MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ASIAN-PACIFIC HEPATO-PANCREATO-BILIARY ASSOCIATION LIMITED

Incorporated the day of 200

Certified True Copy

Leung Wing Miu Mabel
Johnson Stokes & Master
Solicitor, Hong Kong SAR

#129100v10
THE COMPANIES ORDINANCE (CAP. 32)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

ASIAN-PACIFIC HEPATO-PANCREATO-BILIARY ASSOCIATION LIMITED

1. NAME

The name of the company (the “Company”) is “ASIAN-PACIFIC HEPATO-PANCREATO-BILIARY ASSOCIATION LIMITED”.

2. REGISTERED OFFICE

The registered office of the Company will be situated in Hong Kong.

3. OBJECTS

The objects of the Company are:-

(1) To improve education, training, innovation and patient care in the field of hepato-pancreato-biliary (“HPB”);

(2) To disseminate research findings and best treatment practices, advance HPB specific training, foster research and innovation and encourage multidisciplinary collaboration, thereby improving evidence-based care and optimizing the outcomes of patients with HPB disorders throughout the Asian-Pacific region;

(3) To relieve human suffering caused by HPB disorders;
(4) To accept and collect donations (whether of real or personal estate), devise and bequests, establish, undertake, superintend, administer and contribute to any charitable funds and make donations or advances, provide funds and make gifts in kind or promise gifts to or for or otherwise assist charitable organisations for the purposes of carrying out or achieving any charitable objects herein contained;

(5) To organise, carry out and perform all and any other activities, acts, works, enterprises or things of a charitable nature as determined by the Company;

(6) In furtherance of the objects of the Company but not otherwise, the Company may:-

(a) on a non-profit making basis, present, promote, organize, provide, manage, sponsor, produce and show plays, films, concerts, entertainments, exhibitions, tutorials, seminars, courses and workshops, whether on the premises of the Company or elsewhere, for the enjoyment of visitors, the general public or sectors of the public;

(b) coordinate and work with other agencies or bodies having similar charitable objects herein contained;

(c) procure to be written, printed, published and issued such papers, books, pamphlets, reports, journals, films or other documents as shall further the objects of the Company;

(d) generally support, subscribe to or guarantee money for any charitable purpose, or for any other purpose calculated to further the objects of the Company and take such steps by personal or written appeals, public campaigns, meetings, exhibitions, broadcasts or otherwise as may from time to time be deemed necessary or expedient for the purpose of raising funds for or promoting or advertising the objects of the Company;

(e) on a non-profit making basis, generally originate, purchase, or by other lawful means acquire and protect, prolong, renew, develop and improve, throughout the world, any patents, patent rights, copyrights, trademarks, trade names, processes, protections, licenses and concessions concerned with inventions, exclusive or non-exclusive, or limited right to use any secret or any device, emblem, name, or motto or any know-how or any secret information and sell, let, charge, dispose of, use, manufacture under and grant licenses or privileges in respect of the same;
apply for, invite and collect contributions or assistance from members of the Company or from any other persons, corporations or authorities, by way of subscription, donation or otherwise;

acquire by purchase, gift or otherwise, any real or personal property whether subject to any special trust or not;

sell, improve, manage, develop, exchange, lease, mortgage, dispose of or otherwise deal with all or any part of the property, assets, rights and privileges of the Company;

purchase, take on lease or otherwise acquire for the purpose of the Company any estate and building, easement or other interest in real or leasehold property;

undertake and execute any trusts which may lawfully be undertaken by the Company and to act as executors and administrators;

borrow or raise money for the purposes of the Company and on such security as may be thought fit;

invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property in any manner in any part of the world, on such terms and with such institutions as may be thought fit;

lend or donate money to such charitable associations or institutions on such terms as may seem expedient and grant scholarships, donate money, provide funds, make gifts in kind and promise gifts to or for any person or persons, corporations or organisations to achieve the fulfilment of the objects of the Company; provided that none of the funds of the Company shall be subscribed to any association, institution, corporation and organisation which does not prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clauses 4 and 5 hereof;

appoint, employ and, subject to Clause 5 hereof, remunerate, and, from time to time if thought fit, dismiss and replace with others, any trustees, agents, clerks or servants or other employees as the Company may think fit, lawyers, accountants, surveyors or other professional or non-professional advisers or consultants as may be considered expedient;
(o) draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange and other negotiable or transferable instruments;

(p) obtain any ordinance, enactment or order for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution;

(q) vest any real or personal property, rights or interest acquired or belonging to the Company in any person for the benefit of the Company with a declaration in favour of the Company;

(r) subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities of any other association or company having objects altogether or in part similar to those of the Company or carrying on any enterprise or operation capable of being conducted so as to further the objects of the Company provided that any such other association or company shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clauses 4 and 5 hereof;

(s) establish and support or aid in the establishment and support of any charitable associations or institutions and subscribe or guarantee such associations or institutions the payment of moneys for the objects of the Company; provided that none of the funds of the Company shall be subscribed to any association, institution, corporation and organisation which does not prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clauses 4 and 5 hereof;

(t) establish or promote or concur in establishing or promoting any charitable company or companies including trust corporations which may seem calculated to benefit the Company provided that any such company shall prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Company under or by virtue of Clauses 4 and 5 hereof;

(u) in so far as the same are necessary further the objects of the Company, guarantee or otherwise support or secure whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights (present and future) of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums,
interest, dividends, costs and expenses on any stocks, shares or securities) by any related company which shall prohibit the
distribution of its income and property among its members to an
extent at least as great as is imposed on the Company under or by
virtue of Clauses 4 and 5 hereof, and act as agents in furthering the
objects of the Company;

(v) amalgamate with any companies, institutions, societies or associations
which are charitable at law and have objects altogether or in part
similar to those of the Company 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 Company
under or by virtue of Clauses 4 and 5 hereof;

(w) procure the Company to be registered or recognised in any part of the
world;

