

CONSTITUTION OF THE INSTITUTE OF CHARTERED ACCOUNTANTS OF INDIA, HONG KONG CHAPTER

1 . Name

1.1 This Society shall be known as “The Institute of Chartered Accountants of India, Hong Kong Chapter, hereinafter referred to as the “Chapter”.

2 . Registered Place of Business

2.1 Its registered place of business shall be at “Flat 10E, Block 10, Villa Esplanada, 8 Nga Ying Chau street, Phase-3, Tsing Yi, New Territories, Hong Kong” or such other address as may subsequently be decided upon by the Executive Committee and approved by the Societies Office of the Hong Kong Police. The Chapter shall carry out its activities in places and premises which have the prior written approval from the relevant authorities, where necessary.

3 . Definitions

3.1 In these rules:

“Chapter” means The Institute of Chartered Accountants of India, Hong Kong Chapter.

“Council” means the central council for the time being of the Institute of Chartered Accountants of India (ICAI).

“Executive Committee” means the committee as referred to in Rule 17.1.

“Executive Committee Member” means a person elected or appointed in accordance with these Rules.

“Financial Statements” mean a set of reports of the Chapter for a period comprising of at least an Income and Expenditure Account and a Balance Sheet.

“Financial year” means a period of 12 months commencing on the 1st day of January of a year and ending on the 31st day of December in the same year or in the case of first financial year a period commencing on the date of setting up of the Chapter and ending on the 31st day of December in the same year.

“ICAI” means the Institute of Chartered Accountants of India established under an Act of Parliament of India (XXXVIII of 1949).

“Learning activity” means an educational endeavor that maintains or improves professional competence and is accredited for the purpose by the Executive Committee.

“Member” means any person who has been admitted to membership of the Chapter in accordance with Rule 7.

“Membership” means Membership of this Chapter.

“Chairman” means the Chairman of the Chapter elected in accordance with Rule 17.

“Register” means the register of names, ICAI membership numbers and contact details of Members.

“Secretary” means the Secretary of the Chapter elected in accordance with Rule 17.

“Special general meeting” means a general meeting of the Chapter other than an annual general meeting.

“Term” means in relation to an Executive Committee Member the period commencing on the date in which the Member is elected/appointed and terminating on the date when next Executive Committee is elected at the Annual General Meeting.

“Treasurer” means the person holding office under these rules as treasurer of the Chapter elected in accordance with Rule 17.

“Vice-Chairman” means the Vice-Chairman of the Chapter elected in accordance with Rule 17.

Words importing the singular number include the plural and vice versa and words importing one gender shall include all genders.

“Writing” means written or printed or typewritten or partly written or printed or typewritten.

3.2 In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

4 Mission and Objects

4.1 The mission of the Chapter is to advance accountants in profession.

4.2 The objects for which the Chapter is established are:-

4.2.1 To organize/conduct Continuous Professional Education (CPE) programmes;

4.2.2 To provide facilities for interaction and fellowship amongst members by hosting regular meetings, organizing talks and lectures and for the acquisition and dissemination of useful professional information. Necessary technical inputs/background material could be provided by the ICAI if intimation regarding organization of a meeting /seminar etc. is given to the ICAI sufficiently in advance;

4.2.3 To make representation to the Council on matters of professional interest in Hong Kong and to offer suggestions for raising the standard and status of the profession;

4.2.4 To liaise with the Hong Kong Institute of Certified Public Accountants (HKICPA) for assisting the members in enrolling themselves as International Affiliate members of HKICPA. The Chapter shall apprise the ICAI of such liaison and initiatives;

4.2.5 To exchange views on professional matters with the members of the HKICPA. However, the Chapter would not exchange views on behalf of the ICAI; and

4.2.6 To carry out such other functions as may be entrusted by the ICAI, from time to time.

5 Powers

5. Specific Powers: For the purpose of carrying into effect the foregoing objects the Chapter may:

5.1 subscribe to, affiliate with, become a member of or otherwise co-operate with any other association or organization, whether incorporated or not having objects similar to those of the Chapter;

5.2 purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Chapter;

5.3 enter into any arrangements with any government or authority, whether national, state, local or otherwise, that may seem conducive to the objects of the Chapter or any of them, and to obtain from any such government or authority any rights, privileges, concessions or funding which the Chapter may think it desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions and to expend any such funds;

