

CR No. 2447575

THE COMPANIES ORDINANCE

**Company Limited by Guarantee
And not having a Share Capital**

ARTICLES OF ASSOCIATION

OF

Institution of Public Private Partnerships Limited

公私營合作學會有限公司

Incorporated the 7th day of November, 2016

HONG KONG

(As amended by Special Resolution passed on 28th day of June, 2022)

THE COMPANIES ORDINANCE
(CHAPTER 622)

SPECIAL RESOLUTION

OF

Institution of Public Private Partnerships Limited
公私營合作學會有限公司

Passed on 28th June, 2022

At an Extraordinary General Meeting of the above named Company duly convened, and held at 19A, Nathan Commercial Building, No. 430 Nathan Road, Yau Ma Tei, Kowloon, Hong Kong on 28th June, 2022 at 11:00 a.m., the following Resolution was duly passed as a Special Resolution namely : -

Clause Ref.	Summary of Changes
1	Replaced “Patron” by “Patron, Honorary President and Honorary Advisors”.
6	Replaced “Honorary Member” by “Fellow Member”.
8(b)	Deleted Honorary Member definition and added the definition of Fellow Members.
8(c)	Revised the definition of Members.
8(d)	Revised the definition of Company Members.
8(e)	Enhanced the grammar of definition of Student Members.
19	Revised the annual subscription payment period.
30(a)	Corrected grammatical errors.
56	Revised one Vice Chairman to two Vice Chairmen.
60	Added “(a)” and Revised the Vice Chairman to two Vice Chairmen. Added “(b) The Chairman, Vice Chairmen, Honorary Secretary and Honorary Treasurer shall be the Directors as specified in The Companies Ordinance (Chapter 622).”
89(a)	Replaced “one member of the Council” by “Chairman/Vice Chairman” and deleted “or by two members of the Council”.

(Sd.) TAM, Wai Keung Billy
Chairman

THE COMPANIES ORDINANCE

*Company Limited by Guarantee
And not having a Share Capital*

ARTICLES OF ASSOCIATION

OF

Institution of Public Private Partnerships Limited
公私營合作學會有限公司

Part A Mandatory Articles

1. Company Name The name of the company is

Institution of Public Private Partnerships Limited
公私營合作學會有限公司
(The Institution)

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the Institution undertakes to contribute to the assets of the Institution in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the Institution contracted before he ceases to be a member, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding the amount specified below:

Class of Members: All

Amount to be contributed by each of the members in this class: HK\$10

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Name(s) of Founder Members
Chan Walter Kwok Hung 陳國雄
Yeung Kin Ming 楊建明
Li Kwong 李剛
Wong Chun Wan Bruce 黃震寰

Part B Other Articles

PRELIMINARY

1. In these Articles unless there be something in the subject or context ***Interpretation*** inconsistent therewith:

"the Institution" refers to the Institution of Public Private Partnerships Limited 公私营合作學會有限公司

"the Ordinance" means the Companies Ordinance Chapter 622 including any statutory modification or re-enactment thereof;

"the Articles" means the Articles of Association of the Institution;

"Patron, Honorary President and Honorary Advisors" means the individual whom the Committee determines to be appropriate and reputable in the community; and who has (i) devoted to support the Institution in achieving its objects set down in the Articles of Association, (ii) been invited by the Committee to become the Patron, Honorary President, Honorary Advisor of the Institution and (iii) accepted such invitation. (Special Resolution passed on 28th June, 2022).

"member" or "member of the Institution" means a person whose name is on the register of members of the Institution and who will on the adoption of these Articles or subsequently thereto belong to any one of the several grades of membership into which the members of the Institution are divided into under these Articles of Association;

"the Council" means the Council for the time being of the Institution;

"Member of Council" means a member of the Institution appointed to the Council in accordance with the Articles;

"Committees" means the committee of the Council;

"the Office" means the registered office of the Institution;

"Regulations" means the Regulations made by the Council under the Articles from time to time;

"the Seal" means the common seal of the Institution;

"month" means calendar month;

"clear days" in relation to the period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"in writing" means written, printed or lithographed or partly one or partly another, and other forms of representing or reproducing works in visible form;

"executed" includes any mode of execution;

Words importing the singular number only shall include the plural number, and vice-versa. Words importing the masculine gender only shall include the feminine gender.

Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Ordinance but excluding any statutory modification thereof not in force when the Articles become binding on the Institution. Words importing persons or bodies shall include corporations, unincorporated associations, learned societies and bodies or persons.