(x) enter into any arrangements with any governments or authorities,
supreme, municipal, local or otherwise, or any person or company
that may seem conducive to the objects of the Company, or any of
them, and obtain from any such government, authority, person or
company any rights, privileges, charters, contracts, licences and
concessions which the Company may think it desirable to obtain and
to carry out, exercise and comply therewith;

(y) support or, as the case may require, oppose any proceedings or
applications which may seem calculated directly or indirectly to
benefit or, as the case may require, prejudice the Company’s interest;

(z) establish and maintain or procure the establishment and maintenance
of any contributory or non-contributory pension or superannuation
funds for the benefit of and give or procure the giving of donations,
gratuities, pensions, allowances or emoluments to any persons who
are or were at any time in the employment or service of the Company
and the wives, widows, families and dependents of any such persons
and make payments to or towards the insurance of any such persons
as aforesaid;

(aa) pay out of the funds of the Company all expenses which the
Company may lawfully pay with respect to the incorporation and
registration of the Company;

(bb) apply money for any of the purposes hereof;

(cc) carry out any other lawful acts or things which may seem to the
Company capable of being conveniently carried out in connection
with the foregoing objects of the Company or as are incidental or conducive to the attainment of the above objects or any of them;

Provided that:-

(i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

(ii) the objects of the Company shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers; and

(iii) the powers set forth in the Seventh Schedule of the Companies Ordinance, Chapter 32 of the laws of Hong Kong are hereby excluded.

4. USE OF INCOME AND PROPERTY

The income and property of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company as set forth hereof. Subject to Clauses 5(2) and (3) below, no portion thereof 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 Company.

5. REMUNERATION, INTEREST AND RENT

(1) No member of the Council or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees and no remuneration or other benefit in money or money's worth (except as provided in (3) below) shall be given by the Company to any member of the Council or governing body of the Company.

(2) Nothing herein shall prevent the payment, in good faith, by the Company of reasonable and proper remuneration to any officer or servant of the Company, or to any member of the Company not being a member of the Council or governing body of the Company in return for any services actually rendered to the Company.

(3) Nothing herein shall prevent the payment, in good faith, by the Company:-

(a) to any member of its Council or governing body of out-of-pocket expenses;

(b) of interest on money lent by any member of the Company 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 Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Council or governing body; and

(d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Company 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.

(4) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with (2) and (3) above.

6. **LIMITED LIABILITY**

The liability of the members of the Company is limited.

7. **CONTRIBUTION TO ASSETS**

Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while such person is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Company contracted before such person ceased to be a member, and of the costs, charges and expenses of winding up and, for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding HK$100.00.

8. **APPLICATION OF EXCESS PROPERTY**

If, upon the winding up or dissolution of the Company, 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 Company but shall be given or transferred to some other institution or institutions having charitable objects 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 Company under or by virtue of Clauses 4 and 5 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and, in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and, if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
WE, the 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

(1) Tadahiro TAKADA (高田 忠敬)
Department of Surgery
Teikyo University School of Medicine
2-11-1, Kaga, Itabashi-ku
Tokyo 173-8605
Japan
Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

Name: Mihoko Ueotani (上大谷 美穂子)
Address: Department of Surgery
Teikyo University School of Medicine
2-11-1 Kaga, Itabashi-ku, Tokyo 173-8605
Japan
Occupation: Secretary to Professor Tadahiro Takada
Department of Surgery, Teikyo University
WE, the persons whose names, addresses and descriptions are hereinafter subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(2) James TOOULI
Department of General and Digestive Surgery
Flinders Medical Centre
Flinders Drive, Bedford Park
South Australia 5042
Australia

Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

Name: Elizabeth Andrews
Address: 2 Eden Avenue
          Bellevue Heights
          South Australia 5050
          Australia

Occupation: Personal Assistant
WE, the persons whose names, addresses and descriptions are hereof subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(3) Xiao-Ping CHEN (陳孝平)
Department of Surgery
Tongji Hospital, Tongji Medical College
Huazhong University of Science & Technology
Hepatic Surgery Centre
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Wuhan 430040
China

Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

Name: Mihoko Ueotani (上大谷 美穗子)
Address: Department of Surgery
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2-11-1 Kaga, Itabashi-ku, Tokyo 173-8605
Japan

Occupation: Secretary to Professor Tadahiro Takada
Department of Surgery, Teikyo University
WE, the 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

(4) Bennardus Benny PHILIPPI
Department of Surgery
Cipto Mangunkusumo
Jl. P. Diponegoro no. 71
Jakarta
Indonesia

Medical Doctor

Dr. Bennardus Benny philippi

Dated the 20th day of August , 2006

WITNESS to the above signature:

Dr. Toar Jean Maurice Lalisang

Name: Dr. Toar Jean Maurice Lalisang

Address: Department of Surgery University of Indonesia
          Cipto Mangunkusumo Hospital
          Jl. P. Diponegoro No. 71, Jakarta - Indonesia

          Senior Lecturer
          Occupation: Staff Department of Surgery, Digestive Division
          University of Indonesia, Cipto Mangunkusumo Hospital
WE, the 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

(5) Palepu JAGANNATH
Department of Surgical Oncology
Lilavati Hospital
Asian Institute of Oncology – SL Raheja Hospital Mumbai
India
Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

P. Wagle

Name: Dr. Prasad Wagle
Address: Lilavati Hospital and Research Centre
Bandra Reclamation, Bandra (West)
Mumbai 400 050
INDIA

Occupation: Consultant Surgeon
WE, the 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

(6) Sheung-Tat FAN (范上達)
Department of Surgery
The University of Hong Kong Medical Centre
Queen Mary Hospital
Room 206, Professorial Block
102 Pokfulam Road
Hong Kong SAR

Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

Name: Mihoko Ueotani (上大谷 美穂子)

Address: Department of Surgery
Teikyo University School of Medicine
2-11-1 Kaga, Itabashi-ku, Tokyo 173-8605
Japan

Occupation: Secretary to Professor Tadahiro Takada
Department of Surgery, Teikyo University
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Names, Addresses and Descriptions of Subscribers

