

**The Constitution**  
of the  
**Hong Kong Scholarship for Excellence Scheme Scholars Association**

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**Section 1: Term of Reference**

1.1. For the purposes of this Constitution

- 1.1.1. “Association” shall mean the Hong Kong Scholarship for Excellence Scheme Scholars Association (HKSESSA).
- 1.1.2. “HKSES” shall mean the Hong Kong Scholarship for Excellence Scheme.
- 1.1.3. “Secretariat” shall mean the HKSES Secretariat.
- 1.1.4. “Member” shall mean any person who satisfy the eligibility for membership as stated in Article 3.1 and whose application have been accepted.
- 1.1.5. “Executive Board” shall mean the board of governors of the Association.
- 1.1.6. “Executive Committee” shall mean the Committee of Principal Officers of the Association.
- 1.1.7. “Hong Kong” shall mean the Hong Kong Special Administrative Region.
- 1.1.8. “Ordinary Resolution” shall mean a resolution passed by simple majority.
- 1.1.9. “Special Resolution” shall mean a resolution passed by two-thirds majority.

**Section 2: General**

2.1. Name

- 2.1.1. The English name of the Association is “Hong Kong Scholarship for Excellence Scheme Scholars Association”.

2.1.2. The Chinese name of the Association is “香港卓越獎學金計劃學者協會” .

## 2.2. Purpose

The Association shall abide by its objectives set forth in this Constitution. The objectives for which the Association is established are listed as follows:

- 2.2.1. To foster and strengthen the friendships and connections between Members, local and overseas, under the HKSES;
- 2.2.2. To empower younger generations to navigate in a globalised world and guide future HKSES awardees to grow personally and professionally;
- 2.2.3. To mobilise the strength of scholars to enhance Hong Kong’s competitiveness as Asia’s world city in a globalised economy;
- 2.2.4. To encourage Members to serve as ambassadors of Hong Kong, with a view to nurture future leaders with a global vision and local knowledge;
- 2.2.5. To keep regular liaison with the Education Bureau of Hong Kong.

## 2.3. Association Session

The Association Session shall begin with the conclusion of the Annual General Meeting and shall terminate with the conclusion of the Annual General Meeting of another year according to the term of office of the Executive Committee. The term of office is two years.

## 2.4. Official Languages

English and Chinese shall be the official languages of the Association in either or both of which all official meetings and official correspondence shall be conducted.

## 2.5. Principles of Operation

- 2.5.1. The Association shall operate on a non-profit basis and remain financially independent, and the income and property of the Association shall be applied solely

towards the promotion of the objectives of the Association as set out in this Constitution.

- 2.5.2. The liability of the members is limited. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is member, or within one year afterwards, for the payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a Member, and the cost, charges, and expenses of winding up, the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HKD 100.
- 2.5.3. The Association must receive funding responsibly, taking into account good judgement and social perception.
- 2.5.4. The Association shall be able to do fundraising, make and accept donations, liaise and partner with other organisations, and support initiatives and/or activities by persons independent of the Association if they contribute to the objectives of the Association as set out in this Constitution.
- 2.5.5. Decisions made by the Association shall be as evidence-driven as possible.
- 2.5.6. The Association shall remain apolitical and not be used as a platform for the promotion of religious, political, or cultural parties.
- 2.5.7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the Members of the Association; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great is imposed on the Association under or by virtue of Article 2.5.1 above. Such institution or institutions shall be determined by Members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of

Hong Kong having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

## 2.6. Direction of Activities

- 2.6.1. The activities and initiatives of the Association shall be of good taste and perceived as such, aligning to the vision and mission set out in this Constitution.
- 2.6.2. Diversity and inclusion shall be highly valued in the initiatives and activities set forth by the Association in order to assemble the best talents and ideas to contribute to the mission set out in this Constitution.

## **Section 3: Membership**

### 3.1. Eligibility of Membership

There are four types of membership under the Association, namely Honorary Member, Full Member, Associate Member and Affiliate Member. Membership is not transferable from one individual to another. The respective eligibility of each type of membership is set out below.

#### 3.1.1. Honorary Member

Any person aged 18 or above, either nominated by the Honorary Patron, the Honorary Advisor, a Patron, an Advisor, a Fellow, or the Committee; and has the recommendation from an interview panel appointed by the Executive Board.