5.4. accept moneys by way of grants, gifts, donations, bequests or otherwise for purposes of the Chapter;

5.5 receive any gift of property whether subject to any special trust or not, for any one or more of the objects of the Chapter;

5.6 receive, obtain and hold any lands, money, securities and other real or personal property;

5.7 invest and deal with the money of the Chapter not immediately required in such manner as may be permitted by law for the investment of trust funds;

5.8 borrow or raise or secure the payment of money in such manner as the Chapter may think fit and to secure the same for the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Chapter in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the property of the Chapter (both present and future), and to purchase, redeem or pay off any such securities;

5.9 make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

5.10 sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and right of the Chapter;

5.11 take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the property of the Chapter of any kind sold by the Chapter, or any money due to the Chapter from purchasers and others;

5.12 make donations for charitable purposes;

5.13 appoint, employ, remove or suspend managers, clerks, secretaries, servants, workmen, contractors, agents and other persons as may be necessary or convenient for the purpose of the Chapter and to do so on a full time, part time, casual, temporary, seasonal and other basis as the Chapter may think fit;

5.14 establish and support to aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Chapter or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects;

5.15 construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, offices, lecture rooms, recreational facilities, buildings, structures, grounds, works or conveniences which may seem calculated directly or indirectly to advance the interests of the Chapter and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of these;

5.16 insure against all risks, liabilities, eventualities as may seem advisable and apply the proceeds of any claim under any insurance in such a manner for such purposes as shall be thought fit;

5.17 take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Chapter in the form of donations, annual subscriptions or otherwise, subject to the prior approval from the relevant authorities, where applicable;

5.18 print and publish any newspapers, periodicals, journals, books or leaflets whether in hard copy or electronic format that the Chapter may think desirable for the promotion of its objects, subject to the prior approval from the relevant authorities, where applicable;

5.19 charge a reasonable fee as determined by the Executive Committee for any services provided by the Chapter including but not limited to, participation fees for training course, program design and/or delivery, publications, and consultancy work for outside organization; and

5.20 do all such other lawful things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Chapter.

6 No Profits for Members

6.1 The assets and income of the Chapter shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the Chapter except as bonafide compensation for services rendered or expenses incurred on behalf of the Chapter.

6.2 Nothing in Rule 6.1 shall prevent the payment in good faith of:

- (a) remuneration to any employees of the Chapter for services actually rendered to the Chapter; or
- (b) an amount to any member of the Chapter in return for any services actually rendered to the Chapter or for goods supplied in the ordinary course of business.

7 Members and Membership

7.1 An individual who is a member of the ICAI may become and continue to be a member of the Chapter during his continuance as a member of the ICAI, while he is a resident of the People's Republic of China, including Hong Kong and Macau, provided,

- (a) he or she submits a membership application form in the form prescribed in Rule 8.1 along with accompaniments prescribed under Rule 8.2; and
- (b) he or she is admitted as a member by the Executive Committee.

7.2 A member who is of contractual age is entitled:

- (a) to be given notice of and vote at any election or general meeting
- (b) to nominate for election and to hold office.

8 Admissions to Membership

8.1 Every applicant for admission to membership of the Chapter shall submit a membership application form for the membership. The application shall be made in writing in the prescribed form and signed by the applicant.

- 8.2 The application form for the membership shall be accompanied by:
- (a) the admission fee as determined pursuant to Rule 9.1 and
 - (b) the annual membership fee for the members as determined pursuant to Rule 9.2.

8.3 At the next meeting of the Executive Committee after receipt of any application for membership, such application shall be considered by the Executive Committee who shall then determine the admission or rejection of the application. If an application is accepted by the Executive Committee then the applicant will be admitted as a member of the Chapter. In no case shall the Executive Committee be required to give any reasons for the rejection of an applicant.

8.4 When the applicant has been accepted or rejected for membership, the Secretary shall immediately send to the applicant written notice of the acceptance or rejection. If an applicant is accepted, the Secretary shall enter the name of the new member in the Register of members.

9. Membership Fees

9.1 Admission fees for membership shall be determined by the Executive Committee and may be altered by the Executive Committee from time to time.

9.2 Annual Membership fees for membership shall be determined by the Executive Committee and may be altered by the Executive Committee from time to time.

9.3 Annual membership fee determined by the Executive Committee shall be for a financial year and shall not be apportioned to periods less than one financial year.