(7) Masao TANAKA (田中雅夫)
Department of Surgery and Oncology
Graduate School of Medicine Kyushu University
3-1-1, Maidashi, Higashi-ku
Fukuoka 812-8582
Japan

Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

Name: Mihoko Ueotani (上大谷 美穂子)

Address: Department of Surgery
Teikyo University School of Medicine
2-11-1 Kaga, Itabashi-ku, Tokyo 173-8605
Japan

Occupation: Secretary to Professor Tadahiro Takada
Department of Surgery, Teikyo University
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Names, Addresses and Descriptions of Subscribers

(8) Joseph Wan Yee LAU (劉允怡)
Department of Surgery
The Chinese University of Hong Kong
Prince of Wales Hospital
Shatin, New Territories
Hong Kong SAR

Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

Name: Miboko Ueotani (上大谷 美穂子)
Address: Department of Surgery
Teikyo University School of Medicine
2-11-1 Kaga, Itabashi-ku, Tokyo 173-8605
Japan

Occupation: Secretary to Professor Tadahiro Takada
Department of Surgery, Teikyo University
WE, the persons whose names, addresses and descriptions are hereeto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(9) Miin-Fu CHEN (陳敏夫)
Department of Surgery
Chang Gung Medical University
Chang Gung Memorial Hospital 0903/2001
5, Fu-Hsing Street
Kwei-Shan Taoyuan 333
Taiwan, R.O.C.

Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

[Signature]

Name: Mihoko Ueotani (上大谷 美穂子)

Address: Department of Surgery
Teikyo University School of Medicine
2-11-1 Kaga, Itabashi-ku, Tokyo 173-8605
Japan

Occupation: Secretary to Professor Tadahiro Takada
Department of Surgery, Teikyo University
WE, the 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

Cruz

Serafin HILVANO
Division of Hepatobiliary Pancreatic Surgery
Department of Surgery
College of Medicine-Philippine General Hospital
University of the Philippines Manila
Taft Avenue, Ermita
Manila, Philippines 1000

Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

Name: Mihoko Ueotani (上大谷 美穂子)

Address: Department of Surgery
Teikyo University School of Medicine
2-11-1 Kaga, Itabashi-ku, Tokyo 173-8605
Japan

Occupation: Secretary to Professor Tadahiro Takada
Department of Surgery, Teikyo University
WE, the 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

(11) Sung-Gyu LEE
Department of General Surgery
Division of Hepato-Biliary Surgery and Liver Transplantation
Asan Medical Center, Ulsan University Medical School
Korea 388-1 Poongnap-Dong, Songpa-ku
Seoul 138-736, Korea
Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

Name: SHIN HUIANG
Address: 3881 Poongnap-dong, Songpa-ku
Seoul, Korea
Occupation: Associate Professor of Surgery
Asan Medical Center
WE, the 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

(12) Kui Hin LIAU
Hepatopancreatobiliary Surgery Unit
Department of Surgery
Digestive Disease Centre
Tan Tock Seng Hospital
11 Jalan Tan Tock Seng
Singapore 308433

Medical Doctor

Dated the 20th day of August , 2006

WITNESS to the above signature:

Name: Mihoko Ueotani (上大谷 美穂子)

Address: Department of Surgery
Teikyo University School of Medicine
2-11-1 Kaga, Itabashi-ku, Tokyo 173-8605
Japan

Occupation: Secretary to Professor Tadahiro Takada
Department of Surgery, Teikyo University
WE, the 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

(13) Vibul SACHAKUL
Phramongkutklao College of Medicine
415 Rajvithi Rd., Rajthivi
Bangkok 10400
Thailand

Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

Name: Mihoko Uecotani (上大谷 美穗子)

Address: Department of Surgery
Teikyo University School of Medicine
2-11-1 Kaga, Itabashi-ku, Tokyo 173-8605
Japan

Occupation: Secretary to Professor Tadahiro Takada
Department of Surgery, Teikyo University
WE, the 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

(14) Harjit SINGH  
Department of Hepato-Pancreato-Biliary Surgery  
Selayang Hospital  
Selayang-Kepong Highway  
68100 Batu Caves, Selangor  
Malaysia

Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

Name: Mihoko Ueotani (上大谷 美穂子)

Address: Department of Surgery  
Teikyo University School of Medicine  
2-11-1 Kaga, Itabashi-ku, Tokyo 173-8605  
Japan

Occupation: Secretary to Professor Tadahiro Takada  
Department of Surgery, Teikyo University
WE, the 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

Albert
John WINDSOR
Faculty of Medicine and Health Science
University of Auckland
5th Floor, ECom House
3 Ferncroft Street, Grafton
Auckland, New Zealand

Medical Doctor

Dated the 20th day of August, 2006

WITNESS to the above signature:

Name: Mihoko Ueotani (上大谷 美穂子)
Address: Department of Surgery
Teikyo University School of Medicine
2-11-1 Kaga, Itabashi-ku, Tokyo 173-8605
Japan

Occupation: Secretary to Professor Tadahiro Takada
Department of Surgery, Teikyo University
WE, the persons whose names, addresses and descriptions are hereby subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(16) Masatoshi MAKUUCHI (幕内雅敏)
Hepato-Biliary-Pancreatic Surgery Division
Artificial Organ and Transplantation Division
Department of Surgery
Graduate School of Medicine
University of Tokyo
7-3-1 Hongo, Bunkyo-ku
Tokyo 113-8655, Japan

Medical Doctor

Dated the 3rd day of September, 2006

WITNESS to the above signature:

Name: Sumihito TAMURA. (田村純人)
Address: Department of Surgery, University of Tokyo
7-3-1, Hongo, Bunkyo-ku Tokyo 113-8655, Japan
Occupation: Medical Doctor
THE COMPANIES ORDINANCE (CAP. 32)

