

CONSTITUTION  
OF  
ENGINEERS AUSTRALIA  
HONG KONG CHAPTER

**1. NAME**

This Chapter shall be known as “The Institution of Engineers, Australia – Hong Kong Chapter” (hereafter called the "Chapter"), or commonly being referred to as “Engineers Australia Hong Kong Chapter”.

**2. PLACE OF BUSINESS**

The Chapter's place of business shall be at the address as shown at the “Certificate of Registration of the Society” that is registered in accordance with the provisions of section 5A(1) of the Societies Ordinance. or such other address as may be subsequently decided upon by the Chapter Committee (hereafter called the "Committee") and approved by the Registrar of Societies.

**3. OBJECTIVES**

The objectives of the Chapter shall be to facilitate contacts amongst all grades of Engineers Australia members resident in the Hong Kong Special Administrative Region of China, and with visiting members of Engineers Australia; to maintain liaison with the parent body; to undertake the publication of a newsletter to liaise with local professional institution on matters of mutual interest; and to further such additional activities as the Committee may from time to time determine.

**4. MEMBERSHIP**

- a) Membership of the Chapter shall be opened to all members of Engineers Australia resident in the Hong Kong Special Administrative Region of China. Each member at the grade of Graduate, Member, Fellow or Hon. Fellow shall have the right to vote and to hold office in the Chapter if there is no arrear of membership fee of Engineers Australia for such member.
- b) Affiliate membership shall be open to engineers, scientists or other persons interested in furthering the objectives of Engineers Australia and resident in the Hong Kong Special Administrative Region of China. Affiliate Members shall have similar rights to Members of the Chapter except that they shall not have the right to vote and to hold office in the Chapter.

- c) A copy of the Constitution of the Chapter shall be made available on request in writing.

## **5. FUNDING OF CHAPTER**

- a) There is no additional subscription to join the Chapter. All Engineers Australia members resident in Hong Kong with no arrear of membership fee of Engineers Australia are members of the Chapter.
- b) The Chapter is eligible for a subsidy paid by Engineers Australia. The subvention sum is determined by the Engineers Australia's Board based on the budget submitted by the Chapter.
- c) For the purpose of funding special events of the Chapter, Engineers Australia may make special purposes one-off grants in response to an appropriately documented request submitted by the Chapter.

## **6. EXPENDITURE**

No expenditure of funds derived from any contribution made from funds of Engineers Australia shall be incurred except in the furtherance of the objectives of the Chapter.

## **7. MANAGEMENT AND COMMITTEE**

- a) The Key Officers of the Committee shall consist of a President, a Deputy President, an Honorary Secretary, and an Honorary Treasurer.
- b) The affairs of the Chapter shall be arranged by the Committee which shall consist of the Key Officers, the Immediate Past President and five elected Ordinary Committee Members. The Committee may at its discretion co-opt two members to the Committee as Ordinary Committee Members.
- c) All Key Officers and elected Ordinary Committee Members shall be valid members of Engineers Australia at the grade of Graduate, Member, Fellow or Hon. Fellow.
- d) A term of office of the Chapter Committee will be for 2 years. Election of the President and members of the Committee, except the Immediate Past President, shall be approved at the Annual General Meeting and election will follow on a simple majority vote of the voting members attending the Annual General Meeting. The Deputy President, Honorary Secretary and Honorary Treasurer shall be elected from the elected Committee members by the Committee in the first Committee meeting of the new term.
- e) Ordinary Committee Members shall not hold office for more than four consecutive years and a minimum of 2 out of the 5 Ordinary Committee members

will retire each term from the post of Ordinary Committee Member. Retired Member cannot be nominated in the following term. The President shall only hold office for one term. Key Officers shall only hold the same position for one term.