9.4 The due date for the annual renewal of membership shall be determined by the Executive Committee and this may be altered by the Executive Committee from time to time.

10. Members' Liability

10.1 The liability of a member to contribute towards the payment of the debts and liabilities of the Chapter or the costs, charges or expenses for the winding up of the Chapter shall be limited to the amount, if any, unpaid by the member in respect of the annual fees referred to in Rule 9.

11. Grievances

Grievances between members

11.1.1 Grievances between members (in their capacity as members) of the Chapter shall be referred to the Executive Committee in writing by the respective members of the Chapter.

- 11.1.2 On receiving such a grievance, the Executive Committee
- (a) shall cause notice of the grievance to be served on the other member of the Chapter and
 - (b) shall give the other member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with grievance; and
 - (c) shall take into consideration any submissions made by the member in connection with the grievance.

11.1.3 The Executive Committee may by resolution, make a decision, which it considers appropriate on the grievance, if after considering the grievance and any submissions made in connection with the grievance, it is satisfied that the facts alleged in the grievance have been proved.

11.1.4 Once the Executive Committee makes a decision by resolution, the Secretary shall, within 7 days after the decision is taken, cause written notice to be given to the parties to the grievance of the action taken, of the reasons given by the Executive Committee for having taken that action and of the member's right of appeal under Rule 16.

- 11.1.5 The decision by the Executive Committee shall not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the Chapter confirms the resolution under Rule 16.5, whichever is the later.

11.2 Grievances between member(s) and the Chapter

11.2.1 Grievances between member(s) and the Chapter shall be referred to the Chapter in general meeting by lodging with the Secretary a notice to that effect.

11.2.2 The notice shall contain the grievance in the form of a resolution, but need not be accompanied by a statement of the grounds on which the members intend to rely for the purposes of proof.

11.2.3 On receipt of a notice from member(s) under Rule 11.2.1, the Secretary shall notify the Executive Committee, which is to convene a general meeting of the Chapter to be held within 28 days after the date on which the Secretary received the notice.

- 11.2.4 At a general meeting of the Chapter convened under Rule 11.2.3:
- (a) no business other than the question of the grievance shall be transacted and
 - (b) the Executive Committee and the member(s) shall be given the opportunity to state their respective cases orally or in writing, or both and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

11.2.5 If at the general meeting the Chapter passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

12. Register of members

12.1 A Register of members in which shall be entered the full name, membership number with the ICAI, contact details and date of entry of each member shall be available for inspection by members at the place of business of the Chapter.

13. Cessation of membership

13.1 Resignation: A member of the Chapter may at any time, resign from the Chapter by sending to the Secretary written notification of resignation.

13.2 Expulsion: The Executive Committee may by resolution expel from the Chapter any member who shall refuse or neglect to comply with the provision of these Rules or resolutions of the Chapter as provided for under Rule 15.

13.3 Failure to Pay Annual Fees: A member shall cease to be a member of the Chapter if he or she fails to pay the annual membership fees referred to in Rule 9 supported with an application to renew the membership (Appendix 2) as the case may be, within three months of the due date.

13.4 Becoming a non-member of the ICAI: A member shall cease to be a member of the Chapter if he or she fails to be a member of the ICAI.

13.5 Non-Resident: A member shall cease to be a member of the Chapter if he no longer resides in the People's Republic of China (which includes Hong Kong and Macau).

13.6 Death: A member shall cease to be a member of the Chapter upon his death.

14. Membership entitlements not transferable

14.1 A right, privilege or obligation, which a person has by reason of being a member of the Chapter:

- (a) shall not be capable of being transferred or transmitted to another person; and
- (b) shall stand terminated on cessation of the person's membership.

15. Disciplining and expulsion of members.

15.1 A complaint may be made to the Executive Committee by any person that a member of the Association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules, or
- (b) has persistently and willfully acted in a manner prejudicial to the interests of the Chapter.

15.2 On receiving such a complaint, the Executive Committee.

- (a) shall cause notice of the complaint to be served on the member concerned;
- (b) shall give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
- (c) shall take into consideration any submissions made by the member in connection with the complaint.

15.3 The Executive Committee may, by resolution, expel the member from the Chapter or suspend the member from membership of the Chapter if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the allegations in the complaint have been proved.