The headings hereto shall not affect the construction of these Articles.

2. The objects for which the Institution is established are: -

OBJECTS

- 2.1 To promote and encourage amongst members of the Institution, the acquisition and exchange of both general and technical knowledge of planning, design, legal, finance, risk, construction, operation and maintenance in relation to the public private partnerships infrastructure projects.
- 2.2 To encourage lectures, discussion, publication and where considered appropriate, research about planning, design, legal, finance, risk, construction, operation and maintenance of the public private partnerships infrastructure projects.
- 2.3 To publish and distribute for the use of its members any relevant material that will encourage the exchange of information, Ideas and knowledge to the benefit of all.

- 2.4 To create an environment which will promote fellowship between its members.
- 2.5 To foster close ties with societies, associations and/or institutions world-wide who have similar objects, especially in the People's Republic of China.
- 2.6 To raise funds and/or secure payment(s) of money in such a manner as the Institution shall think fit for the purpose of furthering its objects.
- 2.7 To appeal for, accept and receive any property, endowment, legacy, bequest, gift, loan, or other form of financial support for any managers thereof, including but not limited to the follow: -
 - To invest the funds of the Institution in such manner and to such extent as the Committee thinks appropriate or expedient.
 - To assist members to gain maximum opportunities in Hong Kong and international markets.
 - To insure with any company or person against losses damages risks and liabilities of all kinds which may affect the Institution, its members, Committee Members and/or the employees of the Institution.

OFFICE

3. The office shall be at such place as the Council shall from time to time appoint. **Registered Office**

MEMBERSHIP

4. The number of members of the Institution is 8,000 (Increased from 25 to 8,000 on 26/1/2018). **Number of Members**
5. The members of the Institution shall be such persons as the Council and any committee to which the Council may delegate their powers for this purpose, shall admit to membership in accordance with the Regulations. Membership of the Institution shall be personal to the member and shall not be transferable. **Approval of candidature**
6. There shall be five classes of membership, namely, Founder Member, Fellow Member, Member, Company Member and Student Member, whereby Founder Member, Fellow Member and Member are entitled to vote at general meetings. Company Member and Student Member are not entitled to vote at general meetings. Non-local membership will be allowed. (Special Resolution passed on 28th June, 2022). **Classes of membership**
7. Save for the Founder Member of the Institution, every candidate for membership shall be proposed by two voting members of the Institution. Such application shall be in writing and signed by the candidate and his proposers and shall be in the form prescribed by the Institution at the time of the application. The application for membership shall be considered by the Council which may approve or reject the same without assigning any reason therefore. **Application for membership**
8. The qualification of the membership shall be as follows:
 - (a) Founder Members: Members who participated in the setting up of the Institution at the 1st year and are approved by the founding Council. The Candidate should be above 18 years of age. **Qualification for membership**

- (b) Fellow Members: Candidates who agree with the objects of the Institution and satisfy the Council that they have been engaged for a sufficient period in an important position of responsibility to which they have brought superior knowledge and practice of PPP infrastructure projects. The candidate shall reach an age of 35 at the date of application. (Special Resolution passed on 28th June, 2022).
 - (c) Members: Candidates who agree with the objects of the Institution and satisfy the Council that they have received good general education and possess adequate knowledge and experience of PPP infrastructure projects. The candidate shall reach an age of 18 at the date of application. (Special Resolution passed on 28th June, 2022).
 - (d) Company Members: Companies who agree with the objects of the Institution and satisfy the Council that they have been engaged for a sufficient period of business undertaking related to PPP infrastructure projects. Companies shall possess recognized Business Registration via corresponding government offices. (Special Resolution passed on 28th June, 2022).
 - (e) Student Members: Candidates who agree with the objects of the Institution and who either shall be a full-time student or has enrolled in a recognized degree course as approved by the Council. There is no age limit for the candidates. (Special Resolution passed on 28th June, 2022).
9. No person shall be eligible for admission as a member of the Institution, or for transfer from one class of membership to another, unless he has fulfilled all the requirements applicable to the class of membership to which he seeks admission contained in the Articles and Regulations.
10. An application for membership, or for transfer from one class of membership to another, shall be accompanied by the relevant fee and annual subscription for the time being payable or such part thereof as the Council shall from time to time prescribe. ***Application fees and annual subscriptions***
11. The form of application for membership, or for transfer from one class of membership to another, and the method of admission to membership, or transfer from one class of membership to another, shall be as the Council may from time to time determine. ***Application for membership***
12. Any application for membership of the Institution, or for transfer from one class of membership to another, shall be subject to the approval of the Council or of any duly appointed Committee thereof, and the Council or Committee shall not be bound to give any reason for their refusal to admit any person to membership, or to transfer a person from one class of membership to another. ***Approval or refusal of applications***
13. The re-admission to membership of any person who has for any reason ceased to be a member of the Institution of any class whether he seeks re-admission to his former or any other class, shall be dealt with in the same manner as an original admission; provided that the Council have power if they think fit to re-admit any such person either to his former or any other class upon such terms as the Council may determine. ***Re-admission to membership***
14. Any member shall, if required by the Council, satisfy the Council in such manner as the Council may from time to time reasonably require, that he continues to be qualified to retain his membership of the Institution. ***Member to continue to be qualified***

