

《香港合資格環保專業人員學會條例草案》委員會主席  
陳紹雄議員，JP

陳主席：

感謝主席和各委員就《香港合資格環保專業人員學會條例草案》提出的意見及建議。經過仔細考慮和討論，我們謹此回覆如下：

**(a) 提供環專會的現行章程及相關文件**

我們會提供香港合資格環保專業人員學會（“環專會”）的現行章程及其他有助進一步了解環專會現行章程的相關文件，包括香港環專會的 CONSTITUTION 及 BYE-LAWS。這些文件將一起附上，以供法案委員會參考。

**(b) 修訂《條例草案》第 5(h)條的中文本**

我們會參考香港其他具有法定地位的專業團體學會的做法以及本會的實質需要。具體修訂方案將在深入討論後提交法案委員會審閱。

**(c) 在《條例草案》第 4 條加入相關字眼**

我們會參考香港其他具有法定地位的專業學會的做法，考慮在《條例草案》第 4 條（學會的宗旨）中加入“在符合本條例的規定下”或同等意思的字眼作為前設，以確保條例內容的完整性和一致性。

**(d) 提供修正案擬稿**

我們會根據上述(b)和(c)項的考慮結果，以及環專會擬就《條例草案》中提出的其他修訂，按立法會法律顧問的意見，稍後準備並提供修正案擬稿，供法案委員會審閱和討論。

再次感謝法案委員會對《香港合資格環保專業人員學會條例草案》的關注和指導。我們期待與各位委員繼續合作，以確保該條例草案的順利推進。

此致



香港合資格環保專業人員學會 【香港環專會】

張振明

會長

2024 年 7 月 24 日



**HKIQEP**  
**香港環專會**

# **CONSTITUTION**

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# CONSTITUTION

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**CONSTITUTION**

**OF**

**HONG KONG INSTITUTE OF QUALIFIED  
ENVIRONMENTAL PROFESSIONALS**

**1. NAME**

The Name of the Institute is "Hong Kong Institute of Qualified Environmental Professionals (HKIQEP)" ("香港合資格環保專業人員學會"), hereinafter referred to as "the Institute".

**2. OBJECTS**

The objects of the Institute are to secure the advancement and facilitate the acquisition of that knowledge and expertise which constitutes the profession of environmental professionals, including, but not limited to, the followings:

- (a) Meeting the current and future environmental expertise needs of Hong Kong and the Greater Bay Area;
- (b) Supporting the development of the environmental industry in Hong Kong;
- (c) Promoting continuous professional development of environmental professionals to meet the changing needs of the society and the environment;
- (d) Facilitating the exchange of ideas, knowledge and information between environmental professionals on current and emerging environmental-related challenges and risks, technologies, regulations, policies and stakeholder expectations by means of meetings and/or publications;
- (e) Promoting the advancement of environmental knowledge across different professional and industry sectors for the betterment of the environment;
- (f) Maintaining the integrity and status of the environmental professionals and to represent them both to the public and to the Government of the Hong Kong Special Administrative Region;
- (g) Providing links between industry and governmental bodies and other organizations to ensure that environmental professionals remain dynamic and relevant to both industry and the community; and
- (h) Doing all such other things as are incidental or conducive to the attainment of the above objects or any of them.

### **3. PROPERTY**

The property of the Institute other than cash shall be vested in the President, the Honorary Secretary and the Honorary Treasurer for the time being of the Institute as trustees who will deal with the property of the Institute in the manner determined from time to time by the General Council. The President, the Honorary Secretary and the Honorary Treasurer as such trustees shall be indemnified against risk and expense out of the property of the Institute.

### **4. MEMBERSHIP**

4.1 Membership of the Institute shall consist of:

- (a) Those persons being professionally qualified environmental professionals who joined together to, sponsor the formation of the Institute and were present at its first meeting for the adoption of the Constitution; and
- (b) Those persons who from time to time may be elected to membership in accordance with the Bye-Laws of the Institute provided that for the purpose of the Bye-Laws, "elected to membership" under this clause shall be construed as "admitted to membership".

4.2 The qualifications and procedures for and terms of admission, privileges and obligations of members including liability to expulsion, removal of name from the Register of the Institute or suspension, and conditions of registration for membership shall be such as the Bye-Laws of the Institute shall prescribe from time to time.

### **5. CLASSES OF MEMBERSHIP**

5.1 Membership of the Institute shall comprise:

- (a) Founding Fellows;
- (b) Fellows;
- (c) Members;
- (d) Associate Members;
- (e) Graduate Members;
- (f) Student Members; and
- (g) Honorary Fellows.

5.2 The rights, privileges or obligations of members in the various class of membership shall be as provided herein or in the Bye-Laws.

5.3 The procedure for transfer from one class to another class shall be as prescribed in the Bye-Laws.

5.4 A member of the Institute shall be entitled to use the appropriate abbreviated designation after his name as follows:

- |     |                     |   |             |
|-----|---------------------|---|-------------|
| (a) | An Honorary Fellow  | — | Hon FHKIQEP |
| (b) | A Founding Fellow   | — | FFHKIQEP    |
| (c) | A Fellow            | — | FHKIQEP     |
| (d) | A Member            | — | MHKIQEP     |
| (e) | An Associate Member | — | AMHKIQEP    |

5.5 Professional Member may also present himself as a Qualified Environmental Professional (合資格環保專業人員).

## 6. MANAGEMENT OF THE INSTITUTE

6.1 The affairs of the Institute shall be managed by a body called "The General Council" which shall be the governing body of the Institute.