15.4. If the Executive Committee expels or suspends a member, the Secretary shall, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the member's right of appeal under Rule 16.

15.5 The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 16.5, whichever is the later.

16. Right of appeal of disciplined member.

16.1 A member may appeal to the Chapter in a general meeting against a resolution of the Executive Committee under Rule 11 or Rule 15, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

16.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

16.3 On receipt of a notice from a member under Rule 16.1, the Secretary shall notify the Executive Committee, which is to convene a general meeting of the Chapter, to be held within 28 days after the date on which the Secretary received the notice.

16.4 At a general meeting of the Chapter convened under Rule 16.3:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Executive Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

16.5 If at the general meeting the Chapter passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

17 The Executive Committee

17.1 The Executive Committee shall consist of the Office Bearers elected in accordance with Rule 17.4.

17.2 The Office Bearers shall be:

- (a) a Chairman
- (b) a Vice – Chairman
- (c) a Secretary
- (d) a Treasurer
- (e) Not more than five (5) Ordinary Committee members

17.3 One-third The Executive Committee shall retire every year and an election will be held, at the annual general meeting of the Chapter, to fill the vacancies arising. Retiring Executive Committee members will be eligible to stand for re-election. .

17.4 The Executive Committee shall elect office -bearers from among the members of the Executive Committee.

17.5 An election for Office Bearers shall take place as and when positions are available through,

- (a) casual vacancies in the Executive Committee
- (b) the term of office for previous Office Bearers has ended.

17.6 All office-bearers, except the Treasurer, may be re-elected to the same or related post for a consecutive term of office provided that he has attended or participated in a minimum of 60% of Executive Committee meetings held during his immediate preceding term. Minutes of Executive Committee's meetings shall be the relevant record of proof. .

17.7 If insufficient nominations are received to fill all vacancies of the Office Bearers the candidates nominated shall be taken to be elected and further nominations shall be received at the annual general meeting.

17.8 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.

17.9 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

17.10 The ballot for the election of Office Bearers shall be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.

17.11 The process of conduct of election shall be initiated two months prior to the date of election. A copy of the notice and schedule of elections issued to the members of the Chapter and copy of the annual report shall invariably be sent to the ICAI also. The result of elections conducted be intimated to the ICAI within 7 days from the date of elections and declaration of result.

18. Members of the Executive Committee

18.1 If the Executive Committee sees fit, it may appoint persons who have special expertise by virtue of qualifications, reputation or experience to be Appointed Members, but that the number thereof does not exceed three at any one time. The Appointed Members shall have no voting rights and shall not constitute towards the quorum at Executive Committee meetings.

18.2 It shall be a requirement that such persons be members of the Chapter.

19. Powers and duties of the Executive Committee

19.1 The Executive Committee, subject to these Rules and to any resolution passed by the Chapter in general meeting,

- (a) shall control and manage the affairs of the Chapter;
- (b) may exercise all such functions as may be exercised by the Chapter other than those functions that are required by these Rules to be exercised by a general meeting of members of the Chapter; and
- (c) shall have power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Chapter.

19.2 Minutes: the Executive Committee shall cause minutes to be made of:

- (a) all appointments of officers
- (b) the names of members of the Executive Committee present at all meetings of the Chapter and of the Executive Committee.
- (c) All proceedings and all meetings of the Chapter and of the Executive Committee.

19.3 Signature of Minutes: Such minutes shall be ratified by the Executive Committee at the next succeeding meeting and signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

19.4 Sub-committees: The Executive Committee may establish sub - committees consisting of at least one member of the Executive Committee and such other persons as it may determine upon such terms and conditions as the Executive Committee may see fit and it may fix the quorum of any such sub-committees.

19.5 Any changes in the Executive Committee shall be notified to the Registrar of Societies Office of the Hong Kong Police within two (2) weeks of the change.

20. Proceedings of the Executive Committee

20.1 Regularity of meetings: the Executive Committee shall meet together for the dispatch of business not less than six times each financial year with no two meeting more than three months apart and the Chairman may at any time convene a meeting of the Executive Committee.

20.2 Time and place of meetings: The Executive Committee shall meet at such times and places as may be determined from time to time by it and in the absence of any such determination at such times and places as the Secretary on the instructions of the Chairman shall notify to member of the Executive Committee. Virtual meetings held online are valid meetings.