FEES AND SUBSCRIPTION

15. The fees payable by persons applying for membership or for transfer from one class of membership to another shall be such as may be from time to time determined by the Council. ***Fees***

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| 16. The annual subscriptions payable by the members of the Institution shall be such as may be from time to time determined by the Council. | <i>Annual Subscriptions</i> |
| 17. Save as provided in Article 10, subscriptions shall be due and payable annually on the first day of September. | <i>Subscription due</i> |
| 18. No member of any class whose annual subscription remains unpaid for a period of three months shall be entitled to attend and take part in the meetings of the Institution or to receive the notices or publications of the Institution. | <i>Subscriptions in arrears</i> |
| 19. If the annual subscription of any member is in arrears and unpaid for twelve months after the same became payable, then the Secretary shall give notice thereof in writing to the member concerned, and if such subscription shall still be unpaid three months after such notice shall have been given then the member concerned shall forthwith cease to be a member automatically without further notice, unless the Council considers there to be extenuating circumstances, but without prejudice to his obligation to pay such subscription. For reinstatement of membership within one year, the member has to pay up all outstanding, upcoming annual subscription and a reinstatement fee as determined by the council from time to time. For cease of membership for whatever reason of over one (1) year, new application has to be made afresh. (Special Resolution passed on 28 th June, 2022). | <i>Non-payment of subscriptions</i> |
| 20. The Council may, whenever they consider there is due cause, waive or reduce the amount of any admission or transfer fee or subscription of any member. | <i>Power to waive fees or subscriptions</i> |

TERMINATION OF MEMBERSHIP

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| 21. Upon the Council being satisfied of the death of any member, his name shall be removed from the Register of members of the Institution. | <i>Death of member</i> |
| 22. Any member may at any time by notice in writing sent by post or delivered to the Secretary at the Office of the Institution and accompanied by his certificate of membership resign his membership, provided that a member who is under any financial liability to the Institution shall not be exempted from such liability without the sanction of the Council. Any member whose resignation is not received before the 31 st August in any year shall, notwithstanding his resignation, remain liable to pay his annual subscription for the next ensuing year. | <i>Resignation</i> |
| 23. No member who ceases being a member of the Institution for whatsoever reason shall be entitled to be repaid any annual subscription to the Institution previously paid by him or any part of such subscription. | <i>No repayment of subscription</i> |

CERTIFICATES AND DIPLOMAS

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| 24. The Council may issue to any member, of any class of membership as the Council may from time to time determine, who has been admitted or transferred and has paid all fees, subscriptions and dues payable by him, a certificate of membership in respect of the year to which the first subscription paid by him applies, and shall, so long as he remains a member of the Institution, be entitled to hold the said certificate upon payment in advance of his subscription for each subsequent financial year. | <i>Certificate of membership</i> |
| 25. The certificate of membership issued by the Institution shall be in such form as the Council may from time to time determine, and shall be the property of the Institution, and upon a person to whom it is issued ceasing to be a member of the Institution (except for reason of death) shall forthwith be returned to the Council. | <i>Certificates to be issued</i> |

26. The Council may award certificates and diplomas to candidates who pass the Institution's examinations and the Council may also award certificates and diplomas to members or non-members certifying proficiency in particular subjects. **Examination certificates and diplomas**
27. If any certificate of membership or other aforesaid certificate or diploma shall be defaced, lost or destroyed, the Council may on such evidence to that effect as they may consider satisfactory renew such certificate of membership or other aforesaid certificate or diploma on payment of such fee as they may determine. **Loss of certificate**

