

HONG KONG SPECIAL ADMINISTRATIVE REGION OUTSTANDING STUDENTS' UNION
CONSTITUTION

(as reviewed by the Constitution Review Committee established by resolution of the Union at the 22nd Annual General Meeting of the Union and amended by resolution of the 23rd Annual General Meeting held on 23 August 2015)

CHAPTER 1 GENERAL

Article 1 Name

1. The name of the Union shall be “Hong Kong Special Administrative Region Outstanding Students’ Union”.
2. The Chinese name of the Union shall be 「香港特別行政區傑出學生聯會」.

Article 2 Official Address

The Official Address of the Union shall be P.O. Box 74063, Kowloon Central Post Office, Kowloon, Hong Kong or such other address as approved by resolution of the Executive Committee.

Article 3 Objectives

1. The Union shall be a non-profit making organization.
2. The Union may adopt any of the following as its objectives:
 - (1) encouraging progress, sharing and pursuit of real joy in serving the Hong Kong society;
 - (2) organizing functions on social services;
 - (3) fostering student participation in promoting community welfare;
 - (4) promoting a closer relationship among its members.

Article 4 Session

1. The session of the Union shall commence on the next day after the Annual General Meeting held under Article 12A and terminate on the day which the Annual General Meeting is held under Article 12A.
2. The financial session of the Union shall follow the session of the Union.

Article 5 Official Languages

The official languages of the Union are English and Chinese. The working languages of the Union are English and Chinese.

CHAPTER 2 HONORARY PRESIDENTS AND HONORARY ADVISERS

Article 6 Invitation

The Executive Committee may invite prominent or recognized individuals as Honorary Presidents or Honorary Advisers of the Union for such term as the Executive Committee may by resolution determine but in any event no longer than two sessions of the Union. The offices of Honorary Presidents and Honorary Advisers may be renewed on a continuous basis.

Article 7 Privileges

Honorary Presidents and Honorary Advisers shall be entitled to attend and address all General Meetings of the Union and to receive all papers and notices thereof but without any right to vote.

CHAPTER 2A ADVISORY BOARD

Article 7A General Principles

1. The Advisory Board shall be a part of the Union.
2. The Advisory Board shall in any event serve the best interests of the Union in accordance with the Constitution.

3. Subject to section 2 of this Article, the Advisory Board shall maintain minimal intervention in the Executive Committee. Any power authorized by the Constitution to the Advisory Board shall not be more than necessary in serving its duties.

Article 7B Powers and Duties of the Advisory Board

1. The powers and duties shall be to take measures in accordance with the Constitution for:
 - (1) preserving the tradition of the Union;
 - (2) promoting development in vision and mission of the Union;
 - (3) supervising the Administration of the Union;
 - (4) maintaining the discipline of members of the Union, life members and affiliated members inclusive;
 - (5) presenting the Annual Report at an Annual General Meeting; and
 - (6) nominating any life member(s) to be members of the Advisory Board.

Article 7C Qualification

1. Subject to subsection (2) of this Article, any person who is a life member of the Union is entitled to be admitted to the Advisory Board upon satisfaction of the following procedures. The person shall obtain:
 - (1) nomination by two current members of the Advisory Board; or
 - (2) nomination by two members, who are admitted as life members for more than three sessions of the Union;
 - (3) approval by a resolution of an Annual General Meeting; and
 - (4) life membership for two or more than two years, counting from the date of admission as member.
2. Any person who is selected as a member of the Executive Committee under Article 16 or assumes the duties of a member of the Executive Committee shall not, at the concurrent time, be a member of the Advisory Board.

Article 7D Session, Term and Constitution of the Advisory Board

1. **Session.** The session of the Advisory Board shall follow the session of the Union.
2. **Term of Office.** The term of office of a member of the Advisory Board shall be one session of the Union. He / She may serve for not more than five sessions in total.
3. **Constitution of the Advisory Board.** The Advisory Board shall consist of five to seven members among which one person must assume the duties of Chairperson. The Chairperson shall be nominated within one calendar month after the Annual General Meeting.