#### 3.1.2. Full Member

Any person who has been awarded a scholarship under the HKSES and pays the membership fee in due course.

#### 3.1.3. Associate Member

Any person who has been a volunteer or a contributor to the Association but not eligible to apply as a Full Member as specified in Article 3.1.2 and nominated by at

least two Full Members, each of whose nomination has to be approved by Special Resolution in the Annual General Meeting.

#### 3.1.4. Affiliate Member

Any person aged 12-17, who participated in the Association's programmes and demonstrated ongoing commitment to the Association and has the recommendation from an interview panel appointed by the Executive Committee.

### 3.2. Application for Membership

3.2.1. Every application shall be submitted and signed by the applicant, if applicable, in such a form as the Executive Committee may from time to time prescribe.

3.2.2. Every application for Full, Associate or Affiliated Membership shall be considered by the Executive Committee which may accept or refuse the application.

3.2.3. An application for membership may be refused, if in the reasonable opinion of the Executive Committee, that applicant has committed conduct which is likely to be dishonourable or injurious to the reputation and interests of the Association, or on such other grounds as may be decided from time to time by the Executive Committee.

3.2.4. A Member may apply to transfer from one type of membership to another for which they are eligible.

### 3.3. Rights of Member

#### 3.3.1. Full members

- a. To attend and vote in General Meetings of the Association;
- b. To be elected as a Principal Officer;
- c. To nominate and vote in elections organised by the Association;
- d. To request for convening an Extraordinary General Meeting;

- e. To access the minutes of a General Meeting upon a written request to the Secretary;
- f. To attend all events organised by the Association.

3.3.2. Associate members

- a. To attend events organised by the Association which are open to Associate Members.

3.3.3. Affiliate members

- a. To attend events organised by the Association which are open to Affiliate Members;
- b. To be assigned with a Full Member as a mentor.

3.4. Duties of Member

- 3.4.1. To pay such amount of membership fee as may be decided by the Executive Board;
- 3.4.2. To comply with the decisions of the Executive Board, Executive Committee or the General Meetings, validly made in accordance with the Constitution and By-laws of the Association;
- 3.4.3. To inform the Executive Committee of any changes in personal information in the record of the Association.

3.5. Termination of Membership

Membership shall terminate

- 3.5.1. If in the reasonable opinion of the Executive Board, any member has committed conduct which is likely to be dishonourable or injurious to the reputation and interests of the Association, provided that the Executive Board shall cause notice in writing to be sent to such member appraising him/her of the fact and giving him

particulars of the conduct complained of inviting him/her to prepare a written explanation of such conduct.

- 3.5.2. If there is one Full Member who proposes to investigate the possibility of terminating such person's membership, whose proposal is agreed upon by at least two other Full Members, the relevant Member shall be called for a special meeting of the Executive Board which will be held at least 7 working days after the date of notification, at a time and place to be specified, to consider his or her conduct and such explanation, if any, at which meeting he may attend and may explain such conduct through himself or herself. Final decisions regarding the passage of the termination of membership are still borne by the Executive Board.
- 3.5.3. If any member shall fail to pay the membership fee within the time limit as stated, provided that if such a member shall give written explanation to the Executive Board, the Executive Board may restore the membership of that member at its absolute discretion.
- 3.5.4. Upon the acknowledgement by the Executive Committee in the form of a receipt of written request signed and delivered to the Executive Committee by the withdrawing member, he or she can terminate the membership and should be aware that re-admission will not be considered strictly thereafter.
- 3.5.5. Upon the death of a member.

## **Section 4: Meeting**

### 4.1. General Rule

- 4.1.1. The Chairperson of the Executive Board shall convene a General Meeting at least once every year which date as the Executive Board shall decide.
- 4.1.2. The Minutes of General Meetings shall be prepared by the Secretary, and in whose absence, by any Principal Officer; and the Minutes as adopted by the Executive Committee shall be available for inspection within 7 working days of any member's request in writing to the Chairperson of the Executive Board.