CONDUCT

28. The Council may at any time define conduct which in their opinion is prejudicial to the interests of the Institution. **Conduct of members**

RULES OF CONDUCT

29. The Council may from time to time promulgate Rules of Conduct and shall have power to require all members to conform to such codes as are appropriate to their class of membership. The Rules of Conduct may be amended, varied or rescinded as the Council may think fit. **Rules of Conduct**

DISCIPLINARY POWERS

30. If after inquiry a member is found to have contravened the Articles or the Regulations, or any bye-laws, codes, rules or directions made or given thereunder, the Institution shall have power to take any one or more of the following courses of action, that is to say:
- (a) To require the member to give an undertaking in writing to refrain from continuing or repeating the conduct which is found to have constituted the contravention; (Special Resolution passed on 28th June, 2022).
 - (b) To admonish the member;
 - (c) To reprimand the member;
 - (d) To suspend the member from membership of the Institution for such period as the Council may determine;
 - (e) To expel the member from the Institution.
- Penalties for contravention of the Memorandum etc**
31. If a member is proved to the satisfaction of the Council;
- (a) To have been convicted by a Court of competent jurisdiction of a criminal or civil offence which in the opinion of the Council renders him unfit to be a member; or
 - (b) To have been adjudicated bankrupt or to have entered into any composition or arrangement with or for the benefit of his creditors;
- the Council may without further inquiry forthwith expel him from the Institution or may refer the matter to the appropriate Committee for inquiry and action under Article 35. The Council may if they think fit temporarily suspend the member from membership pending such inquiry as last aforesaid.
- Expulsion or suspension**
32. If a member is expelled his name shall be removed from the Register of Members and he shall thereupon cease for all purposes to be a member of the Institution. His certificate of membership shall be immediately null and void and he shall not be entitled to use any designation or description which implies membership or former membership of the Institution. **Removal of name from the Register**
33. If a member is suspended his certificate of membership shall be immediately null and void and he shall not be entitled during the period of his suspension to exercise any of the rights or privileges of membership of the Institution or (in particular) to use any such designation or description as aforesaid. He shall however remain in all other respects subject to the provisions of the Articles and to the exercise of the Institution's disciplinary powers in respect of any contravention of those provisions committed by him during the period of his suspension. **Suspension of membership**

34. A person who ceases to be a member by virtue of the provisions of Article 30 or Article 31 may be re-admitted after a period of at least twelve months, by a majority vote of the Council in favour of such re-admission, taken upon due notice of motion, such motion to appear in the agenda for the meeting of the Council at which the vote is taken, following notice of it in the agenda for preceding meeting. **Re-admission**
35. The disciplinary powers of the Institution under Article 30 shall be exercised by the Council or any Committee to which the Council may delegate their powers in that behalf. **Disciplinary powers**

GENERAL MEETINGS

36. Subject to the provisions contained in the Articles and Regulations, meetings of the Institution shall be held at such times and places as the Council may appoint. **Generally**
37. In every year the Institution shall hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. No more than fifteen months shall elapse between the date of one Annual General Meeting of the Institution and that of the next. **Annual General Meetings**

The ordinary business of the Annual General Meeting shall be to receive the Council's Report, the Annual Accounts and the Report of the Auditors thereon, and to appoint Auditors and fix their remuneration and, after such aforesaid ordinary business has been disposed of, to deal with any special business which has been included in the notice of the meeting of the Council.

38. All General Meeting other than Annual General meeting shall be called Extraordinary General Meeting. **Extraordinary General Meeting**

REQUISITION OF MEETINGS

39. An Extraordinary General Meeting may be called at any time by the Council. Extraordinary General Meeting shall also be convened by the Council on the requisition of the members representing not less than 5% of the total voting right of all the members having at the said date a right to vote at the general meetings of the Company and in the manner as set out in Section 566 of the Ordinance. **Requisition of meetings**

NOTICE OF GENERAL MEETINGS

40. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. Subject to the provisions of the Articles the notice shall be given to all members having the right to attend and vote. **Notices**
41. The Council may if they think fit from time to time permit non-voting members of the Institution to receive notices of, to attend and with the previous permission of the Chairman of the meeting, to speak but not to vote at any General Meeting. **Notice to non-corporate members**
42. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting. **Failure to give notice**