The Chairperson shall:

- (1) Represent the Advisory Board;
- (2) Convene all meetings of the Advisory Board;
- (3) and Present Annual Report at an Annual General Meeting

Article 7E Resignation

1. **Approval of the Advisory Board.** A member of the Advisory Board may resign upon approval of the Advisory Board. Approval of the Advisory Board shall be obtained by a vote of simple majority by a show of hands or secret ballot of members of the Advisory Board who are entitled to cast a vote at the Meeting of the Advisory Board. Members of the Advisory Board who are entitled to cast a vote consist of the person seeking the approval of his/her own resignation. If the voting result is equivocal, the Chairperson possesses the right to cast an extra vote.
2. **Information to members.** Written notice shall be sent by the Advisory Board to all members of the Union within twenty-eight calendar days upon the approval.

Article 7F Vacancy and Replacement of Vacancy

1. **Approval of the Advisory Board.** Any vacancy arising at any time and for any reason at the Advisory Board may be replaced by a life member approved by the Advisory Board. Approval of the Advisory Board shall be obtained by a vote of simple majority by a show of hands or secret ballot of Advisory Board members who are entitled to cast a vote at the Meeting of the Advisory Board. If the voting result is equivocal, the Chairperson possesses the right to cast an extra vote.
2. **Information to members.** Written notice shall be sent by the newly formed Advisory Board to all members within twenty-eight calendar days upon the approval.
3. **Powers and Duties.** The new member approved by the Advisory Board shall be entitled to the powers and duties which are same as those of his/her predecessor specified in Article 7B, save nominating any life member(s) to be member(s) of the Advisory Board under this Article.
4. **Term of Office.** His / Her term of office shall commence on the next day after the approval of the Advisory Board in accordance with subsection (1) of this Article and terminate on the day the upcoming Annual General Meeting held under Article 12A.

CHAPTER 3 MEMBERSHIP

Article 8 Qualification

1. **Life membership.** Any person who is a finalist of the outstanding student selections organized by the Yuen Long Junior Chamber or such other selections organized by any other organization as approved by resolution of a General Meeting shall be entitled to be admitted to the Union as a life member upon satisfaction of the following conditions:
 - (1) That person is of fit and proper character to be admitted to as a life member of the Union;
 - (2) Approval by resolution of the Executive Committee.
- 1A. **Transition.** Any member, who was admitted to the Union before 14 August 2010 (including that day) and remains a member of the Union by full payment of the previous prescribed membership fees, shall be deemed to be a life member of the Union for all intents and purposes.
2. **Affiliated Membership.** Any person who will be a member of an organizing committee established under Article 14A shall be entitled to be admitted to the Union as an affiliated member upon satisfaction of the following conditions:
 - (1) That person is of fit and proper character to be admitted to as an affiliated member of the Union; and
 - (2) Approval by resolution of the Executive Committee.

Article 8A Membership fees

1. The Union may by resolution prescribe the amount of any membership fee payable under this Constitution for the admission of any class of membership.
2. The Union may but is not obliged to prescribe membership fees for any class of membership. The following membership fees may be prescribed by the Union for any class of membership:
 - (1) Admission fee; and
 - (2) Life membership fee.
3. If any member for any reason failed to pay any membership fee payable under this Constitution, his / her membership of that class of membership in the Union would be suspended automatically if such fee shall remain outstanding for more than two calendar months.
4. Any member whose membership is suspended pursuant to this Article may, upon approval by resolution of the Executive Committee, reinstate his / her membership by repaying the outstanding membership fees.

Article 9 Privileges of members

1. **Privileges of life members.** Except where his / her membership is suspended, a life member is entitled to:
 - (1) Be nominated as a candidate in the Annual Election of the Executive Committee;
 - (2) Stand for election as a candidate in the Annual Election of the Executive Committee;
 - (3) Nominate or second any other life member as a candidate for election and vote in the Annual Election of the Executive Committee;
 - (4) Attend all General Meetings of the Union with full speaking and voting rights, including a right to raise and second any motion raised under the procedures of General Meetings;

- (5) Use all facilities provided by the Union for the general use of its members; and
- (6) Participate in all activities and functions of the Union.
- (7) Stand for Election of Advisory Board and Hong Kong Special Administrative Region Outstanding Students' Selection Organizing Committee

2. **Privileges of affiliated members.** Except where his or her membership is suspended, an affiliated member is entitled to:
 - (1) Attend all General Meetings of the Union with speaking rights but may not vote, propose or second any motion.