4.1.3. If the Chairperson of the Executive Board shall fail or shall be unable to fulfil his/her duty under Article 4.1.1, the following person(s) of the Association shall have the power to convene a General Meeting in order of priority:

- a. The Vice-Chairperson of the Executive Board;
- b. At least one-third of the Executive Board who may appoint one of them to convene a General Meeting on their behalf;
- c. At least 10% of the Full Members who may appoint one of them to convene a General Meeting on their behalf.

4.1.4. A General Meeting shall be presided by the person, who shall convene the General Meeting pursuant to Article 4.1.3. Where the person convening the General Meeting is unable to attend or preside the General Meeting, the Members present shall elect the Chairperson of the General Meeting.

4.1.5. A General Meeting shall be conducted in accordance with such procedures as the Executive Committee shall from time to time resolve and in writing to members.

## 4.2. Annual General Meeting

4.2.1. The Chairperson of the Executive Board shall convene an Annual General Meeting every year on such date within August in a year. An AGM shall be held once every year.

4.2.2. A notice of AGMs, specifying the place, day and hour of the meeting, the general nature of any special business, scheduled motions shall be given to every member.

4.2.3. The date of the Annual General Meeting shall be scheduled as

- a. The meeting date shall be announced at least 14 working days before the Annual General Meeting;
- b. The deadline of motions submission shall be at least 7 working days before the Annual General Meeting. Submission of such motions shall be made in such a form prescribed by the Executive Board from time to time.



- c. The agenda shall be distributed at least 7 working days before the Annual General Meeting.

#### 4.3. Extraordinary General Meeting

4.3.1. Extraordinary General Meeting shall be called upon by the Chairperson of the Executive Board under following circumstances

- a. If urgent matters related;
- b. If the Executive Committee resolves;
- c. If at least 10% of the members request in writing to the Executive Board.

4.3.2. The date of the Extraordinary General Meeting shall be scheduled as

- a. The motion shall be received at least 7 working days before the Extraordinary General Meeting;
- b. The meeting date and agenda of the Extraordinary General Meeting shall be distributed to all members at least 5 working days before the meeting.

#### 4.4. Business of a General Meeting

4.4.1. A General Meeting shall only resolve business for which such a General Meeting is convened, as set out in the agenda given under Article 4.2 above. Provided that if two-thirds of the members shall consent, they may discuss, but may not resolve, any matter in furtherance of the purposes of the Constitution and may direct the secretary of the General Meeting to record in writing their proposal in the minutes of the General Meeting.

4.4.2. In case of an Annual General Meeting, the business shall be:

- a. To receive and adopt the minutes of the previous Annual General Meeting together with the minutes of all other General Meetings which may have been held since the previous Annual General Meeting;

- b. To receive and adopt the Treasurer's report and audited statements of accounts prepared up to the end of the Association Session;
- c. To receive and adopt the Annual Report of the President of the outgoing Executive Committee;
- d. To consider and resolve other matters outlined in the agenda;
- e. To vote for any application for Associate Membership or Affiliate Membership;
- f. To vote for any motion for termination of membership;
- g. To vote for amendments to the Constitution of the Association;
- h. To vote for confidence for Principal Officers of the Executive Committee appointed by the elected President and Vice-President.

#### 4.5. Quorum of a General Meeting

- 4.5.1. A General Meeting shall not be validly held unless there is a quorum at and present throughout the General Meeting.
- 4.5.2. In all General Meetings, not less than 5% of the members shall form the quorum.
- 4.5.3. If the quorum cannot be reached within 30 minutes of the proposed time of the meeting, the meeting shall be adjourned by the person presiding the General Meeting.
- 4.5.4. During the meeting, if the attendance falls below the quorum or if there shall be no quorum at the date of the General Meeting, the person presiding the General Meeting shall postpone the General Meeting to the same day in the following week. There shall be deemed to be a quorum regardless of the number of members present on the subsequent day.