PROCEEDINGS AT GENERAL MEETINGS

43. No business shall be transacted at any meeting unless a quorum is present. For all purposes the quorum shall be four members personally present and entitled to vote. **Quorum**
44. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned for fourteen days, at the same time and place or at such other place as the Chairman shall appoint. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum. **Adjournment or dissolution**
45. The Chairman may, with the consent of a meeting at which a quorum is present (shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice. **Notice of adjournment**
46. The Chairman of the Institution shall chair every General Meeting. If there be no such Chairman or, if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or he shall not be desirous of presiding, one of the Vice Chairmen (to be chosen by ballot if more than one is present) shall preside or a member of the Council chosen by members present shall preside. If no member of the Council be present, or if all members of the Council present decline to take the chair, the members shall choose one of their members to be Chairman. **Chairman**
47. At all General Meetings a resolution put to the vote of the meeting shall, except as herein otherwise provided, be decided on a show of hands, unless, before or on the declaration of the result of the show of hands, a ballot or poll be demanded by the Chairman (whether as an individual member or as representing the Council), or by at least five members present in person and entitled to vote. **How resolutions decided**
48. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against the resolution. **Entry in minutes**
49. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. **Poll**
50. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and a place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. **Mode of taking poll**
51. In the case of an equality of votes, either on a show of hands or at a ballot or poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have. **Casting vote**

52. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. **Other business when poll demanded**
53. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. **Notice of poll**

VOTES OF MEMBERS

54. (a) Every voting member whose subscription is not in arrears by more than six months and who has paid every other sum which shall be due and payable to the Institution in respect of his membership shall be entitled to be present at any General Meeting and upon a show of hands and at a poll he shall have one vote. All votes must be given personally and proxies shall not be allowed. **Voting**
- (b) Save for consent given under Article 41 no person other than a voting member shall be entitled to be present or to vote either personally or by post at any General Meeting or to join in requisitioning any General Meeting.
55. If at any General Meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the meeting, be of sufficient magnitude to affect the result of the relevant resolution. **Errors in voting not to affect result**

OFFICERS

56. The Council shall appoint the following Honorary Officers, namely, Chairman, two Vice Chairmen, Honorary Secretary and Honorary Treasurer, and such other Honorary Officers as the Regulations may from time to time provide. (Special Resolution passed on 28th June, 2022). **Honorary Officers**
57. Any casual vacancy among the Honorary Officers may be filled by the Council but the person appointed to fill the vacancy shall hold office so long as if he had been appointed on the same date as the person whose place he fills. **Casual vacancies**
58. (a) The Honorary Secretary shall ensure that the administration of the Institution is carried out in the most efficient manner in the interests of the Institution and shall ensure that the Council's resolutions are interpreted correctly and put into effect without delay. **Honorary Secretary**
- (b) The Honorary Treasurer shall ensure that adequate accounts and records are kept of the Institution's financial and contractual transactions and shall advise the Council and keep the Council informed on all matters of finance. **Honorary Treasurer**
59. The Council may from time to time appoint honorary overseas representative, honorary corresponding members and other officers or persons, as may be deemed expedient for the proper carrying on of the work and management of the Institution. **Overseas representative**

THE COUNCIL

60. (a) The Council shall consist of the Chairman, two Vice Chairmen, the Honorary Secretary, the Honorary Treasurer and not less than four members, but not more than twenty members and such other members as the Regulations may from time to time provide. (Special Resolution passed on 2nd November 2018 from nine members to twenty members). (Special Resolution passed on 28th June, 2022).
- (b) The Chairman, Vice Chairmen, Honorary Secretary and Honorary Treasurer shall be the Directors as specified in The Companies Ordinance (Chapter 622). (Special Resolution passed on 28th June, 2022).

Composition

61. Members of the Council, unless otherwise provided by the Regulations, shall be chosen from the voting members of the Institution.

Eligibility

62. Any casual vacancy among the members of the Council may be filled the Council from amongst the appropriate class of members but the person appointed to fill the vacancy shall hold office so long as if he had been appointed on the same date as the person whose place he fills.

Vacancy in Council

DISQUALIFICATION AND REMOVAL OF MEMBERS OF COUNCIL

63. The office of a member of the Council shall be vacated:
- (a) if he ceases to be a member of the Institution; or
 - (b) if he resigns his office by notice in writing to the Council; or
 - (c) if he ceases to hold office by virtue of any provisions of the Ordinance; or
 - (d) if he is removed from office by a resolution of the Council duly passed pursuant to Section 462 of the Ordinance; or
 - (e) if he is absent from two consecutive Council meetings without giving adequate explanation to the Council, and the Council thereupon resolve that he have vacated his office; or
 - (f) if he is adjudicated bankrupt or becomes incapable by reason of mental disorder; or
 - (g) if he is removed from office by resolution of members of the Institution in General Meeting.

