the Association or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

59. An instrument appointing a proxy may be in the following form, or any other form which the Executive Committee shall approve:

“CHINESE ASSOCIATION OF COGNITIVE BEHAVIOUR THERAPY

I/We, \_\_\_\_\_ of \_\_\_\_\_

being a member/members of the Chinese Association of Cognitive Behaviour Therapy, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or falling him, of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof.

This form is to be used \*in favour of/against the resolution.

Unless otherwise instructed the proxy will vote as he thinks fit.

\*strike out whichever is not desired.”

60. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

61. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy provided that no intimation in writing of such death, insanity, or revocation shall have been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

HONORARY ADVISERS

62. The Executive Committee shall have power to invite any person as the Executive Committee considers desirable to be honorary advisers to the Association. Advisers shall have none of the rights and liabilities of a Member.

63. The Executive Committee may in its discretion from time to time invite any adviser or other observers to attend Executive Committee Meetings or Fellow Members Meetings. Any invited adviser or observer shall have the right to speak but shall not have the power to vote at such meetings.

TREASURER

64. The Association may have a Treasurer who shall be appointed by the Executive Committee. The Executive Committee may at any time remove the Treasurer and appoint another person in his stead. The Treasurer need not be a Member.

65. The Treasurer or such other person or persons as the Executive Committee shall from time to time determine shall receive any subscriptions, other contributions and all other monies coming to the Association. The receipt of the Treasurer shall be the only sufficient discharge. The Treasurer shall pay all monies received for the Association into accounts with such financial institutions to be named by the Executive Committee from time to time.

#### MINUTES

66. The Executive Committee shall cause minutes to be kept of the decisions made by and the proceedings of meetings of the Executive Committee and any sub-committee of the Executive Committee, and of all resolutions and proceedings of general meetings of the Association. Any such minutes, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be prima facie evidence of the matters stated in such minutes. All minutes of the Executive Committee or any sub-committee of the Executive Committee shall be laid before the next meeting of the Executive Committee.

#### ACCOUNTS

67. The Executive Committee shall cause proper books of accounts to be kept with respect to:

- (a) all sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure takes place;
- (b) all assets and liabilities of the Association; and
- (c) all other matters necessary for showing a true and fair view of the financial state and condition of the Association.

68. The books of accounts shall be kept at the registered office for the time being of the Association or at such other place or places as the Executive Committee shall from time to time think fit. The books of accounts shall always be open to inspection by any Committee Member during office hours.

69. In each year the Executive Committee shall cause to be drawn up an annual report and a statement of accounts to be laid before the annual general meeting for that year. For such purpose the accounts of the Association shall be audited annually.

70. The Executive Committee shall from time to time determine 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. No Member not being a Committee Member 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 Committee or by the Association in general meeting.

71. At the annual general meeting in each year, the Executive Committee shall lay before the Association a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet shall be accompanied by proper reports of Executive Committee and of the auditors of the Association, and copies of such account, balance sheet and report (all of which shall comply with any statutory requirements for the time being in force) and of any documents required by law to be annexed or attached thereto or to accompany the same shall, not less than 21 clear days before the date of the meeting, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereunder directed to be served. The auditors' report shall be open to inspection and shall be read before the meeting.

#### THE SEAL

72. The Executive Committee shall provide for the safe custody of the common seal of the Association and the common seal shall not be affixed to any instrument except by authority of a resolution of the Executive Committee. Every instrument to which the common seal is affixed shall be signed by two Committee Members or by such other persons (being not less than two in number) as may be appointed by the Executive Committee for this purpose.

#### CHEQUES AND CONTRACTS

73. All cheques drawn on the Association's bank account or accounts, all orders for payment, promissory notes, and other negotiable instruments made or issued by the Association and all other contracts and instruments entered into by the Association, in the ordinary course or business, shall be signed by any one or more authorized signatory(ies) designated by the Executive Committee for this purpose.

#### AUDITORS

74. Auditors of the Association shall be appointed and their duties regulated in accordance with the Ordinance.

#### SECRETARY

75. The First Secretary of the Company shall be Bosswood International Limited who may resign from this office upon giving notice to the Company of such intention and such resignation shall take effect upon the expiration of such notice or its earlier acceptance.

#### NOTICES

76. A notice may be served by the Association upon any Member either personally or by sending it through the post in a prepaid letter to the registered address of the Member appearing in the register of Members.

77. Subject to the Ordinance and other contractual undertaking of the Association, only Fellow Members shall have the right to receive notice of meeting of the Association.

78. Any notice served by post shall be deemed to have been served at the expiration of 48 hours after the letter containing the same is put in the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed in accordance with Article 75 hereof and put in the post office as a prepaid letter.

#### INDEMNITY

79. Subject to the provisions of Section 165 of the Ordinance, if any prosecution, action or suit at law be commenced against any Committee Member or any officer, servant or agent of the Association for anything done by him in the proper or reasonable discharge or his duties, such person shall be defended and indemnified by and at the cost of the Association from all damages, costs and expenses which may be incidental to or may result from such prosecution, action or suit at law, and the property and funds of the Association may be applied for such purpose as may be directed by the Executive Committee from time to time, provided however that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a court.

#### DISSOLUTION

80. The provision of Clause 9 of the Association's Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in the Articles.