



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting (AGM) of The Hong Kong College of Pathologists will be held at the Pao Yue Kong Auditorium, the Hong Kong Academy of Medicine Jockey Club Building, 99 Wong Chuk Hang Road, Aberdeen, Hong Kong on **26 November 2016 at 5:00 p.m.** with the following agenda:

1. To confirm the minutes of the 24th AGM held on 28 November 2015
2. To deal with any business arising from the minutes
3. To receive the Report of the Council on College activities (2015-2016)
4. To receive the Auditor's Report and Financial Statements for the period from 1 July 2015 to 30 June 2016
5. As special business, to consider and, if thought fit, to pass the following Resolution which will be proposed as a Special Resolution:-

SPECIAL RESOLUTION

THAT:

the new articles of association in the form produced to the meeting and watermarked "Amended", and initialled by the Chairman of the meeting for the purpose of identification, ("New Articles"), be and are hereby approved and adopted as the articles of association of the College in substitution for and to the exclusion of the articles of association of the College in force immediately before the passing of this Special Resolution.

(please see Annex)

6. To re-appoint Auditor
7. To re-appoint Honorary Legal Advisor
8. To elect Office Bearers and Council Members
9. Any other business

Dated the 20th day of October 2016.

By Order of the Council

TANG Wai Lun
Registrar



Note:

A member entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote in his or her stead. The proxy need not be a member. The instrument appointing a proxy shall be in writing under the hand of the appointer, and shall be deposited at the office of the College (Room 606, 6/F, the Hong Kong Academy of Medicine Jockey Club Building, 99 Wong Chuk Hang Road, Aberdeen, Hong Kong) not less than 48 hours before the time appointed for holding 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. Only the originals of completed proxy forms received no later than 24 November 2016 5:00 p.m. are considered as valid. For Voting Member (referring to Founder Fellow, Fellow and Founder Member), a proxy form accompanies this Notice.



ANNEX - Information on Proposed Amendments to the Articles of Association

The Companies Ordinance, Chapter 622 of the Laws of Hong Kong ("New Companies Ordinance") has replaced the Companies Ordinance, Chapter 32 of the Laws of Hong Kong. As a result, the College considers it appropriate to bring the existing memorandum and articles of association of the College in line with the New Companies Ordinance by adopting the New Articles of Association which incorporate certain key changes under the New Companies Ordinance.

In addition, the Council would like to update the definition of Fellow in the Articles concerning Membership. The Fellow shall be a registered medical practitioner, with deletion of "or registered dentist". The phrase "full registration" is also deleted.

Attached please find: (1) The existing 2013 Memorandum and Articles (no execution clauses included), (2) The merged and amended 2016 Articles (no execution clauses included, watermarked "Amended" and initialled by the Chairman of the meeting for the purpose of identification "New Articles") and (3) Marked-up version of 2016 "New Articles" with footnotes for easy comparison.