Cessation of office

POWERS OF THE COUNCIL

64. Subject to the provisions of the Acts, the Articles, the Regulations and to any directions given by special resolution, the business of the Institution shall be managed by the Council who may exercise all the powers of the Institution. No alterations of the Articles or the Regulations and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council.

General powers

65. In particular and without prejudice to the generality of the foregoing power, the Council may:
- (a) from time to time do all acts and things as they may think necessary for the guidance of members in relation to professional conduct;
 - (b) by regulation determine the conditions upon which the Crest or Logo of the Institution may be publicly displayed so that under those conditions and those alone such display may be permitted.

Particular powers

- (c) arrange for the union, alliance or incorporation with the Institution of any society having the same or similar objects to those of the Institution provided that such union, alliance or incorporation shall be sanctioned by a Special Resolution passed by not less than three-fourths of those present and voting on the resolution at an Extraordinary General Meeting convened for that purpose.

66. The Council shall not be bound in any case to act personally but shall be at full liberty to employ and pay any agent or servant to transact any or all business of whatsoever nature required to be done in furthering the purpose of the Council and shall be entitled to be allowed and paid all charges and expenses incurred by them. All acts and procedures of such agent or servant to whom powers are delegated must be reported back to the Council as soon as possible.

***Power to appoint
agent of Council***

67. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Institution, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Council shall from time to time by resolution prescribe.

Cheques etc

68. The Council may, by power of attorney or otherwise, appoint a person to be the agent of the Institution for such purposes and on such conditions as they determined, including authority for the agent to delegate all or any of his powers.

***Power to appoint
agent of the
Institution***

DELEGATION OF POWERS

69. Subject to the provision of the Articles the Council may delegate any of their powers to any committee. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. All such committees shall act in accordance with a budget which has been previously agreed with the Council and shall report all acts and proceedings as soon as possible to the Council.

***Committees of
Council***

EXPENSES OF MEMBERS

70. The members of the Council and the members of any committee thereof and the Officers of the Institution may be paid traveling, hotel and other reasonable cost, charges and expenses incurred by them in connection with their attendance at meetings of the Council or General Meetings or otherwise in connection with the discharge of their duties subject to any limitation which the Council may from time to time prescribe.

Members' expenses

INTERESTS OF MEMBERS

71. A member of the Council shall not be disqualified by his office from entering into contracts arrangements or dealings with the Institution nor shall any contract arrangement or dealing with the Institution be avoided, nor shall a member of the Council be liable to account to the Institution for any profit arising out of any contract arrangement, or dealing with the Institution by reason of such member of the Council being a party to or interested in or deriving profit from any such contract, arrangement or dealing and being at the same time a member of the Council of the Institution, provided that such a member of the Council disclosed to the Council at or before the time of such contract, arrangement, or dealing is determined upon his interest therein, or, if his interest be subsequently acquired, provided that he on the first occasion possible discloses to the Council the fact that he has acquired such interest. But no member of the Council shall vote as a member of the Council in regard to any contract, arrangement, or dealing in which the member is interested or upon any matter arising there out, and if he shall so vote shall not be counted, nor shall he be reckoned for the purpose of constituting a quorum of the Council.

Disclosure of members interests

PROCEEDINGS OF THE COUNCIL

72. Subject to the provisions of the Articles and the Regulations the members of the Council may regulate their proceedings as they think fit. Questions arising at the meeting shall be decided by a majority of votes. Each member of the Council shall have one vote. The Chairman of the Institution or the Vice Chairman in the absence of the Chairman shall be the chair person of the meeting. The Chairman of the meeting or any three members present may demand that the voting shall be by ballot. In the case of an equality of votes, whether on a show of hands or by ballot, the Chairman shall have a second or casting vote.

Voting

73. The Council at its first meeting shall set down the dates for its regular meetings for the ensuing year. Additional meetings may be called by the Secretary at the request of the Chairman or Vice Chairman or any five members of the Council. Not less than ten clear days' notice of meetings shall be given to the members of the Council.

Dates and notice of meetings

74. The quorum for the transaction of the business of the Council shall be the Chairman of the Institution or the Vice Chairman in the absence of the Chairman and four members of the Council present in person.