Article 10 Obligations and powers of sanction

1. **General obligations.** Members of any class of membership in the Union shall, in addition to any obligation on any member by reason of his or her person as a member of the Executive Committee:
 - (1) Abide by the Constitution, By-laws and all resolutions and regulations passed by the Union or the Executive Committee;
 - (2) Pay the prescribed membership fees;
 - (3) Attend and, if entitled to do so, vote at all General Meetings;
 - (4) Maintain the reputation of the Union;
 - (5) Inform the General Secretary of the Executive Committee of any change of their personal information as soon as reasonably practicable;
 - (6) Satisfy and remain satisfied of the conditions for admission to his / her class of membership set out in this Constitution;

2. **Powers of sanction.** The Union may by resolution sanction any member including any member of the Executive Committee who contravenes or violates any provision under this Constitution in relation to his / her obligations including any obligation of any position in the Executive Committee in one or more than one of the following manners:
 - (1) Issue a public reprimand setting out the facts related to any act of violation or contravention by that member by way of formal notice signed by the President of the Executive Committee of that session and in such manners as the Union may prescribe, including by way of press release, advertisement or otherwise;
 - (2) (Repealed) If that member is a member of the Executive Committee of that session, call for his / her voluntary resignation at an Extraordinary General Meeting in accordance with Article 12B;
 - (3) If that member is a member of the Executive Committee of that session, impeach that member at an Extraordinary General Meeting in accordance with Article 12B;
 - (4) Suspend the membership of that member to any class of membership in the Union for a period no longer than one calendar year; and
 - (5) Revoke the membership of that member to any class of membership in the Union either permanently or prescribing such period which that member may not be admitted or re- admitted to the Union.

3. **Considerations to be taken into account in determining sanction.** The Executive Committee may recommend any sanction prescribed under Article 10 at the General Meeting where any motion to sanction any member is proposed. The Union shall take into account the following considerations in determining the sanction for a member:
 - (1) The seriousness of the act of violation or contravention by that member;
 - (2) Whether that member made any reparation or apology;
 - (3) The contribution of that member to the Union in the past; and
 - (4) Whether the act of violation or contravention by that member is harmful or adverse to the reputation of the Union.

Article 10A Record and use of personal information

1. The Executive Committee shall keep good record of the personal information of the members of the Union in a confidential manner and comply with all laws, rules and regulations relating to personal privacy.
2. Use of personal information of the members must not be for purposes other than as authorised by this Constitution.
3. The Executive Committee may only use the personal information of the members for internal purpose only and for the purposes of carrying out the activities of the Union.

CHAPTER 4 GENERAL MEETING

Article 11 Officials

Any life member may be appointed by motion and resolution of the Union as the Chairman and the Secretary of a General Meeting. In any other case, the President and the General Secretary of the Executive Committee shall be the Chairman and the Secretary of a General Meeting respectively.