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ASIAN-PACIFIC HEPATO-PANCREATO-BILIARY ASSOCIATION LIMITED

DEFINITIONS

1. In these Articles, except where the context otherwise requires:-

"Council Member" means any person for the time being appointed as a member of the Council, who shall be deemed to be a director for the purposes of the Ordinance;

"Council" means the Council for the time being of the Company, or (as the context may require) the Council Members present at a meeting of the Council at which a quorum is present;

"Company" means the company incorporated as "ASIAN-PACIFIC HEPATO-PANCREATO-BILIARY ASSOCIATION LIMITED";

"General Assembly" means the business meeting of the Members to be held together with the Scientific Meeting every two (2) years;
<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
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<tbody>
<tr>
<td>&quot;general meetings&quot;</td>
<td>means meetings of the Members, and shall include General Assemblies where the context permits;</td>
</tr>
<tr>
<td>&quot;HPB&quot;</td>
<td>means hepato-pancreato-biliary;</td>
</tr>
<tr>
<td>&quot;Members&quot;</td>
<td>means the persons admitted to membership of the Company in accordance with these Articles and whose name appears on the Register of Members for the time being, and &quot;Member&quot; means any of them;</td>
</tr>
<tr>
<td>&quot;Office&quot;</td>
<td>means the registered office, for the time being, of the Company;</td>
</tr>
<tr>
<td>&quot;Officers&quot;</td>
<td>means the officers referred to in Article 45, and &quot;Officer&quot; means any of them;</td>
</tr>
<tr>
<td>&quot;Ordinance&quot;</td>
<td>means the Companies Ordinance, Chapter 32 of the laws of Hong Kong, and any modifications thereto;</td>
</tr>
<tr>
<td>&quot;Register&quot;</td>
<td>means the register of Members of the Company to be kept pursuant to section 95 of the Ordinance;</td>
</tr>
<tr>
<td>&quot;Scientific Meeting&quot;</td>
<td>means the Scientific Meeting of the Company (Asian-Pacific Congress);</td>
</tr>
<tr>
<td>&quot;special resolution&quot;</td>
<td>means, subject to the Ordinance, a resolution passed by not less than seventy-five percent (75%) of the votes cast by the Voting Members; and</td>
</tr>
<tr>
<td>&quot;Voting Members&quot;</td>
<td>means the Active Members and the Honorary Members, and &quot;Voting Member&quot; means any of them.</td>
</tr>
</tbody>
</table>

References herein to Articles are to Articles of these Articles of Association. References to a person includes an individual, a body corporate, a partnership, any other unincorporated body or association of persons and any state or state agency. Words importing the singular shall include the plural and vice versa. Words importing the masculine shall include the feminine and vice versa.

If and so long as the Company has only one Member, all the provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one Member.
PRINCIPLES

2. In furtherance of the objects of the Company, the Company shall, to the extent applicable, adhere to the following principles:-

(a) committing to excellence in patient care and devoting to elevating standards of care throughout the Asian-Pacific region;

(b) encouraging the recruitment, mentorship, training and career development of individuals interested in HPB disorders;

(c) embracing a multidisciplinary approach to treatment of HPB disorders and fostering collegial relationships;

(d) encouraging membership by qualified candidates interested in HPB disorders including anesthesiologists, hepatologists, gastroenterologists, radiologists, oncologists, surgeons, transplant physicians, nurses, allied health professionals, and investigators; and

(e) committing to the highest ethical standards in research, education, organizational operation and interaction with industry.

3. The Company shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

4. No substantial part of the activities of the Company shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, for furtherance of the objects to the extent the Company has made an election pursuant to and remains in compliance with the restrictions of Hong Kong law.

MEMBERSHIP

5. Number of Members.
The number of Members with which the Company proposes to be registered is 100, but the Voting Members may, from time to time, by special resolution register an increase.

The subscribers to the Memorandum of Association shall automatically become Active Members of the Company.

7. Classes of Members.
There shall be 3 classes of members:

(a) Active Members as more particularly described in Article 8;

(b) Senior Members as more particularly described in Article 9; and

(c) Honorary Members as more particularly described in Article 10.

8. **Active Members.**
Active Membership shall be available to any suitably qualified medical practitioner or scientist actively involved in any of the hepatic, pancreatic or biliary fields. An applicant for Active Membership shall obtain, complete and sign an official application form and submit it to the Secretary of the Company for approval by the Council. Membership as an Active Member commences on payment of the appropriate annual membership subscription.

9. **Senior Members.**
Senior Membership shall be offered on application after retirement from active academic or clinical practice. Senior Members shall receive notices of activities of the Company, such as conferences, but will not have voting rights or receive the Company’s journal. Senior Members will be exempt from the annual membership subscription.

10. **Honorary Members.**
Honorary Membership shall be considered for those distinguished individuals who have made exceptional contributions in the fields of hepatic, pancreatic and biliary disease, whether clinical or scientific. Honorary Membership may be proposed by any Member for consideration by the Council, which will seek approval from the Voting Members at its next General Assembly. Honorary Members will have all the voting rights of Active Members but are excluded from holding office and are exempt from the annual membership subscription.

11. **Annual Membership Subscription.**
Active Members will be required to pay an annual subscription to maintain their membership and support the activities of the Company. The level of the fee will be determined by the Council and approved by the Voting Members at the General Assembly from time to time. Any Member who fails to pay the subscription for two (2) consecutive years after two reminders from the Secretary will be deemed to have resigned from the Company. The currency used and mechanism for collection of subscriptions will be determined by the Council.

12. **Termination of Membership.**
Honorary Members, Senior Members or Active Members will cease to be Members, as determined by the Council, by virtue of the following:

(a) Resignation in writing to the Secretary or death of the Member;
(b) Nonpayment of appropriate membership subscriptions;

(c) Failure to adhere to the Company’s Memorandum and Articles of Association, as determined by the Council;

(d) Failure to retain good standing within the medical profession, as determined by the Council; or

(e) Expulsion by a majority vote of the Voting Members at the General Assembly, on the recommendation of the Council.