20.3 Voting at meetings: Each member of the Executive Committee other than those appointed under Rule 18 shall have one vote and in the case of any equality of votes the Chairman shall cast the deciding vote.

20.4 Quorum

- (a) Three members of the Executive Committee shall constitute the quorum.
- (b) No business shall be transacted by the Executive Committee unless the quorum is present and if, within half an hour of the time appointed for the meeting, the quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.

20.5 Deemed resolutions: A resolution in writing signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one or more members of the Executive Committee.

20.6 Notice of meetings: Not less than 72 hours written notice shall be given to every Executive Committee member of any meeting thereof specifying the time, place and general nature of the business of such meeting or where the Chairman considers that an emergency exists, he or she may take such steps necessary to notify the member of the Executive Committee of the proposed meeting, notwithstanding that 72 hours notice shall not have been given.

21. Casual vacancies in membership of the Executive Committee

21.1 A casual vacancy occurs in the office of the Executive Committee and that office becomes vacant if the Executive Committee member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairman;
- (c) convicted of any offence (whether in Hong Kong or elsewhere) involving fraud or dishonesty punishable with imprisonment for three (3) months or more;
- (d) is an undischarged bankrupt (whether he was adjudged bankrupt by a Hong Kong court or a foreign court having jurisdiction in bankruptcy);
- (e) is permanently incapacitated by mental or physical ill-health;
- (f) is absent from more than :-
 - (i) three consecutive Executive Committees meetings; or
 - (ii) 60% Executive Committee meetings in the same financial year, of which he she has received notice, without sufficient cause;
- (g) is removed from office under Rule 22;
- (h) ceases to be a member of the Chapter; or
- (i) ceases to be a member of ICAI.

22. Removal of Executive Committee member

22.1 The Chapter, in a general meeting may, by resolution, remove any elected member of the Executive Committee, or any Executive Committee member whose position is appointed by the Executive Committee before the expiration of the Executive Committee member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

22.2 If a member of the Executive Committee to whom a proposed resolution referred to in Rule 22.1 relates makes representations in writing to the Secretary or Chairman (not exceeding a reasonable length) and requests that the representation be notified to the members of the Chapter, the Secretary or the Chairman may send a copy of the representations to each member of the Chapter or, if the representations are not so sent, the member shall be entitled to require that the representations be read out at the general meeting at which the resolution is considered.

23. Voting and decisions

23.1 Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined by a majority of the votes respectively of members of the Executive Committee or sub-committee present at the meeting.

23.2 Each member present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting) shall be entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

23.3 Subject to Rule 20.4, the Executive Committee may act despite any vacancy on the Executive Committee.

23.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee, shall be valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

24. Duties of Office Bearers

24.1 Chairman

24.1.1 The Chairman shall be the Chief Executive Officer of the Chapter and shall be a member elected in accordance with Rule 17.

24.1.2 Subject to this Rule, the Chairman shall:

- (a) preside at all general meetings and Executive Committee meetings. In the Chairman's absence, the Vice-Chairman shall preside at all general and committee meetings;

- (b) approve the agenda for the meetings;
- (c) receive reports on any sub-committees and advise the Executive Committee on such reports when necessary;
- (d) delegate authority as required;
- (e) present a written report of the activities of the Chapter at the Annual General Meeting;
- (f) act as the spokesperson for the Chapter always abiding by the Chapter's Mission, Purpose and Objects;
- (g) have all official correspondence to third parties, speeches and opinions concerning the Chapter approved by the Executive Committee before they are released; and
- (h) review all minutes prior to distribution.

24.1.3 If the Chairman dies, becomes of unsound mind then that person shall cease to be Chairman and the Vice-Chairman shall hold this position until a replacement Chairman is elected by the Chapter.

24.2 Vice-Chairman

24.2.1 The Vice-Chairman shall be the Acting Chairman in all cases where the Chairman is absent and shall be a member elected in accordance with Rule 17.

24.2.2 Subject to this Rule the Vice-Chairman shall:

- (a) fill the position of Chairman in the event that position becomes vacant
- (b) deputise for the Chairman or any other officer of the Chapter
- (c) assist the Chairman where necessary

24.3. The Secretary

24.3.1 The Secretary shall be Secretary of the Chapter and shall be a member elected in accordance with Rule 17.

24.3.2 Subject to this Rule the Secretary shall:

- (a) assist the Chairman to prepare the agenda for all meetings;
- (b) receive and answer all correspondence as directed by the Executive Committee;
- (c) keep minutes of the names of members of the Executive Committee present at a Executive Committee meeting or a general meeting; and
- (d) keep minutes of all proceedings at Executive Committee meetings and general meetings and distribute them to Executive Committee members within 14 days of any meeting.