Article 12 Powers and Procedures of a General Meeting

1. **Authority of a General Meeting.** Any resolution of the Union shall be binding upon the Union, the Executive Committee, and the members for all intents and purposes. Notwithstanding the aforesaid, the Union may by resolution revoke, amend or alter any previous resolution of a General Meeting of the Union.
2. **Convening a General Meeting.** The Executive Committee of that session shall specify a time and venue within twenty-eight calendar days when any requisition is raised for a General Meeting to take place. A General Meeting may be convened:
 - (1) By resolution of the Executive Committee; or
 - (2) Upon written requisition by not less than one-fourth of the life members of the Union.
3. **Information to members, Honorary Presidents, and Honorary Advisors.** The agenda and related information of the General Meeting shall be sent to all members, Honorary Presidents and Honorary Advisers at least five calendar days before the meeting in such manner as the Executive Committee may by resolution determine.
4. **Quorum.** No business shall be transacted at any General Meeting unless a quorum of members is present. If a quorum is absent at any General Meeting, the General Meeting may be re-convened at any place and time within twenty-eight calendar days of the day on which the General Meeting is held.
 - (1) The quorum of a General Meeting shall be the lesser of thirty life members; or
 - (2) one-third of the total number of life members of the Union.
5. **Matters to be discussed at a General Meeting.** A General Meeting may resolve any matter relating to the Union.
6. **Motions.** Any motion relating to the Union may be raised at a General Meeting by any life member of the Union and must be seconded by another life member of the Union. Any resolution of the Union must be begun and resolved by motion.
7. **Ordinary Resolutions.** An ordinary resolution of the Union shall be passed at a General Meeting by a vote of simple majority by a show of hands or secret ballot of members in any class of membership who are entitled to cast a vote and present at the General Meeting. All resolutions required under this Constitution are ordinary resolutions unless specifically stated as requiring a special resolution.
8. **Special Resolutions.** A special resolution of the Union shall be passed at a General Meeting by a vote of absolute two-thirds majority by a show of hands or secret ballot of members in any class of membership who are entitled to cast a vote and present at the General Meeting. An absolute two-thirds majority means that at least two-third of the members in any class of membership who are entitled to cast a vote and present at the General Meeting voted in favour of the motion.
9. **Voting.** The Chairman of a General Meeting may determine whether to vote by a show of hands or secret ballot and this decision shall be final. Each vote at any General Meeting shall carry equal weight. Each member of any class of membership entitled to cast a vote and present at a General Meeting shall only be entitled to one vote in relation to each motion proposed at the General Meeting.
10. **Tie.** The Chairman of a General Meeting shall, after calling for any member who wishes to change his or her vote to come forth but none has responded to such call, have an extra vote in the case of a tie in any vote for any motion and this vote shall be final and conclusive of the motion being voted at the General Meeting.

Article 12A Annual General Meeting

1. An Annual General Meeting shall be held in each session of the Union.
2. An Annual General Meeting shall be convened by the Executive Committee in August in accordance with this Constitution.
3. An Annual General Meeting is a General Meeting for the purposes of this Constitution and the procedures under Article 12 shall apply.
4. At an Annual General Meeting of the Union, the following matters shall be resolved:
 - (1) Receive and adopt the Annual Report and the Annual Financial Report from the Executive Committee;

- (2) Receive and adopt the Annual Report(s) and the Annual Financial Report(s) of any Organizing Committee established under Article 14A;
- (3) The Annual Election of the Executive Committee;
- (4) Any other business or motion.

Article 12B Extraordinary General Meeting

1. An Extraordinary General Meeting may be convened only when it becomes necessary to resolve any matter of the Union on an urgent basis.
2. An Extraordinary General Meeting is a General Meeting for the purposes of this Constitution and the procedures under Article 12 shall apply except:
 - (1) **Convening a General Meeting.** The Executive Committee of that session shall specify a time and venue within fourteen calendar days when any requisition is raised for an Extraordinary General Meeting to take place. An Extraordinary General Meeting may be convened by resolution of the Executive Committee.
 - (2) **Matters to be discussed at an Extraordinary General Meeting.** An Extraordinary General Meeting may not resolve any matter other than relating to the resignation or impeachment of a member of the Executive Committee and any sanction which may be imposed on that member.
 - (3) **Quorum.** No business shall be transacted at any Extraordinary General Meeting unless a quorum of members is present. If a quorum is absent at any Extraordinary General Meeting, the Extraordinary General Meeting may be re-convened at any place and time within seven calendar days of the day on which the Extraordinary General Meeting is held. The quorum of a General Meeting shall be the less of twenty life members or one-fifth of the total number of life members of the Union.

CHAPTER 5 ADMINISTRATION OF THE UNION

Article 13 Authority

The resolution of the Executive Committee is binding upon the Union subject to any provision of this Constitution which requires a resolution of the Union or any other resolution of the Union passed at a General Meeting.

Article 13A Administration of the Union

In the absence of any resolution of the Union, the daily affairs of the Union shall be transacted by the Executive Committee or any Organizing Committee established under Article 14A of each session.