GENERAL MEETINGS

The Company shall, in each year, hold a general meeting as its annual general meeting (which may be a General Assembly) in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one annual general meeting and the date of the next annual general meeting, provided that, so long as the Company holds its first annual general meeting within 18 months of incorporation, it need not hold an annual general meeting in the year of incorporation or the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.

Any general meeting, other than an annual general meeting, shall be called an extraordinary general meeting.

15. Convening Extraordinary General Meeting.
The Council may, whenever it thinks fit, convene an extraordinary general meeting to be held at such time and place as it shall determine. An extraordinary general meeting shall also be convened on a requisition of the Voting Members in accordance with the Ordinance.

Subject to section 116C of the Ordinance, notice of any meeting of the Members of the Company, in each case specifying the place, date and hour of the meeting and, in the case of a special business, the purpose or purposes for which it is called, shall be given to each Member by written notice delivered in person, by e-mail, telegraph, facsimile or other form of communication, or by mail or private carrier, not more than ninety (90) days prior to the date of the meeting but at least thirty (30) days before the time set for such meeting or, if notification is by mail, by mailing such notice at least forty-five (45) days before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the mail, with
postage prepaid, addressed to the Member at his address as it appears on the records of the Company.

17. **Shorter Notice.** A meeting of the Company shall, notwithstanding that it is called by shorter notice than prescribed in Article 16, be deemed to have been duly convened if it is so agreed, in the case of a meeting called as an annual general meeting, by all the Voting Members and, in the case of any other meeting, by a majority in number of the Voting Members, being a majority together representing not less than 95 percent (95%) of the total voting rights of all the Voting Members.

**SPECIFIC MEETINGS**

18. **General Assembly.**
The Members shall hold the General Assembly together with the Scientific Meeting once every two (2) years. The dates and venues of the General Assemblies and Scientific Meetings shall be proposed by the Council and determined by the Voting Members in General Assemblies. All Members of the Company are entitled to submit in writing to the Secretary items for inclusion on the agenda of the General Assemblies three months in advance of the meeting.

19. **Scientific Meeting.**
At the Scientific Meetings, papers shall be read by Members or by individuals sponsored by Members. The Scientific Committee shall designate a time limit for presentations and discussion and may invite speakers who are not Members. Guests shall have the privilege of the floor by invitation at sessions of the Scientific Meetings but shall not be allowed to attend the General Assemblies. English shall be the official language of the Company.

20. **National Meeting.**
The Company will also encourage national meetings. These meetings will be organized and run by independent national hepato-pancreato-biliary societies, associations, chapters and/or corporations.

**PROCEEDINGS AT GENERAL MEETINGS**

21. **Quorum.**
No business save the election of chairman of the meeting shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Thirty (30) Voting Members present in person shall be a quorum for all purposes, provided that if at any time the Company has only a single Member, the quorum shall be such person present in person. The quorum must continue to be present throughout the meeting. Every act or decision done or made by a majority of the Voting Members present at a duly held meeting at which a quorum is present shall
be the act or decision of the Members, unless the law or these Articles require a greater proportion.

22. Special Business.
All business shall be deemed special that is transacted at an extraordinary general meeting and all that is transacted at an annual general meeting except for consideration of the accounts, balance sheets and the reports of the Council Members and auditors, the election of Council Members in place of those retiring and appointing and fixing the remuneration of the auditors.

23. Adjournment of Meetings.
If within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if convened upon the requisition of Voting Members, shall be dissolved but, in any other case, it shall be 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 Council may determine, and if a quorum is not present at the adjourned meeting within half an hour from the time appointed for the meeting, the Member or Members present shall be a quorum.

24. Chairman of Meetings.
The President of the Company, or in the absence of the President, the President-Elect, shall act as chairman of all general meetings including the General Assemblies.

25. Demand Poll.
At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands):

(a) by the chairman of the meeting; or

(b) by at least two Voting Members present in person; or

(c) by any Member or Members present in person and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

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 containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.
26. **Result of Poll.**
Except as provided in Article 28, 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 demanded.

27. **Casting Vote.**
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.

28. **Taking of Poll.**
A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

**VOTES OF MEMBERS**

29. **Vote.**
Each Voting Member shall have one vote. Senior Members are not entitled to vote.

30. **Written Consent.**
Any action which may be taken by ordinary resolution at a meeting of the Members may be taken without a meeting if Members holding at least fifty percent (50%) of the voting power shall consent in writing to such action. Any action which may be taken by special resolution at a meeting of the Members may be taken without a meeting if Members holding at least seventy-five percent (75%) of the voting power shall consent in writing to such action. Such action must be evidenced by one or more written consents describing the action taken, signed by the required number of Members, and delivered to the Company for inclusion in the minutes or corporate records. All signatures on the written consent shall be dated and, in determining whether the required number of Members have signed the consent, only those signatures dated after the date of the most recent meeting of the Members may be counted. Such action by written consent shall have the same force and effect as the vote of the Members at a meeting duly called and held. Written notice of Member approval shall be given to all Members who have not signed the written consent. If Members’ approval by written consent is less than unanimous, any such actions contemplated by such consent will be effective ten (10) days after the aforementioned notice has been given.
31. **Members of Council.**
The management of the Company and of its property and funds shall be vested in the Council. Subject to the Ordinance and unless and until otherwise determined by an ordinary resolution of the Voting Members at General Assembly, the Council Members shall be not fewer than fourteen (14) nor more than seventeen (17).

32. **Composition.**
The Council Members shall consist of the Officers (save as otherwise stated in Article 45). The first Council Members shall be elected by nomination in writing by the subscribers to these Articles provided that the Founding President shall be Tadahiro Takada. Thereafter, the Council Members shall be elected by an ordinary resolution of the Voting Members at the General Assembly. Composition of the Council shall reflect the international representation of the Company.

33. **No Remuneration.**
A Council Member shall not receive salary or remuneration but he shall be indemnified and reimbursed by the Company in respect of travelling expenses and other expenditure properly incurred in and about the affairs of the Company.