#### 4.6. Voting of a General Meeting

- 4.6.1. The vote of a General Meeting of the Association shall possess the highest authority in all matters relevant to the Association. The resolutions of a General Meeting can only be revoked by a subsequent General Meeting.
- 4.6.2. All governors/ Principal Officers shall have the right to vote at any Annual or Extraordinary General Meeting of the Association and every Full Member or their proxy shall have one vote.
- 4.6.3. Ordinary resolutions shall be used in majority circumstances while special resolutions shall be used when there is an adjustment in membership fee, amendment of the Constitution, appointment and removal of a Principal Officer, acceptance of Associate membership, as well as a termination of Full/Associate membership.
- 4.6.4. At any Annual or Extraordinary General Meeting of the Association, a resolution put to the vote of the Meeting shall be decided on a show of hands unless a secret ballot is demanded by a Full Member's request at least 3 working days before the meeting.
- 4.6.5. The Chairperson of the Executive Board shall have a casting vote.
- 4.7. Proxy of General Meeting
- Proxy may be appointed to vote in any General Meeting by such form as the Executive Board shall prescribe from time to time.

## **Section 5: Organisation**

### 5.1. The Honorary Patron

The Honorary Patron shall be the Chief Executive or the Chief Secretary of Hong Kong Special Administrative Region. The invitation shall be sent by the Executive Board.

### 5.2. The Honorary Advisor

The Honorary Advisor shall be the Secretary for Education Bureau of Hong Kong. The invitation shall be sent by the Executive Board.

### 5.3. Patrons

- 5.3.1. The Executive Board has the absolute discretion to appoint Patrons from time to time by a special resolution.
- 5.3.2. The term of the appointment is one Association Session.
- 5.3.3. The appointment is automatically renewed for every Association Session unless a member of the Executive Board motioned against the renewal.
- 5.3.4. Patrons are required to pay the subventions as may be decided by Special Resolution of the Executive Board every year within such time limit as may be prescribed by the Executive Board.
- 5.3.5. The appointment renewal for Patrons shall be void if the Patron fails to pay the subvention within the time limit as stated in Section 5.3.4. However, the Executive Board may restore the appointment of Patrons by way of Special Resolution.

#### 5.4. Advisory Board

##### 5.4.1. Functions

- a. To advise on the direction of the Association;
- b. To provide networks and supporting resources to the Association;
- c. To donate to the Association at their discretion.

##### 5.4.2. Composition

There shall be a total of eleven advisors (including one Chairperson) in the Advisory Board.

- 5.4.3. Each advisor shall be invited by the Executive Board. The advisors invited shall hold office for one full term of the Executive Committee.
- 5.4.4. The appointment is automatically renewed for every Association Session unless a member of the Executive Board motioned against the renewal.
- 5.4.5. Everyday administrative work of the Association shall not concern the Advisory Board.

#### 5.5. Fellows

#### 5.5.1. Functions

- a. To guide, monitor and supervise at least one project of the Association each year;
- b. To line up at least one organisation for partnership for the Association each year;
- c. To provide regular seminars/ workshops to members of the Association; and
- d. To provide networks and supporting resources to the Association;

#### 5.5.2. Composition

There shall be no limit to the number of Fellows, which shall depend on the needs of the Association.

5.5.3. Each Fellow shall be invited by the Executive Board or the Executive Committee for his/her track record of substantial contribution to the Association. The Fellows shall hold office for one full term of the Executive Committee.

5.5.4. The appointment is automatically renewed for every Association Session unless a member of the Executive Board motioned against the renewal.

#### 5.6. Executive Board

##### 5.6.1. Functions

There shall be an Executive Board of the Association:

- a. To monitor the policies of the Association within the framework of the Constitution and the Resolutions of the Association in General Meetings;
- b. To invite the Honorary Patron and Honorary Advisor;
- c. To invite and appoint Patrons, Advisors and Fellows;
- d. To appoint an interview board to review Honorary Membership nominations;

- e. To appoint an investigation committee on an impeached Principal Officer or Member and terminate the Principal Officer's office and a member's membership (if appropriate);
- f. To host General Meetings;
- g. To appoint an Election Committee for elections or by-elections.

#### 5.6.2. Composition

The Executive Board shall consist of the immediate Past President and the immediate Past Vice-President. The Chairperson and Vice-Chairperson of the Executive Board shall be elected among the members of the Executive Board.

5.6.3. Each member of the Executive Board shall hold office for one full term of the Executive Committee and be automatically renewed unless a member of the Executive Board motioned against the renewal.