Article 14 Powers and Duties of the Executive Committee

1. The Executive Committee may:
 - (1) Execute the resolutions of the Union.
 - (2) Formulate policies of the Union in accordance with its objectives.
 - (3) Represent the members of the Union in matters affecting their interests.
 - (4) Terminate the office of any Executive Committee member due to violation of the Constitution.
 - (5) Revoke and/or suspend the membership of any member due to violation of the Constitution.
 - (6) Delegate any authority vested in the Executive Committee to an Organizing Committee established under Article 14A; and
 - (7) Invite individuals as Honorary Presidents and Honorary Advisers.
2. Members of the Executive Committee shall, in addition to their obligations of membership in the Union, at all time during their session act in the best interests of the Union and perform their duties and functions satisfactorily.

Article 14A Organizing Committee

1. **General.** The Executive Committee may by resolution establish any Organizing Committee to carry out any function of the Executive Committee except otherwise provided under Article 14B.
2. **Session and Constitution of an Organizing Committee.** The session of an Organizing Committee shall follow the session of the Union. Members of an Organizing Committee shall hold office for that session only. An Organizing

Committee must be presided over or chaired by a member of the Executive Committee or such other life member of the Union appointed by resolution of the Executive Committee. An Organizing Committee may take the form of a committee of persons or a subsidiary organization or association of the Union governed by a charter.

3. **Members.** Members of an Organizing Committee established under this Article must satisfy the conditions required for admission to life membership or affiliated membership of the Union in accordance with Article 8.
4. **Report by the Organizing Committee.** An Organizing Committee shall prepare and submit a work report to be received at the Annual General Meeting of that session.

Article 14B Hong Kong Special Administrative Region Outstanding Students' Selection Organizing Committee

1. **Members.** Members of this Organizing Committee must satisfy the conditions required for admission to life membership of the Union in accordance with Article 8.
2. **Powers and Duties.** The Hong Kong Special Administrative Region Outstanding Students' Selection Organizing Committee may:
 - (1) Organize outstanding student selections organized by or co-organized with the Yuen Long Junior Chamber or such other selections organized by any other organization as approved by resolution of a General Meeting on behalf of the Union.
3. **Session.** The session of the Organizing Committee shall follow the session of the Union. Members of the Organizing Committee shall hold office for that session only.
4. **Constitution of the Committee.** The Organizing Committee shall consist of six to fifteen members among which one person must assume the duties of Chairperson.
 - (1) The Chairperson shall:
 - (i) Represent the Organizing Committee;
 - (ii) Convene all meetings of the Organizing Committee; and
 - (iii) Present the Annual Report at the Annual General Meetings, when necessary.
 - (2) The General Secretary shall:
 - (i) Prepare and keep records of all internal documents and external correspondence related to the selection on behalf of the Union.
 - (3) The Financial Secretary shall:
 - (i) Deal with the financial works in relation to finance of Outstanding Students Selections
 - (ii) Draft the budget of the financial session;
 - (iii) Preside at all meetings of the Organizing Committee concerning fundraising;
 - (iv) Keep proper accounts, records and inventories of the selection; and
 - (v) Present the annual financial report at the Annual General Meeting for that session of the Organizing Committee.
 - (4) The Marketing Officer shall:
 - (i) Be in charge of all marketing activities related to the selection.
 - (5) The Publications Officer shall:
 - (i) Be in charge of all publication related to the selection.
 - (6) The Exchange Trip Officer shall:
 - (i) Organize the exchange trip; and
 - (ii) Be in charge of all other exchange trips related to the selection.
 - (7) The Liaison Officer shall:
 - (i) Establish and maintain an effective liaison network with candidates, judges, guests, any other co-organizers and all other parties related to the selection; and
 - (ii) Be in charge of all affairs in relation to communication with all parties related to the selection.
 - (8) The Program Officer shall:
 - (i) Be in charge of details and all other general affairs of the selection.

5. Annual Election.

- (1) The Annual Election of the Organizing Committee shall be held at the Annual General Meeting.
- (2) Candidates of the Annual Election of the Organizing Committee shall be elected by ordinary resolution of the Union at the Annual General Meeting in the Organizing Committee which the candidates are running for.