**DELETION, RESIGNATION AND REMOVAL OF COUNCIL MEMBERS**

34. **Election.**
The Council Members shall be elected in the manner set forth in Article 45, and each Council Member shall serve the term specified for his position in Article 45; provided that the first Council Members shall be appointed by the subscribers and be deemed to have served a period of two (2) years upon the first General Assembly. In other words, the Council Members who under Article 45 shall serve a term of two (2) years shall retire at the first General Assembly, and the Council Members who shall serve a term of four (4) years shall retire at the second General Assembly.

35. **Vacancy.**
Any vacancy in the Council occurring for any reason, including an increase in the authorized number of Council Members, shall be filled by appointment by the President, in consultation with the Council. Any Council Member so appointed shall hold office for the unexpired portion of the term such Council Member was appointed to fill.

36. **Removal.**
The Members may, with or without cause, remove one or more Council Members or the entire Council by ordinary resolution. A Council Member may be removed only at a general meeting called for the purpose of removing the Council Member, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Council Member. A Council Member appointed to fill
the vacancy of a Council Member who was elected by the Members may be removed by the Council with cause.

37. **Resignation.**
A Council Member may resign at any time by giving written notice to the Secretary of the Company, who shall advise the Council of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Company.

**POWERS OF THE COUNCIL**

38. **Powers.**
The Council may exercise all such powers and do all such things as are not required by the Ordinance or these Articles to be exercised or done by the Company in general meeting, subject nevertheless to the provisions of the Ordinance and these Articles and to any regulations prescribed by the Company in general meeting, provided that no such regulation shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

39. **Execution of Instruments.**
Except as otherwise provided in these Articles, the Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Articles otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Company by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

40. **Bank Accounts.**
The Council from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositaries as may be selected by the Council or by any officer or officers, agent or agents of the Company to whom such power may be delegated from time to time by the Council. The Council may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Articles, as the Council may deem expedient.

41. **Checks and Drafts.**
All checks, drafts or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Company, shall be signed by such officer or officers, agent or agents, of the Company, and in such manner, as shall be determined from time to time by resolution of the Council. Endorsements for deposit to the credit of the Company in any of its duly authorized depositaries may be made without counter-signature, by the President, President-
Elect, Treasurer, Secretary or Secretary-Elect, or by any other officer or agent of
the Company to whom the Council, by resolution, shall have delegated such power,
or by hand-stamped impression in the name of the Company.

42. **Loans.**
No loans shall be contracted on behalf of the Company and no evidence of
indebtedness shall be issued in its name unless authorized by or under the authority
of a resolution of the Council. Such authority may be general or confined to
specific instances. No loans may be made to any officer or Council Member,
directly or indirectly, except that reasonable advances of reimbursable expenses may
be made in the discretion of the President or, in the case of the President, as
determined by the Council.

43. **Sale of Securities.**
In furtherance of the objects of the Company but not otherwise, the Council may
authorize and empower any officer or officers to sell, assign, pledge or hypothecate
any and all shares of stocks, bonds or securities, or interest in stocks, bonds or
securities, owned or held by the Company at any time, including without limitation
because of enumeration, deposit certificates for stock and warrants or rights which
entitle the holder thereof to subscribe for shares of stock, and to make and execute
to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of
the Company, any assignment of bonds or stock certificates representing shares of
stock owned or held by the Company, and any deposit certificates for stock, and
any certificates representing any rights to subscribe for shares of stock. However,
the Company shall not offer or sell any securities in violation of any legislation
having jurisdiction over it.

44. **Fiscal Year.** The fiscal year of the Company shall end on such date as shall be
established by the Council.

**OFFICERS OF THE COMPANY**

45. **Officers.**
The Council shall consist of the following officers:-

(a) **President.** The President shall chair meetings of the Council, the Executive
    Committee, the Education and Training Committee and the Membership
    Committee and shall ensure that the Memorandum of Association of the
    Company and these Articles are observed. The President is elected for two
    (2) years and cannot be re-elected.

(b) **President-Elect.** The President-Elect is elected two (2) years in advance of
    assuming the Presidency and shall serve in the place of the President in his
    absence.
(c) **Congress Chairman.** The Congress Chairman shall organize the Asian-Pacific Congress to be held at the end of his tenure in office of two (2) years.

(d) **Treasurer.** The Treasurer will chair the Publication Committee and will oversee the finances of the Company, including the collection of membership subscription fees, payment of the Company's running costs, and oversight of the Company's finances. The Treasurer shall maintain the Company's funds in one or more appropriate accounts and will present details of transactions to the Council at the annual meeting. The Treasurer will also be responsible for overseeing the long-term investments of the Company. He is elected for a period of four (4) years and will assume the responsibilities of the Secretary in the absence of the Secretary-Elect. The Treasurer, in conjunction with the Congress Chairman, will establish and maintain a fund for the express purpose of facilitating attendance at the Asian-Pacific Congress by trainees and young investigators in the field.

(e) **Secretary.** The Secretary is responsible to the Council for the administration of the Company, including maintenance of membership lists, registration of documents, establishment of contacts with other scientific societies and organizations, and retention of archives. He shall prepare the agenda and rules of procedures and to take minutes for each meeting of the Council, the Executive Committee, the Membership Committee, and the General Assembly and shall keep their records. He is elected for a period of four (4) years and cannot be re-elected.

(f) **Secretary-Elect.** The Secretary-Elect is elected for two (2) years in advance of becoming Secretary and assumes the responsibility of the Secretary in his absence. The Secretary-Elect is a Council Member.

(g) **Chairman of Scientific Committee.** The Chairman of the Scientific Committee shall be elected for a period of four (4) years and cannot be re-elected. The Chairman will conduct the annual meeting of the Scientific Committee and work closely with the Congress Chairman to organize the scientific program of the Scientific Meeting.

(h) **Vice-Chairman of Scientific Committee.** The Vice-Chairman of the Scientific Committee is elected to assist the work of the Chairman of the Scientific Committee and assumes the responsibility of the Chairman in his absence. The Vice-Chairman of the Scientific Committee is not a Council member.