24.4. The Treasurer

24.4.1 The Treasurer shall be the Treasurer of the Chapter and shall be a member elected in accordance with Rule 17.

24.4.2 Subject to this Rule the Treasurer shall:

- (a) ensure that all money due to the Chapter is collected and received and that all payments authorized by the Chapter are made;

- (b) issue receipts for moneys collected in the name of the Chapter;
- (c) comply on behalf of the Executive Committee with the Rules in respect of the accounting records of the Chapter;
- (d) prepare financial statements on an annual basis and as required by the Members;
- (e) whenever directed to do so by the Chairman, submit to the Executive Committee a report and or financial statements in accordance with that direction;
- (f) present the annual audited financial statements of the Chapter at the Annual General Meeting; and
- (g) prepare and present the annual financial statements of the Chapter at the Annual General Meeting.

24.5 Ordinary Committee Members shall assist in the general administration of the Chapter and perform duties assigned by the Executive Committee from time to time.

25. Supreme Authority and General meeting

25.1 The supreme authority of the Chapter is vested in a General Meeting of the members.

25.2 With the exception of the first annual general meeting of the Chapter, the Chapter shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Chapter, convene an annual general meeting of its members.

25.3 The Chapter shall hold its first annual general meeting:

- (a) within the period of 3 months after it is registered; or
- (b) within the period of 3 months after the expiration of the first financial year of the Chapter.

26. Annual General Meetings - Calling of and business at

26.1 The annual general meeting of the Chapter shall, subject to Rule 25, be convened on such date and at such place and time as the Executive Committee thinks fit.

26.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the Executive Committee, report on the affairs of the Chapter during the last preceding financial year;
- (c) to receive consider and if thought fit, to adopt the audited financial statements of the Chapter for the preceding financial year and the auditors report thereto; and
- (d) to elect Office Bearers and member of the Executive Committee of the Chapter.

26.3 An annual general meeting must be specified as such in the notice convening it.

26.4 An annual general meeting held virtually (online) is to be treated as a valid meeting.

27. Special general meeting

27.1 The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Chapter.

27.2 The Executive Committee shall, on the requisition in writing of at least 15 members, or at least 5% of voting members, whichever is the greater number, convene a special general meeting of the Chapter.

27.3 A requisition of members for a special general meeting shall:

- (a) state the purpose or purposes of the meeting;
- (b) be signed by the members making the requisition;
- (c) be lodged with the Secretary; and
- (d) consist of several documents in a similar form, each signed by one or more of the members making the requisition.

27.4 If the Executive Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

27.5 A special general meeting convened by a voting member or voting members as referred to in Rule 27.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee and any member who consequently incurs expenses shall be entitled to be reimbursed by the Chapter for any expense so incurred.

28. Notice

28.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chapter, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

28.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Chapter, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Rule 28.1, the intention to propose the resolution as a special resolution.

28.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 26.2.

28.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that

business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Procedure

29.1 At least 10 ordinary members or at least 5% of members, whichever is the greater number, present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

29.2 If within half an hour after the appointed time for the commencement of a general meeting other than an adjourned meeting the quorum is not present, the meeting:

- (a) if convened on the requisition of members, shall be dissolved; and
- (b) in any other case, shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

29.3 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present shall constitute the quorum but they shall have no power to amend any part of the existing Constitution.

30. Presiding member

30.1 The Chairman of the Executive Committee or, in the Chairman's absence, the Vice-Chairman shall preside as chairperson at each general meeting of the Chapter.

30.2 If the Chairman and the Vice-Chairman are absent or unwilling to act, the members present shall elect one of the members to preside as chairperson at the meeting.

31. Adjournment

31.1 The chairperson of a general meeting at which the quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

31.2 If a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Chapter stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

31.3 Except as provided in Rules 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting shall not required to be given.

32. Making of decisions

32.1 A question arising at a general meeting of the Chapter shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Chapter, shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32.2 At a general meeting of the Chapter, a poll may be demanded by the Chairperson or by at least 3 voting members present in person at the meeting.