6. Interim Organizing Committee.

- (1) If for any session an Annual Election of the Organizing Committee cannot be duly held at an Annual General Meeting, the outgoing session of the Organizing Committee shall remain as the Interim Organizing Committee.
- (2) The Interim Organizing Committee shall be replaced by the new session of the Organizing Committee elected at the next Annual General Meeting including any General Meeting re-convened under this Constitution.
- (3) The Interim Organizing Committee shall have the same authority, powers, and duties of an Organizing Committee.

7. Resignation and Impeachment

- (1) Any member of the Organizing Committee is required to give prior notice to the Executive Committee in writing of his resignation accompanied by an explanation. A member of the Organizing Committee may resign if:
 - (i) His / Her resignation is supported by a resolution of the Executive Committee; and
 - (ii) There is an explanation as to the reason of his or her resignation which has been accepted by special resolution of the Union.
- (2) No resignation of any member of the Organizing Committee shall take effect unless approved by resolution of the Union.
- (3) A member of the Organizing Committee shall be deemed to have resigned without the need of a resolution of the Executive Committee or an acceptable explanation if:
 - (i) His / Her membership is suspended or revoked under Article 10; or
 - (ii) He / She is or becomes incapacitated or subject to other extenuating circumstances which restrict his / her capacity to carry out the duties as a member of the Executive Committee.

8. Vacancy and Replacement of Vacancies

- (1) Any vacancy arising at any time and for any reason in any session of the Organizing Committee may be replaced by a life member approved by a resolution of the Executive Committee with notice to the members of the Union within twenty-eight calendar days thereof.

Article 15 Session and Constitution of the Executive Committee

1. **Session.** The session of the Executive Committee shall follow the session of the Union. Members of the Executive Committee shall hold office for that session only.
2. **Constitution of the Executive Committee.** The Executive Committee shall consist of eight to twelve members who may take up any of the following positions but which must include one Immediate Past President, one President, one External Vice-president, one Internal Vice-president, one General Secretary and one Financial Secretary.
 - (1) The Immediate Past President shall:
 - (i) Advise on policy-making and all matters related to the operation of the Union.
 - (2) The President shall:
 - (i) Preside at all Executive Committee meetings and General Meetings;
 - (ii) Prepare agenda for all Executive Committee meetings and General Meetings;
 - (iii) Present the annual report at the Annual General Meeting;
 - (iv) Represent the Union in all its affairs.
 - (3) The External Vice-president shall:
 - (i) Assist the President in all his/ her external duties;
 - (ii) Promote the public relations of the Union.
 - (iii) Invite Honorary Presidents and Honorary Advisors.
 - (4) The Internal Vice-president shall:
 - (i) Assist the President in all his/ her internal duties;
 - (ii) Promote internal relations of the Union;
 - (iii) Act as ex-officio president in Meetings of the Executive Committee.

- (iv) Update and keep proper record of the personal information of members of the Union in accordance with Article 10A.
- (5) The General Secretary shall:
 - (i) Prepare and keep minutes;
 - (ii) (Repealed)
 - (iii) Keep records of all the other internal documents and external correspondence on behalf of the Union.
- (6) The Financial Secretary shall:
 - (i) Deal with all financial work; (Repealed)
 - (ii) Draft the budget of the financial session for the approval of the Executive Committee;
 - (iii) Preside at all meetings of any organizing committee concerning fund raising;
 - (iv) Keep proper accounts, records and inventories of the Union;
 - (v) Present the annual financial report at the Annual General Meeting for that session of the Executive Committee;
 - (vi) Collect the prescribed membership fees.
- (7) (Repealed.)
- (8) A Publication Officer shall:
 - (i) Be responsible for all internal publication, including publication of periodic newsletters;
 - (ii) Deal with all external publication including the website of the Union on behalf of the Union.
- (9) (Repealed)
- (10) A Communication Officer shall:
 - (i) Promote communication between members and the Executive Committee;
 - (ii) Co-ordinate members for General Meetings and activities;
 - (iii) Be in charge of orientation programmes for new members;
 - (iv) Update and keep proper record of the personal information of members of the Union in accordance with Article 10A.
- (11) A Public Relations Officer shall:
 - (i) Deal with external communications on behalf of the Union;
 - (ii) Attend ceremonies, events or functions as invited by external parties on behalf of the Union;
 - (iii) Assist the External Vice-president in promoting the Union to public.