(i) **Immediate Past-President.** The Immediate Past-President shall serve on the Council for two (2) years immediately after the end of his tenure as President. He shall also chair the Nominating Committee and the Development Committee.
(j) **Members-at-Large.** There shall be eight Members-at-Large, who shall be elected to the Council for a period of two (2) years. Members-at-Large may be re-elected twice, for a total of six (6) years in office.

46. **Deemed Service.**
Notwithstanding Article 45, the first Officers shall be appointed by the subscribers and be deemed to have served a period of two (2) years upon the first General Assembly.

47. **Nomination and Election.**
Nominations for persons to serve as Officers shall be submitted to the Chairman of the Nominating Committee, the Immediate Past-President, in writing not less than one month before the General Assembly. Subject to Article 10, nominees, proposers and seconders shall be Active, Honorary Members or Senior Members of the Company, and the consent of the nominee shall accompany the nomination. In the absence of nominations from the membership, the Nominating Committee shall propose nominees for offices. Officers shall be elected by the Voting Members at the General Assembly, on the recommendation of the Council.

48. **Resignation.**
Any Officer may resign at any time by giving written notice to the Secretary of the Company. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary.

**COMMITTEES**

49. **Committees.**
The following committees shall be established:-

(a) **Nominating Committee.** The Nominating Committee shall consist of the Immediate Past-President, as Chairman, the President, and the President-Elect. The Nominating Committee shall recommend to the Council the Officers of the Company to be elected as outlined the Article 45 at the General Assembly.

(b) **Executive Committee.** The Executive Committee shall consist of the President, as Chairman, the President-Elect, the Immediate Past-President, the Secretary, the Treasurer, and the Chairman of the Scientific Committee. The Executive Committee shall have and may exercise, when the Council is not in session, the powers of the Council in the management of the affairs of the Company, except action with respect to election of officers, filling of vacancies in the Council, or the formation of or filling of vacancies in committees with limited board authority pursuant to this subsection. The Council may elect one or more Council Members as alternate members of any such committee, who may take the place of any absent committee.
member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority shall not operate to relieve the Council or any individual Council Member of any responsibility imposed upon the Council or any individual Council Member by law.

(c) Development Committee. The Development Committee shall consist of the Immediate Past President, as Chairman, the President, the President-Elect, the Treasurer, and one additional member of the Council appointed by the President for a two-year term. The Development Committee will seek gifts, contributions, donations, and bequests for the Company.

(d) Publication Committee. The Publication Committee shall be appointed by the General Assembly, on the recommendation of the Council, to oversee the Company’s official journal. The Publication Committee will consist of the Treasurer, as Chairman, the Chairman of the Scientific Committee and three Members-at-Large of the Council. The Publication Committee will negotiate contracts with publishers, recommend appointment of the Editor and Editorial Council, and report to the Council on the annual finances of the official journal.

(e) Scientific Committee. The Scientific Committee and its Chairman shall be appointed by the General Assembly, on the recommendation of the Council, to organize the scientific activities of the Company, particularly during its Asian-Pacific Congress. The Chairman shall serve on the Council ex-officio during his four-year tenure of office. In addition to the Chairman, the Scientific Committee shall be comprised of the President, the Secretary, the Vice Chairman of the Scientific Committee, the current Asian-Pacific Congress President, the Congress President of the next Asian-Pacific Congress, the five Ordinary Members of the Company each representing the countries of Australia, China, India, Japan and Korea, four Ordinary Members of the Company, and all other members of the Council who are Members-at-Large as referred to in Article 45(j).

(f) Education and Training Committee. The Education and Training Committee shall be appointed by the General Assembly, on the recommendation of Council, to organize the fellowship education and training activities of the Company. The Education and Training Committee will consist of the President, as Chairman, the President-elect and seven Members-at-Large of the Council. The Education and Training Committee shall maintain a registry of Asian-Pacific Hepato-Pancreato-Biliary Training Programs.

(g) Membership Committee. The Membership Committee shall be appointed by the General Assembly, on the recommendation of the Council, to encourage membership in the Company. The Membership Committee will consist of the President, as Chairman, the Secretary General, and representatives from
every country with at least ten members in the Company. Members will be appointed for four (4) years with the possibility to be re-elected once. The Membership Committee will meet during the Scientific Meetings.

(h) Temporary Advisory Committees. The President or Council may authorize and appoint temporary committees to consider appropriate matters, make reports to the President or Council, and fulfill such other advisory functions as may be designated.

50. Rules.
The Council shall have power to make, amend and repeal such rules as it may deem necessary or convenient to carry out the objects of the Company and for the proper conduct and management of the Company; provided, however, that no such rule may expressly or impliedly repeal or modify any provision of these Articles.

51. Seal.
The Council shall provide for the safe custody of the Seal of the Company which shall not be affixed to any instrument except by authority of a resolution of the Council. Every instrument to which the Seal of the Company is affixed shall be signed by two Council Members.

52. Minutes.
The Council shall cause minutes to be made in books provided for the purpose:-

(a) of all appointments of officers made by the Council;

(b) of the names of the Council Members present at each meeting of the Council and of any committee or sub-committee of the Council; and

(c) of all resolutions and proceedings at all meetings of the Company, and of the Council and of any committee or sub-committee of the Council.

**PROCEEDINGS OF THE COUNCIL**

53. Regular Annual Meetings.
A regular annual meeting of the Council shall be at such time and place as may be designated by the President of the Company. In years when an Asian-Pacific Congress is held, the annual meeting shall be conducted prior to the General Assembly. In other years, the annual meeting shall be held during the meeting of the International Hepato-Pancreato-Biliary (IHPBA) World Congress.

54. Special Meetings.
Special meetings of the Council may be called as deemed necessary by the President to consider the affairs of the Company.
55. Chairman.
The President of the Company shall chair each meeting of the Council, or in the absence of the President, the President-Elect shall chair the meeting.