- f) A Committee Meeting shall be held at least once in two months after giving seven days' notice to Committee Members. The President may call a Committee meeting at any time by giving five days' notice.
- g) A quorum of the Committee Meeting shall be the attendance of at least half of its members, including at least two Key Officers.
- h) Any member of the Committee absenting him/herself from three meetings consecutively without satisfactory explanation shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee until the next Annual General Meeting.
- i) The duty of the Committee is to organise and supervise the daily activities of the Chapter. The Committee may not act contrary to the expressed wishes of the general meeting without prior reference to it and always remains subordinate to the general meeting.
- j) A Patron may be appointed at the discretion of the Committee.
- k) Committee members can invite other members and visitors to committee meetings subject to the agreement by the majority of the Chapter Committee. Invited members and visitors may take part in discussions on the invitation of the Chair of the meeting, but they shall not have voting rights.

## **8. DUTIES OF THE OFFICE-BEARERS**

The duties of the office-bearers are as follows and as listed in the Overseas Chapter Handbook:

- a) The President shall lead the Committee and act as chairman at all general and Committee meetings. He/she shall also represent the Chapter in dealings with outside persons. Provides leadership in the delivery of specific services to the members of the Chapter. This may include facilitating professional interaction and delivering CPD. He/she takes a lead role in setting annual objectives for the Chapter and in providing quarterly activities and financial reports to Engineers Australia.
- b) The Deputy President shall assist the President and deputise for him/her in his/her absence.
- c) The Honorary Secretary shall keep all records, except financial, of the Chapter and shall be responsible for their correctness. He/she will develop the agenda and for keeping minutes of all general and Committee meetings. He/she manages the

administrative and submissions to the local regulatory bodies in Hong Kong and prepares and submit the periodic reporting to Engineers Australia.

- d) The Honorary Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Chapter and shall keep an account of all monetary transactions and shall be responsible for their correctness. The Honorary Treasurer shall not keep more than HK\$1,000, in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques etc, for withdrawals from the bank will be signed by any two of the Key Officers. He/she is to provide the Quarterly Financial Reports to Engineers Australia.
- e) Ordinary Committee Members shall assist in the general administration of the Chapter and perform duties assigned by the Committee from time to time.

## **9. GENERAL MEETINGS**

- a) The supreme authority of the Chapter is vested in a general meeting of members presided over by the President. The Annual General Meeting shall be held before March 31 of each year, the date to be determined by the Committee. At least two weeks' notice of the date, venue, agenda of the meeting, audited financial statement of the Chapter and the nominations for election of the Committee shall be given to members in writing or by any electronic means.
- b) A Special General Meeting may be called by the Committee on its own initiative and must be called if so requested, in writing or by any electronic means by thirty voting members or at least one quarter of the total voting members, whichever is the lesser. At least one month notice shall be given of a Special General Meeting.
- c) Meetings, including the Annual General Meeting and Special Meetings, of the Hong Kong Chapter may be held at more than 1 place, provided that the technology used enables each member present at all places the meeting is held to clearly and simultaneously communicate with every other such member.
- d) Members may invite visitors to Annual or Special General Meetings subject to approval to attend by the Chair of the meeting. Visitors may take part in discussions on the invitation of the Chair of the meeting, but they shall not have voting rights.
- e) A reminder on the agenda shall be notified to members in writing or by any electronic means four days in advance of the general meeting. The following points will be considered at the Annual General Meeting:
  - i) The previous financial year's accounts and the annual report of the Committee.
  - ii) The election of - President and Ordinary Committee members for the following term. Nominations shall be submitted to the Honorary Secretary

in writing or by any electronic means at least four weeks prior to the Annual General Meeting.

- f) Any member who wishes to place an item on the agenda of a general meeting may do so provided he/she gives notice to the Honorary Secretary, in writing or by any electronic means, four weeks before the meeting is due to be held.
- g) A quorum for Annual or Special General Meeting shall be at least one quarter of the total voting members or thirty voting members, whichever is the lesser attending the general meeting.
- h) In the event of there being no quorum at the commencement of a general meeting, the meeting shall be adjourned for half an hour and should the number of attendees be insufficient to form a quorum, those attendees shall be considered a quorum, but they shall have no power to amend any of the existing rules.
- i) The Deputy President shall preside at the general meeting in the absence of the President. If both are absent a member of the Committee must be elected by members present to preside as President at the meeting.