5.6.4. Everyday administrative work of the Association shall not concern the Executive Board.

### 5.7. Executive Committee

#### 5.7.1. Functions

There shall be an Executive Committee of the Association:

- a. To formulate and implement the policies of the Association within the framework of the Constitution and the Resolutions of the Association in General Meeting;
- b. To review the Constitution and By-laws, if any, and if necessary, formulate amendment and put it forward to be passed by a General Meeting;
- c. To manage the day-to-day affairs of the Association;
- d. To organise events for members of the Association;

- e. To invite and appoint Fellows;
- f. To establish, manage and dismiss Functional Committees;
- g. To communicate or coordinate with the Secretariat and with any other relevant external organisations;
- h. To represent the Association in all internal and external affairs, and to represent Members in all matters concerning the Association;
- i. To implement the decisions passed in the General Meetings;
- j. To prepare the budget;
- k. To prepare the annual report;
- l. To approve applications for membership; and
- m. To nominate a new Principal Officer.

#### 5.7.2. Composition

The Executive Committee shall consist of the following nine Principal Officers:

- a. President;
- b. Vice-President;
- c. Secretary;
- d. Treasurer;
- e. Five other Principal Officers who are to be appointed by the President and the Vice-President

#### 5.7.3. Duties of the Principal Officers

- a. The President
  - i. Shall be the chief executive of the Executive Committee;

- ii. Shall preside at all General Meetings;
  - iii. Shall prepare agenda for all General Meetings;
  - iv. Shall represent the Association.
- b. The Vice-President
- i. Shall assist the President in respect of both internal affairs and external affairs of the Association;
  - ii. Shall act as Ex-officio President in the absence of the President.
- c. The Secretary
- i. Shall assist Principal Officers in discharging their duties under the Constitution;
  - ii. Shall deal with internal communication and maintenance of mailing list;
  - iii. Shall deal with and keep record of all external correspondence on behalf of the Association;
  - iv. Shall attend to the secretarial work, keep the seals and documents under safe custody, compile the agenda and arrange minutes of Executive Committee meetings and General Meetings to be recorded.
- d. The Treasurer
- i. Shall be responsible for the financial affairs of the Association;
  - ii. Shall submit the annual statement of accounts and annual budget for the upcoming year to the President for examination at least 10 working days prior to the Annual General Meeting, to present the annual financial report at the Annual General Meeting, and to post up the report in the Association premises for general information.

#### 5.7.4. Termination of office



- a. The office of a Principal Officer shall terminate
  - i. If the Principal Officer shall resign with written resignation with reasons stated and the Executive Board shall approve such resignation;
  - ii. If the Executive Board shall by Special Resolution dismiss any Principal Officer for neglect of duty, dishonesty, incompetence, refusal to carry out the resolutions of the Executive Board, Executive Committee, or the Association in General Meetings, provided that such a Principal Officer may appeal against any such resolution to the Association in an Extraordinary General Meeting whose decision shall be final;
  - iii. If the Principal Officer shall cease to be a member of the Association;
  - iv. Individual Full Members can introduce impeachment resolutions and it shall require the support of at least two other Full Members of the Association. An investigation committee will then be set up by the Executive Board to investigate the accusations against the impeached Principal Officer. After investigation, the impeachment will be passed to an Extraordinary General Meeting. A special resolution is required for the removal of the Principal Officer;
- b. If the President is removed, the Vice-President shall automatically assume the position of President. The Executive Committee shall be dissolved, if both the President and Vice-President are removed.

## 5.8. Functional Committee

- 5.8.1. The Executive Committee has the power to appoint Functional Committees, ad hoc or standing, to assist the operation of the Association.
- 5.8.2. The formation of each Functional Committee shall be by open recruitment among all Members. Interested candidates shall be considered by the Executive Committee.
- 5.8.3. For each Functional Committee, the Executive Committee shall appoint a Principal Officer as the head of the Committee.

5.8.4. A Functional Committee shall consist of at least 2 Full Members of the Association.

5.8.5. Duties of the Functional Committee include:

- a. To submit working proposals to the Executive Committee regarding their assigned field of work and keeping the Executive Committee informed of the progress of their work;
- b. To submit an evaluation report to the Executive Committee after each organised activity. Such report shall be submitted within 20 working days after the activity.