56. Quorum.
The quorum for a meeting of the Council shall be a majority of the number of Council Members appointed for the time being; provided that if, within 15 minutes from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to such other day, time and place as those present may determine and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the Council Member or Council Members present shall be a quorum.

57. Notices.
With the exception of the regular annual meeting set forth in Article 53, notice of any meeting of the Council, in each case specifying the place, date and hour of the meeting, shall be given to each Council Member by written notice delivered in person, by e-mail, telegraph, facsimile or other form of communication, or by mail or private carrier, not more than ninety (90) days prior to the date of the meeting, but at least thirty (30) days before the time set for such meeting or, if notification is by mail, by mailing such notice forty-five (45) days before the time set for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the mail, with postage prepaid, addressed to the Council Member at the Council Member’s address as it appears on the records of the Company. Neither the business to be transacted at, nor the purpose, of any meeting of the Council need be specified in the notice or waiver of such notice of such meeting.

58. Waiver of Notices.
The transaction of any meeting of the Council, however called and noticed or wherever held, shall be as valid as had a meeting been duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by (a) each Council Member not present at the meeting and (b) each Council Member present at the meeting who objected thereto to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

59. Methods of Conducting Meetings.
Council Members may participate in any regular or special meeting or in any meeting of a committee of Council Members by any means of communication by which either (a) all participating Council Members may simultaneously hear each other during the meeting or (b) all communication during the meeting is immediately transmitted to each participating Council Member and each participating Council Member is able to immediately send messages to all other
participating Council Members. If a meeting is conducted through the use of one of the foregoing means, all participating Council Members must be informed that a meeting is taking place at which official business may be transacted. A Council Member participating in such a meeting is deemed to be present in person at the meeting. If requested by any Council Member, minutes of the meeting shall be prepared and distributed to each Council Member.

60. **Action of Council Members.**
The act of a majority of the Council Members present at a meeting at which a quorum is present shall be the act or decision of the Council, unless the act of a greater proportion is required by law or these Articles. In the case of an equality of votes, the chairman of the meeting shall have a casting vote.

61. **Vacancy.**
The continuing Council Members may continue to act, and to carry out all the functions of the Council notwithstanding any vacancy, but if and so long as their number is reduced below the minimum number fixed by or pursuant to these Articles, the continuing Council Member or Council Members may act for the purpose of summoning a general meeting of the Company to appoint additional Council Members but no other purpose.

62. **Action Without Meetings.**
An action required or permitted to be taken at a meeting of the Council may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds of the Council Members then in office. Such action by written consent shall have the same force and effect as a vote of the Council Members taken at a meeting. All Council Members must be given written notice immediately of the text of the written consent and its effective date and time. The written consent shall be effective on the latest of the following: (a) the date it is signed by the required number of Council Members; (b) the date specified in the written consent; (c) the tenth day after the day on which the required notice of the text of the consent is given to all Council Members. A Council Member who does not sign or consent to the action taken by written consent shall not be liable for the action.

63. **Conflicts of Interest.**
Any Council 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 Company's business or affairs) with the Company shall declare the nature of his interest at a meeting of the Council in accordance with section 162 of the Ordinance. No contract or other transaction between the Company and one or more of its Council Members or any other corporation, firm, association, or entity in which one or more of its Council Members are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Council Member or Council Members are present at the meeting of the Council or a committee thereof which authorizes, approves or ratifies such contract or transaction provided if disclosure is made in accordance
with this Article. A Council Member shall not be entitled to vote in respect of any contract or arrangement in which he is interested or upon any matter arising therefrom and shall not be counted in the quorum present at the meeting at which such contract or arrangement is considered.

**DISQUALIFICATION OF COMMITTEE MEMBERS**

64. The office of a Council Member shall be vacated if such Council Member:

(a) holds any salaried office of the Company or any office of the Company paid by fees; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) becomes prohibited by law or court order from being a director of a company; or

(d) becomes of unsound mind; or

(e) resigns his office by notice in writing to the Company given in accordance with the Ordinance; or

(f) is directly or indirectly interested in any contract (being a contract of significance in relation to the Company's business or affairs) with the Company and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Ordinance.

**ACCOUNTS**

65. **Books of Accounts.**

The Council shall cause proper books of account to be kept with respect to:

(a) all sums of moneys received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(b) the assets and liabilities of the Company;

(c) all sales and purchases of goods by the Company; and

(d) all other matters necessary to show a true and fair view of the financial state and condition of the Company.
66. **Keeping of Account.**
The books of account shall be kept at the Office or at such other place as the Council thinks fit and shall always be open to the inspection of the Council Members.

67. **Inspection by Members.**
The Council shall determine the extent to which the accounts and books of the Company or any of them shall be open to the inspection of Members, not being Council Members, and no Member (not being a Council Member) shall have any right of inspection of any account, book or document of the Company except as conferred by statute or authorised by the Council or by the Company in general meeting.

68. **Approval by Members.**
The Council Members shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Company in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those sections.

69. **Auditors.**
Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

**WINDING UP**

70. The provisions of Clause 8 of the Memorandum of Association relating to the winding up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.

**INDEMNITY**

71. Subject to provisions of section 165 of the Ordinance, every Council Member, and any officer, auditor, servant or agent (including without limitation any person providing services to or on behalf of the Company without compensation (each an "Volunteer")) for the time being of the Company shall be indemnified out of assets of the Company against any liability incurred by him in relation to the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connexion with any application under section 358 of the Ordinance in which relief is granted to him by the court. The Company may purchase and maintain for any officer of the company, or any person employed by the company as auditor (a) insurance against any liability to the Company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the
Company; and (b) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company. For purposes of this Article, it shall be conclusively presumed that any Volunteer who is licensed, certified, permitted or registered under any jurisdiction and who is performing services to or on behalf of the Company without compensation is not acting within the scope of his professional practice under such license, certificate, permit or registration, unless otherwise expressly indicated to the Company in writing.

AMENDMENTS

72. Subject to the Ordinance, the Company may by special resolution alter or add to these Articles.
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