#### **10. TRUSTEES**

- a) If the Chapter at any time acquires any immovable property, such property shall be vested in the trustees subject to a declaration of trust.
- b) The trustees of the Chapter shall:
  - i) Not be more than four and not less than two in number.
  - ii) Be elected by a general meeting of members.
  - iii) Not effect any sale or mortgage of property without the prior approval of a general meeting of members
- c) The office of the trustee shall be vacated :
  - i) If the trustee dies or becomes a lunatic or of unsound mind.
  - ii) If he/she is absent from the Hong Kong Special Administrative Region of China for a period of more than one year.
  - iii) if he/she is guilty of misconduct of such a kind as to render it undesirable that he/she continues as a trustee.
- d) Notice of any disposal to remove a trustee from his/her trusteeship or to appoint a new trustee to fill a vacancy must be given to members in writing or by any electronic means, at least two weeks before the general meeting at which the proposal is to be discussed. The result of such general meeting shall then be notified to the Registrar of Societies.

- e) The address of immovable properties, the names of trustees and any subsequent change must be notified to the Registrar of Societies in accordance with the Society Ordinance.

## **11. AUDIT AND FINANCIAL YEAR**

- a) Either a certified public accountant not being a member of the Chapter, or a voting member, not being a member of the Committee, to be nominated by the Committee as Honorary Auditor to audit the account of the Chapter. Should a voting member be nominated as Honorary Auditor, he / she will hold office for a term of one year only and shall not be re-nominated for a consecutive term. He/She:
  - i) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
  - ii) May be required by the President to audit the Chapter's accounts for any period within their tenure of office at any date and make a report to the Committee.
- b) A copy of the accounts and Annual Report after approval by the Annual General Meeting shall be sent to the Chief Executive of Engineers Australia.
- c) The financial year shall be the period commencing 1 January and ending on 31 December of the same year.

## **12. PROHIBITIONS**

- a) The Chapter shall not conduct any activities contravening the laws of the HKSAR.
- b) Gambling of any kind, whether for stakes or not, is forbidden on the Chapter's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- c) The funds of the Chapter shall not be used to pay the fines of members who have been convicted in Court.
- d) 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 the Hong Kong Special Administrative Region of China.
- e) The Chapter shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price of any discount, allowance or rebate relating to any goods or service which adversely affects consumer interests.

- f) The Chapter shall not hold any lottery, whether confined to its members or not, in the name of the Chapter or its Office-Bearers, Committee or members unless with prior approval of the relevant authorities.
- g) The Chapter shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- h) The Chapter shall not raise funds from the public for whatever purposes without the prior approval in writing of the relevant authorities of the HKSAR.

**13. AMENDMENTS TO RULES**

Amendment to the Chapter's Rules may only be made by motion passed at the Annual General Meeting or at any Special General Meeting called for the purpose provided that at least one month notice in writing or by any electronic means, of such motion has been given to the Honorary Secretary who, prior to the general meeting, shall give at least fourteen days' notice of such motion to all members. The meeting shall accept postal votes by proxy provided the Honorary Secretary receives notice in writing before the meeting commences. No alteration or addition/deletion to this Constitution shall be made except at a general meeting, and they shall not come into force without prior sanction of the Registrar of Societies.

**14. INTERPRETATION**

In the event of any question or matter arising out of any point pertaining to day-to-day administration of the Chapter, which is not expressly provided for in the Constitution, the Committee shall have power to use their own discretion. The decision of the Committee shall be final unless it is reversed at a general meeting of members.

**15. DISPUTES**

In the event of any dispute arising amongst members, they shall attempt to resolve the matter at a Special General Meeting in accordance with the Rules of the Constitution. Should the members fail to resolve the matter, they may bring the matter to a mediation or other court ordered process before a court of law for settlement.

**16. DISSOLUTION**

- a) The Chapter shall not be dissolved, except with the consent of not less than three fifths of the voting members of the Chapter for the time being resident in Hong Kong expressed, either in person or by proxy, at a general meeting convened for the purpose.

- b) 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 returned to Engineers Australia in full.
- c) A certificate of Dissolution shall be given within 7 days of the dissolution to the Registrar of Societies.

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