5.8.6. The Executive Committee shall be responsible for supervising the operation and proceeding of all Functional Committees.

5.8.7. The Executive Committee has the power to dismiss any member of any Functional Committee for neglect of duty, dishonesty, incompetence, refusal to carry out the resolutions of the Executive Committee.

## 5.9. Election Committee

### 5.9.1. Appointment

- a. An Election Committee should be appointed by the Executive Board at least 21 working days before each election of the President and Vice President and would be responsible for any by-election or reelection from that point onwards until the next Election Committee is appointed.
- b. The Executive Board shall have the right to appoint a new Election Committee at any time, but it should be at least 21 working days prior to any election that is to take place.

- c. When appointing the Election Committee, the Executive Board should actively consider members of the original Constitutional Preparation Committee, previous Election Committees and Full members who have expressed interest in joining.
- d. The number of members of the Election Committee should not exceed 10.
- e. To ensure impartiality, no more than 2 members of the current or immediate past Executive Committee should be allowed in the Election Committee.

#### 5.9.2. Duties and Powers

- a. The Election Committee shall draft a set of Election Rules for the conduct of the election; and to design an election ballot and maintain a voting platform.
- b. The Election Committee shall hear and investigate any complaints it receives regarding any violation of the Election Rules.
- c. The Election Committee has the power to impose sanctions to any person or party who has repeatedly violated the Election Rules or has committed a violation that would fundamentally affect the fairness of the election and cannot be remedied. Sanctions imposed by the Election Committee may include but not limited to disqualification.
- d. The Election Committee has the power to hear appeals on the election result received after the election and produce a judgement accordingly.
- e. The Election Committee has the ultimate power to interpret the Election Rules and to decide on all matters relating to the election according to the requirements set in the Constitution.

## **Section 6: Election**

### 6.1. General

- 6.1.1. Two candidates electing for President and Vice-President shall form a team.
- 6.1.2. The election shall be run in a team basis.
- 6.1.3. The elected President and Vice-President shall appoint Secretary, Treasurer, and other five Principal Officers.
- 6.1.4. The appointment of the Principal Officers shall be pending the approval by Special Resolution one by one in the Annual General Meeting.
- 6.1.5. Candidates running for President and Vice-President as well as the appointed Principal Officers should not be part of the Election Committee of the Association.

### 6.2. Term of Office as a Principal Officer

- 6.2.1. The term of office for each Principal Officer is two years.
- 6.2.2. A Principal Officer shall not serve more than 2 consecutive terms in whatever position in the Executive Committee.

### 6.3. Nominations

- 6.3.1. Nomination should be opened at least 14 working days prior to the election.
- 6.3.2. Each team of candidates running for President and Vice-President shall submit a manifesto.
- 6.3.3. Elections shall be held after the nominees have published their manifestos.
- 6.3.4. Nominations shall be in writing. A nomination form shall contain the names of two candidates, a proposer and a seconder. The proposer and the seconder shall both sign on the form.

### 6.4. Election Campaign

- 6.4.1. A candidate may announce to run in a coming election at any time. But once such an announcement is made, their expenses on campaigning and promotions, and the donation and funding received must be recorded and be presented to the Election Committee 7 working days after the election.
- 6.4.2. The amount of funding a team of candidates is allowed to spend for the campaign should not exceed an amount designated by the Election Committee.

## 6.5. Voting

- 6.5.1. Only Full Members are entitled to vote.
- 6.5.2. Votes are casted through an anonymous online system. There should be an option of withdrawing or changing one's vote prior to the election deadline.
- 6.5.3. The quorum required for each election shall be 5% of the total numbers of Full Members.
- 6.5.4. When there is only one team of candidates for the posts, they shall be declared elected automatically.
- 6.5.5. When there are two teams of candidates for the posts, the team receiving a larger number of votes shall be declared elected.
- 6.5.6. When there are three or more teams of candidates for the posts, a 2-round election should be conducted. A team shall be declared elected if the number of votes it receives in the first round is more than half of the Full Members voting. If no team obtains such a number of votes in the first round, the 2 teams with the highest number of votes in the first round will enter the second round. The team which receives more votes in the second round shall be declared elected.