Quorum

75. The continuing members of the Council or a sole continuing member of the Council may act notwithstanding any vacancies in their number, but, if the number is less than the number fixed as the quorum, the continuing members of the Council may act for the purpose of filling vacancies or of calling a General Meeting.

Continuing members to act

76. The members of the Council may appoint a Chairman of the Council accordance with the provisions of the Regulations. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Council at which he is present. But, if there is no person holding that office, or if the person holding it is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Council present may appoint one of their number to be the Chairman of the meeting.

Chairman

77. The Council may appoint Committees which may consist of members of the Council and other persons and may at any time be dissolved by the Council. Committees so appointed may be designed either Standing Committees or Committees for special purposes. All Committees shall conform to any directions given to them by the Council and, subject to such directions, may regulate their procedure as they think fit.

Committees of the Council

The Chairman of each Committee, appointed shall be a voting member of the Institution. If they think fit Council may co-opt to serve on any Committee any person, whether a member of the Institution or not whom they consider specially qualified to assist such Committee provided that any Committee formed to consider changes in the Articles or the Regulations shall consists solely of voting members and that in no case shall the number of persons who are not members of the Institution appointed to any Committee exceed one-fourth of the total membership of such Committee, save that any person who is not a member of the Institution shall not be entitled to vote at any meetings of such Committees. The number of members present required to constitute a quorum of the Council shall not apply to any such Committee in relation to any matter delegated to it by the Council.

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| 78. All acts done by a meeting of the Council or of a Committee of the Council, shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Council or any Committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council or Committee member had been entitled to vote. | <i>Validity of bona fide acts</i> |
| 79. A resolution in writing signed by not less than three-fourths of the members of the Council entitled at the relevant time to notice of a meeting of the Council shall be as valid and effective as if it had been passed at a meeting of the Council duly convened and held and when signed may consist of several documents each signed by one or more members of the Council. | <i>Resolution in writing</i> |
| 80. A member of the Council shall not be counted in the quorum present at a meeting in relation to a resolution on which that member of the Council is not entitled to vote. | <i>Member not to be counted in quorum</i> |
| 81. The Council may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Council from voting at a meeting of the Council or of a Committee of the Council. | <i>Suspension of prohibition on voting</i> |
| 82. If a question arises at a meeting of the Council or of any Committee of the Council as to the right of a member to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling shall be final and conclusive. | <i>Validity of members' right to vote</i> |

BORROWING POWERS

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| 83. The Council may exercise all the powers of the Institution to borrow money, and to mortgage or charge its undertaking and property management, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Institution or of any third party and in connection therewith may take out and maintain a sinking fund or redemption policies. | <i>Generally</i> |
| 84. The register of mortgages shall be open to inspection by any creditor or member of the Institution or by any other person without payment. | <i>Register of mortgages</i> |
| 85. A register of the holders of the debentures or debenture stock of the Institution shall be kept at the Office of the Institution and shall be open to inspection of the registered holder of any such debentures or stock and any member of the Institution subject to such restrictions as the Institution in General Meeting may from time to time impose. The Institution may close the said register for such periods as they may think fit not exceeding in aggregate thirty days in each year. | <i>Register of debentures</i> |

SECRETARY

86. Subject to the provisions of the Ordinance, the Secretary shall be appointed by the Council and upon such terms and conditions as they shall think fit and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an Assistant or Deputy Secretary if there be no Secretary or no Secretary capable of acting.

Secretary

MINUTES

87. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Institution and of the Council and of Committees of Council, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

Minutes of meetings

THE SEAL

88. (a) The Council shall provide a Seal for the Institution and may from time to time destroy the same and substitute a new Seal instead thereof.
(b) The Council shall provide for the safe custody of the Seal.
(c) The Seal shall only be used by the authority of the Council or of a Committee of the Council or of a sole member of the Council authorized by the Council in that behalf.
(d) The Council may determine who shall sign any document to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Council or by such other person as the Council may from time to time appoint and countersigned by the Secretary or by such other person aforesaid.
89. (a) Any document which is signed by the Chairman/Vice Chairman and by the Secretary, and is expressed (in whatever form of words) to be executed by the Institution, shall have the same effect as if executed under the Seal of the Institution. (Special Resolution passed on 28th June, 2022).
(b) No document which is so expressed and/or which makes it clear on its face that it is intended by the person or persons making it a deed shall be signed pursuant to paragraph (a) of this Article without the authority of the Council or of the Committee of the Council or of a sole member of the Council authorized by the Council in that behalf.
(c) The provisions of paragraph (a) and (b) of this Article are in addition and without prejudice to the provisions of Article 88.
90. The Institution may exercise the powers conferred by the Ordinance with regard to having official seals, and such powers shall be invested in the Council.