32.3 If a poll is demanded at a general meeting, the poll shall be taken;

- (a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

33. Special resolution

33.1 A resolution of the Chapter shall be a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters (3/4th) of such members of the Chapter as, being entitled under these rules so to do, vote in person at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- (b) where it is made to appear that it is not practicable for the resolution to be passed in the manner specified by the Chairman.

34. Voting

34.1 On any question arising at a general meeting of the Chapter a member shall have one vote only.

34.2 All votes shall be given personally.

34.3 In the case of any equality of votes on a question at a general meeting, the Chairperson of the meeting shall be entitled to exercise a second or casting vote.

34.4 A member shall not be entitled to vote at any general meeting of the Chapter unless all money due and payable by the member to the Chapter has been paid, other than the amount of the annual subscription payable in respect of the then current year.

35. Miscellaneous

35.1 Insurance

35.1.1 The Chapter shall effect and maintain such insurance policies as the Executive Committee may deem necessary.

35.2 Funds - Source

35.2.1 The funds of the Chapter shall be derived from admission fees, annual subscription of members, donations, sponsorship, and subject to any resolution passed by the Chapter in general meeting, such other sources as the Executive Committee determines.

35.2.2 All money received by the Chapter shall be deposited as soon as practicable and without deduction to the credit of the Chapter.

35.2.3 The Chapter shall, as soon as practicable after receiving any money, issue an appropriate receipt.

35.3 Funds - Management

35.3.1 Subject to any resolution passed by the Chapter in general meeting, the funds of the Chapter shall be used in pursuance of the objects of the Chapter in such manner as the Executive Committee determines.

35.3.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 office bearers of the Executive Committee of the Chapter, being members authorized to do so by the Executive Committee.

35.4 Custody of books

Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or her control all books, registers, securities, records and other documents relating to the Chapter.

35.5 Inspection of books

The records, books and other documents of the Chapter shall be open to inspection, free of charge, by a member of the Chapter at any reasonable hour.

35.6 Service of notices

35.6.1 For the purpose of these rules, a notice may be served on or given to a person:

- (a) by delivering it to the person personally;
- (b) by sending it by post to the address of the person; or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address including e-mail addresses specified by the person for giving or serving the notice.

35.6.2 For the purpose of these rules, a notice shall be taken, unless the contrary is proved, to have been given or served:-

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
- (b) in the case of a notice sent by post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

36. AUDIT AND FINANCIAL YEAR

36.1 The accounts of the Chapter shall be audited every year and, together with the auditors' report, and the report of the Chapter, shall be sent to the members within four months of the close of the financial year.

36.2 Two (2) voting members, not being members of the Executive Committee, shall be elected as Honorary Auditors at alternate Annual General Meeting and will hold office for a term of two years. They are eligible to offer themselves for re-election. .

36.3 The Honorary Auditors:

- (a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
- (b) May be required by the Chairman to audit the Chapter's accounts for any period within their tenure of office at any date and make a report to the Executive Committee.

36.4 The financial year shall be from 1st January to 31st December.

36.5 The accounts of the Chapter should also contain statement of fixed assets, if any. The Chapter shall maintain a bank account to be operated jointly by the Treasurer with the Chairman and/or the Secretary of the Chapter.

36.6 A copy of the audited accounts and the report to be sent to the Council not later than two (2) months of the close of the financial year.

37 . Amendments To Constitution

38.1 The Chapter shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

38 . Prohibitions

38.1 The funds of the Chapter shall not be used to pay the fines of members who have been convicted in court of law.

38.2 The Chapter shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Hong Kong.

38.3 The Chapter shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

38.4 The Chapter shall not hold any lottery, whether confined to its members or not, in the name of the Chapter or its office-bearers, Executive Committee or members.

38.5 The Chapter shall not raise funds from the public for whatever purposes..

39 . Interpretation

39.1 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Committee shall have power to use their own discretion. The decision of the Executive Committee shall be final unless it is reversed at a General Meeting of members.

40 . Dissolution of Chapter

40.1 The Chapter shall not be dissolved, except with the consent of not less than three fourths (3/4th) of the total voting membership of the Chapter, either in person or by proxy, at a General Meeting convened for the purpose.

40.2 In the event of the Chapter being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Chapter shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Hong Kong.

40.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Societies Office of the Hong Kong Police.