Article 16 Annual Election

1. The Annual Election of the Executive Committee shall be held in an Annual General Meeting.
2. Candidates of the Annual Election of the Executive Committee shall be elected by resolution of the Union at the Annual General Meeting for the respective positions which the candidates are running for.
3. The President of the outgoing session shall take office as the Immediate Past President of the next session without the resolution of the Union. Except as aforesaid, members of the outgoing session of the Executive Committee are entitled to stand for re-election.

Article 17 Interim Executive Committee

1. If for any session an Annual Election of the Executive Committee cannot be duly held at an Annual General Meeting, the outgoing session of the Executive Committee shall remain as the Interim Executive Committee.
2. The Interim Executive Committee shall be replaced by the new session of the Executive Committee elected at the next Annual General Meeting including any General Meeting re- convened under this Constitution.
3. The Interim Executive Committee shall have the same authority, powers, and duties of an Executive Committee.

Article 18 Resignation and Impeachment

1. Any member of the Executive Committee is required to give written notice to the Executive Committee explaining his / her reason(s) of resignation. A member of the Executive Committee may resign if:
 - (1) His / Her resignation is supported by a resolution of the Executive Committee; and
 - (2) There is an explanation of his / her resignation which has been accepted by special resolution of the Union.
2. No resignation of any member of the Executive Committee shall take effect unless approved by a special resolution of the Union.
3. A member of the Executive Committee shall be deemed to have resigned without the need of a resolution of the Executive Committee or an acceptable explanation if:
 - (1) He / She has been impeached under Article 10; or
 - (2) He / She has become incapacitated or is subject to other extenuating circumstances which restrict his / her capacity to carry out the duties as a member of the Executive Committee.

Article 19 Vacancy and Replacement of Vacancies

Any vacancy arising at any time and for any reason in any session of the Executive Committee may be replaced by a life member approved by a resolution of the Executive Committee with notice to the members of the Union within twenty-eight calendar days thereof.

Article 20 Procedures of a Meeting of the Executive Committee

1. **Authority of a Meeting of the Executive Committee.** In the absence of any resolution of a General Meeting, a resolution of the Executive Committee shall be binding upon the Executive Committee and the members for all intents and purposes. Notwithstanding the aforesaid, the Executive Committee may by resolution of a Meeting of the Executive Committee revoke, amend or alter any previous resolution of a Meeting of the Executive Committee.
2. **Convening a Meeting of the Executive Committee.** A Meeting of the Executive Committee may be convened by:
 - (1) The President of the Executive Committee; or
 - (2) Any two members of the Executive Committee of that session.

The President of the Executive Committee shall then specify a time and venue within 7 calendar days when any requisition is raised for a Meeting of the Executive Committee to take place.

3. **Information to members, Honorary Presidents, and Honorary Advisors.** Members, Honorary Presidents, and Honorary Advisors may sit in any Meeting of the Executive Committee and receive the notes and/or minutes of any Meeting of the Executive Committee upon request and payment of reasonable photocopying charges.
4. **Quorum.** No business shall be transacted at any Meeting of the Executive Committee unless a quorum of members is present. The quorum of a Meeting of the Executive Committee shall be two- thirds of the total number of members of the Executive Committee of that session.
5. **Matters to be discussed at a Meeting of the Executive Committee.** A Meeting of the Executive Committee may resolve any matter relating to the Union.
6. **Resolutions.** A resolution of the Executive Committee shall be passed by a vote of simple majority by a show of hands or secret ballot of members who are entitled to cast a vote and present at the Meeting of the Executive Committee.
7. **Voting.** The President of the Executive Committee may determine whether to vote by a show of hands or secret ballot and this decision shall be final. Each vote at any Meeting of the Executive Committee shall carry equal weight. Each member of the Executive Committee shall only be entitled to one vote in relation to each agenda proposed at the Meeting of the Executive Committee.
8. **Tie.** The President of the Executive Committee shall, after calling for any member of the Executive Committee who wishes to change his / her vote to come forth but none has responded to such call, have an extra vote in the case of a tie in any vote for any motion and this vote shall be final and conclusive of the motion being voted at the Meeting of the Executive Committee.