## 6.6. Re-election

The Election Committee shall order a re-election in case of a tie between 2 teams which will affect the determination of final result of the election.

## 6.7. By-election

In the event of a vacancy of both President and Vice-President occurring during the term of an office, the Election Committee shall order a by-election within 20 working days of such a vacancy.

## 6.8. Appointment of Principal Officers

6.8.1. The elected President and Vice-President shall appoint a Secretary, a Treasurer and another 5 Principal Officers.

6.8.2. Each nominated Principal Officer has to be approved one by one by a special resolution in the AGM.

## **Section 7: By-Laws**

7.1. The Executive Committee shall make the minutes of each committee meeting available to members within 10 working days after the meeting, unless specified otherwise by the Executive Committee.

7.2. Any resolution passed by the Executive Committee shall be presumed to be consistent with the Constitution unless more than one-third of the Principal Officers shall dissent from that resolution and unanimously question the constitutionality of such resolution. The constitutionality of such resolution shall then be decided in a General Meeting, before which it shall have no binding power.

## 7.3. Resolution by Full Members

7.3.1. Every Full Member shall have the right to submit a resolution to the Executive Committee for its discussion and by filing a petition consisting of 10% or more of the total number of Full Members. Such a resolution shall be passed if the Executive Committee sees fit.

7.3.2. A Full Member or a group of Full Members with a petition consisting of more than 25% and at least 50 of the total number of Full Members can submit a resolution to the Executive Committee and if such a resolution is rejected by the Executive

Committee, the member or members submitting it shall have the right to trigger an online ballot for the resolution, which shall require a special resolution to pass.

#### 7.4. Election of the first Executive Committee

7.4.1. The first election for President and Vice-President shall adopt a simple First-Past-the-Post election method based on the voting by all Scholars, since there will not be Full Members by the time of the first election. The subsequent elections however, shall follow the rule outlined in Section 6.

7.4.2. The quorum required for the first election shall be 5% of all Scholars to participate in the voting. The subsequent elections however, shall follow the rule outlined in Section 6.

### **Section 8: Budget, Account & Audit**

#### 8.1. Long-Term Goals

8.1.1. To become a charitable organisation supporting its aim in the improvement and development of Hong Kong;

8.1.2. To aim at a financial balance in the long run and achieve its purpose as lay out in Section 2 of the Constitution.

#### 8.2. Fiscal Prudence

8.2.1. The Association shall operate on a financially sustainable basis and decisions, actions or plans made should never put its financial stability at risk.

8.2.2. The annual budget plan for the Association should be made carefully in advance to set forth the fund allocations into various categories. Over-spending is strictly prohibited. However, even in the case of overspending, the Association should be able, to a certain extent, cover the deficit and maintain financial stability.

8.2.3. A clear budget and allocation of funding should be laid out annually.

- 8.2.4. Maintain a budget surplus as far as possible and always plan expenditures to be less than income.
- 8.2.5. Allocation of fund and spending should be in line with the Association's purposes, mainly for promotion and development of the Association, and to serve the majority of members' interests.
- 8.2.6. No minimum nor maximum floor shall be set for funding to the Association.

### 8.3. Transparency

- 8.3.1. Funding received should be transparent to members without compromising the confidentiality of the individual or institution that the fund is sourced from.
- 8.3.2. The Executive Committee shall present an annual report and a detailed, audited financial report to all members in the AGM.
- 8.3.3. The Executive Committee shall present a year plan, which shall always include a projected budget, to all members, by whatever means, in the AGM.
  - a. Members have the right to give out suggestions for the year plan in the Annual General Meeting.
  - b. The year plan shall set out the immediate objectives and targets of the coming term of the Executive Committee.
  - c. A year plan shall require an ordinary resolution to pass during the AGM.
  - d. If at least a half of the Full Members reject the year plan, they may petition in writing to the Executive Committee. Within 20 working days after noting such rejection, the Executive Committee shall present an amended year plan in an EGM for final decision.
- 8.3.4. Annual record of income and expenditure should be made available to members.
- 8.3.5. Budget plan should be made available to members.



8.3.6. The Executive Committee shall provide a complete and updated list of benefactors and sponsors on a publicly accessible, open online platform accessible at all times.