Provision, custody and use of seal

ACCOUNTS

91. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Institution except as conferred by statute or authorized by the Council or by ordinary resolution of the Institution.

Right to inspect

SECTIONS OF THE INSTITUTION

92. Sections of the Institution may be formed from time to time by members of the Institution interested in any particular branch of the arts and sciences concerned in the construction, property management, property development, asset management, design and information sharing industries, but no section shall be formed except with the sanction of a resolution of the Council and each Section shall at all times comply with all requirements of regulations prescribed by the Council, and may at any time be dissolved by the Council.

Sections

NOTICES

93. (a) A notice which may or may not be contained in the Journal may be served by the Institution upon any member either personally or by sending it through the post in a pre-paid letter addressed to such member at the address appearing in the Register of Members.
- (b) No member of any class not having a registered address in Hong Kong shall be entitled to receive any notice, and proceedings may be held and taken without notice to such person in the same manner as if he had had due notice.
- (c) Any member described in the Register by an address not in Hong Kong who from time to time gives an address in Hong Kong at which notices may be served upon him shall be entitled to have notices serve upon him at such address, and the Council may at its discretion cause notices to be sent to members other than those having for the time being an address on the Register of Members in Hong Kong.
- (d) Any notice, if served by post shall be deemed to have been effectively served not later than seventy-two hours after the same have been posted, and in providing such service it shall be sufficient to prove that the notice, or letter containing the notice, was properly addressed, pre-paid and posted.

Service of notice

When service affected

INDEMNITY

94. Subject to the provisions of the Ordinance but without affecting any indemnity to which a member of the Council may otherwise be entitled:
- (a) No member of the Council or other officer of the Council shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Council in consequence of the execution of the duties of his office or in relation thereto;
- (b) Every member of the Council or other officer of the Council shall be indemnified out of the assets of the Institution against any losses or liabilities incurred by him.
- (i) In defending any civil or criminal proceedings in which he is acquitted or judgment is given in his favour in relation to the affairs of the Institution; and
- (ii) in connection with any application in which relief is granted to him by Court from liability for negligence, default breach of duty or breach of trust in relation to the affairs of the Council; and
- (iii) in or about the execution of the duties of his office or otherwise in relation thereto.

Indemnity of members

REGULATIONS, CODES, RULES, AND REGULATIONS

95. The Council may from time to time make, alter or repeal, such Regulations, Codes, Rules, and Bye-laws as they may deem necessary or expedient for ensuring the carrying into effect of the objects of the Institution and for its proper conduct and management not involving any amendments or additions to the Articles as could only legally be made by special resolution.

Generally

96. The Council shall adopt such means as they may deem sufficient to bring the notice of members of the Institution all such Regulations, Codes, Rules, and Bye-laws, which so long as they be in force shall be binding on all members of the Institution. ***Notification of members***

REGISTER OF MEMBERS

97. A Register of all members of the Institution shall, subject to the provision of the Ordinance, be kept and maintained at the Office of the Institution. Such Register shall show the class of membership to which each and every member of the Institution has been admitted. ***Register***

THE JOURNAL

98. The Council may cause to be published an official publication (in these Articles called the 'Journal') which as and when published shall be sent to each member. The Journal may be used by the Council or by the Secretary for the publication of such notices, including notices of General Meetings, results of polls and other information as the Council shall direct. ***Journal***

NON-PROFIT DISTRIBUTING

99. The income and property of the Institution shall be used solely for the promotion of its stated objectives. The members and the Officers shall have no rights to the property or other assets of the Institution solely by virtue of them being members or Officers. No portion of the income or property of the Institution shall be paid or distributed directly or indirectly to any member of the Institution, except as:
- (a) reasonable compensation for services actually rendered to the Institution;
 - (b) reimbursement of actual costs or expenses reasonably incurred on behalf of the Institution; and
 - (c) upon the dissolution of the Institution, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organisation of professional nature which the Council considers appropriate and which has objects the same or similar to the objects of the Institution.

The income and expenditure of the Institution shall be kept and annual financial statements shall be prepared.
(Special Resolution passed on 2nd November, 2018).