CHAPTER 6 FINANCES OF THE UNION Article 21 Sources

1. The Union shall be a non-profit making organization. Without prejudice to the aforesaid, the Union may retain surpluses or excesses of any activity organized by the Union for the limited purpose of applying those surpluses or excesses to future activities organized by the Union.

2. The funds and monies of the Union may derive from the following:
 - (1) Prescribed membership fees;
 - (2) Credit balance of the fund-raising campaigns of the Union;
 - (3) Donations and sponsorships.

Article 22 Application of Funds and Monies

The funds and monies of the Union shall be applied only to the activities of the Union and further the objectives of the Union.

Article 23 Bank Accounts

The Union and the Executive Committee shall keep proper account of the funds and monies of the Version: Aug 2016 13 Union.

The funds and monies of the Union shall be kept at one or more account(s) in the name of the Union opened and maintained with an authorised financial institution in Hong Kong defined under the Banking Ordinance, Chapter 155 of the Laws of Hong Kong, as amended, supplemented or re-enacted from time to time. The authorized signatures of such account(s) shall be those of the President and the Financial Secretary of the Executive Committee of that session.

CHARTER 7 CONSTITUTION AND BY-LAWS

Article 24 Constitution and By-Laws

1. The Executive Committee may by resolution introduce any By-Laws under this Constitution.
2. By-Laws under this Constitution must relate to the Constitution and shall not conflict the provisions of this Constitution. All By-Laws take effect subject to this Constitution.
3. The Constitution and By-Laws of the Union may be interpreted by resolution of a General Meeting.

Article 25 Amendments of the Constitution and By-Laws

1. The Union may by special resolution amend or supplement the provisions of this Constitution or By-Laws.
2. No amendment of the Constitution or By-Laws shall take effect unless the Constitution and By-Laws have been reviewed by a Constitution Review Committee and resolved by the Union in the following manner:
 - (1) **Establishment of a Constitution Review Committee.** A Constitution Review Committee is established by resolution of the Union at a General Meeting to review the Constitution and By-Laws. Such resolution of the Union must appoint a life member of the Union as the convener of the Constitution Review Committee, but is not required to specify the members of the Constitution Review Committee.
 - (2) **Session and Constitution of the Constitution Review Committee.** The session of the Constitution Review Committee shall follow the session of the Union. The Constitution Review Committee shall be formed within two calendar months of such resolution by at least eight life members of the Union which must include the Convener and at least one member of the Executive Committee of that session. A Chairperson shall be elected among the members of the Constitution Review Committee.
 - (3) **Powers and Duties of the Constitution Review Committee.** The Constitution Review Committee shall be independent of the Executive Committee of any session and accountable only to the Union. The Constitution Review Committee shall review the Constitution and By-Laws.
 - (4) **Proposal by the Constitution Review Committee.** The Constitution Review Committee shall submit a Proposal on Constitution and By-laws Amendments to be received at the immediate next Annual General Meeting.
 - (5) **Information to members.** The Proposal on Constitution and By-laws Amendments prepared by the Constitution Review Committee shall be sent by the Executive Committee of that session to all members, Honorary Presidents and Honorary Advisers at least five calendar days before the Annual General Meeting in which the Proposal is to be received.
 - (6) **Special Resolution of the Union to amend the Constitution or By-Laws.** Amendments of the Constitution or By-Laws, including any amendments other than those included in the Proposal on Constitution and By-laws Amendments, must be made by way of special resolution of the Union at the Annual General Meeting on which the Proposal on Constitution and By-laws Amendments is to be received.

CHARTER 8 DISSOLUTION Article 26 Procedures

1. The Union may be dissolved by special resolution of the Union in a General Meeting.
2. Upon the dissolution of the Union, the Executive Committee of that session shall donate or otherwise dispose of any credit balance, asset or inventory of the Union to one or more charitable organization(s) in Hong Kong but subject to payment of any dues and liabilities of the Union including any professional fees incurred in taking an account of the Union upon dissolution.

BY-LAWS

(Nil)