#### 8.4. Sources of income

8.4.1. The Association will accept no financial support or donations from, or collaborate with, individuals, organisations, companies, or any other entities involved in activities including but not limited to:

- a. arms trade;
- b. handling of ivory, shark fins, leather and fur extracted from animals, and/or any other products or materials extracted from animals and plants that are prohibited under the law of Hong Kong;
- c. armament industry;
- d. money laundering;
- e. handling of conflict minerals as prescribed under Section 1502 of the Dodd-Frank Act of the government of the United States of America;
- f. criminal activities of any sorts as prescribed under the law of Hong Kong.

8.4.2. The Association shall require additional scrutiny to accept financial support or donations from, or collaborate with, individuals, organisations, companies, or any other entities involved in activities including but not limited to:

- a. the production, distribution, and/or promotion of tobacco;
- b. gambling industry;
- c. the production, distribution, and/or promotion of alcohol;
- d. entertainment industry;
- e. contentious drugs/ pharmaceutical industry;

- f. any political campaigns with views to gain any public positions, official and unofficial titles within the government of the Hong Kong and/or the government of the People's Republic of China, any foreign governments, or intergovernmental organisations.
- 8.4.3. If the external funding body is suspected or found to have plans to be affiliated with any of the above industries, funding stream must be terminated immediately.
- 8.4.4. The Association, in all cases, do not uphold nor represent the values, views and/or ethos of its sponsors and benefactors.
- 8.4.5. The Association is in no position nor have any obligation to speak on any issues that arise regarding its sponsors and benefactors.
- 8.4.6. Membership fee (or any form of constant income/sponsorship/donation) should be considered as the main sources of funding for the association when making budget plan for regular activities. The Association should not rely on one-off donation for its regular activities.

## 8.5. Donor Communication

- 8.5.1. A written agreement should be in place and given to the donor upon receiving the donation, setting forth the role and responsibility of the Association as a donation receiver.
- 8.5.2. Official standardised letter of gratitude and recognition shall be sent to the donor.
- 8.5.3. Standardised letter giving a concise and clear summary of the Association's purposes shall be sent to the donor.
- 8.5.4. Any individual, legal entity, organisation could, in theory, financially support the Association in the form of donation or sponsorship without legal binding commitment. The Association possesses the right to make the final decision whether to receive or reject donation/sponsorship. This decision should be made by the Executive Committee.

- 8.5.5. The Association has no obligation to provide a mutual aid to its sponsors and benefactors in the form of financial reciprocation, publicity or advertisements.
- 8.5.6. Sponsors and benefactors of the Association have no power nor right:
- a. To decide any action of the Association;
  - b. To participate in any of the Association's meetings without explicit written consent or invitation from the Association;
  - c. To access any information internal to the Executive Committee without explicit written consent or invitation from the Association;
  - d. To receive updates on work of the Association without explicit written consent or invitation from the Association;
  - e. To lobby members of the Association.

## **Section 9: Amendments, Ratification & Interpretation**

- 9.1. Any specific proposal of change to the existing Constitution, including but not limited to additions, subtractions or substitutions, shall be regarded as amendments.
- 9.2. The power to amend the Constitution shall be vested in a General Meeting.
- 9.2.1. An amendment is valid only if it is proposed by a Full Member and second by two other Full Members.
  - 9.2.2. An amendment shall be valid only if it receives ratification, the official approval, by special resolution at a General Meeting, and provided that the appropriate notice of at least 14 working days has been given.
  - 9.2.3. There is no limit of amendments that a Full Member can propose.
- 9.3. The power to interpret the Constitution shall be vested by the Executive Committee. Any objection to the interpretation shall be passed by special resolution in a General Meeting.

- 9.3.1. Subject to Article 9.3. and unless inconsistent with the express provision or context, any term defined in the by-laws shall bear the same meaning under the Constitution.
  - 9.3.2. Unless otherwise provided, where the Constitution confers any power or authority on any person, such power or authority can be used on any number of occasions.
- 9.3. Any Full Member, seconded by at least two Full Members, shall be entitled to make a proposal to a General Meeting for interpreting any provision of the Constitution. Such proposal, on approval by special resolution, shall be binding on the Executive Committee.