6.2 The General Council shall have the sole control, management and superintendence of the property income affairs and concerns of the Institute and may appoint such Officers as it shall in its discretion deem necessary and if not contrary to or inconsistent with the provisions of this Constitution or any Bye-Laws made hereunder may do all such acts as may appear to it to be necessary or desirable for the purpose of carrying into effect the objects of the Institute and in particular and without prejudice to the foregoing powers the General Council shall have the following powers:

- (a) To accept any gift or property for any of the objects of the Institute;
- (b) To invest any moneys of, or belonging to the Institute in such manner as may from time to time be determined by the General Council;
- (c) To borrow, raise or secure the payment or repayment of moneys in such manner as it may think fit;
- (d) To rent, purchase, take on lease or licence, construct, manage, maintain, improve, develop or alter any buildings or works, land, premises and property rights and interests necessary or convenient for the purpose of the Institute;
- (e) To sell, lease, mortgage, charge, encumber, dispose of or otherwise deal with, all or any part of the property of the Institute;
- (f) To control and conduct examinations in environmental and cognate subjects and issue certificates subject to such regulations as may from time to time be determined in the General Council;
- (g) To appoint such Committees and delegate to any such Committee such of the powers of the General Council as may be deemed necessary or appropriate for the better conduct of the Institute's business. Such Committees shall operate under and conduct their proceedings in accordance with any direction given by the General Council and shall report to the General Council as required;

- (h) To procure the Institute to be incorporated;
- (i) To arrange social, educational and recreational activities for members of the Institute and their guests.

6.3 The exercise of all powers exercisable by the General Council shall be subject to the control of the Voting Members in General Meeting but so that any act done by the General Council before any resolution of a General Meeting shall not be invalidated by any such resolution.

## **7. MEMBERSHIP OF GENERAL COUNCIL**

7.1 The General Council shall consist of such members of the Institute holding such qualifications and elected or nominated in such manner holding office for such periods and on such terms as to re-election or re-nomination and otherwise as may be prescribed by the Bye-Laws.

## **8. MEETINGS**

8.1 The meetings of the Institute shall be of such classes and shall be held for such purposes as may from time to time be prescribed by the Bye-Laws of the Institute and the rights of the several classes of members shall except as herein otherwise provided be such or subject to such restrictions as may be prescribed by the Bye-Laws of the Institute.

## **9. ALTERATION OF CONSTITUTION AND BYE-LAWS**

9.1 This Constitution may be altered, amended or added to only by a resolution passed by a three-fourths majority of the Voting Members present or by proxy and voting at a General Meeting of the Institute specially called for the purpose. Not less than 30 days notice in writing shall be given to all members specifying the alterations, amendments or additions proposed.

9.2 Subject to clause 9.3 hereof, a majority of the Voting Members present in person or by proxy and voting at a General Meeting of the Institute specially called for the purpose of which due notice has been given, shall have power from time to time to make Bye-Laws or to revoke, alter or amend any Bye-Laws to be made under this Constitution.

9.3 No part of the Bye-Laws relating to membership as referred to herein of the Constitution shall be amended unless by a resolution passed by a three-fourths majority of the Voting Members present in person or by proxy and voting at a General Meeting of the Institute specially called for the purpose. Not less than 30 days notice in writing shall be given to all Voting Members specifying the amendments proposed.

## **10. DISSOLUTION**

- 10.1 The Institute shall continue until a resolution shall be passed by an affirmative vote of 66% of the Voting Members of the Institute for its dissolution. Voting on such a resolution may be by postal vote conducted in such manner as the Bye-Laws, failing which the General Council, may prescribe.
- 10.2 If on the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Institute but shall be given or transferred to some other Institution or Association to be determined by the Voting Members of the Institute at or before the time of dissolution and in default thereof by such court of Hong Kong as may have or acquire jurisdiction in the matter.





**HKIQEP**  
**香港環專會**

## **BYE-LAWS**

June 2023

# BYE-LAWS

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**BYE-LAWS**  
**OF**  
**HONG KONG INSTITUTE OF**  
**QUALIFIED ENVIRONMENTAL PROFESSIONALS**

**PART I DEFINITIONS**

- 1.1 In these Bye-Laws the following expressions shall, unless the context otherwise requires, have the meanings respectively assigned to them, namely:

“**Councillor**” means any member of the General Council for the time being;

“**General Council**” means the General Council of the Institute as constituted under Part III;

“**In writing**” and “**written**” include printing, lithography, electronic means and other modes of representing and reproducing words in a visible and non-transitory form;

“**Institute**” means Hong Kong Institute of Qualified Environmental Professionals;

“**Professional Members**” means Founding Fellows, Fellows and Members of the Institute;

“**Office Bearer**” means any member holding honorary office in the Institute; “**The Profession**” means the profession of duly qualified environmental professionals;

“**Voting Members**” means Founding Fellows, Fellows and Members of the Institute.

- 1.2 Unless otherwise specifically provided, words and expressions importing the masculine gender include the female and words and expressions in the singular include the plural and words and expressions in the plural include the singular.

- 1.3 “Admitted” as Founding Fellows, Fellows or Members in these Bye-Laws shall be construed as “elected” as Founding Fellows, Fellows or Members, as the case may be, for the purpose of Hong Kong Institute of Qualified Environmental Professionals Ordinance, Chapter [Number] of Hong Kong.

## **PART II**

### **MEMBERSHIP**

#### **2.1 Registration of Membership**

The Honorary Secretary shall keep a Register of all Members in the various grades in which will be recorded such particulars as the General Council may from time to time prescribe. No name or designation shall be entered in the Register save on the authority of a resolution of the General Council recorded in the minute books nor shall any name be removed from the Register except under the provision of these Bye-Laws, or in the event of the resignation or decease of a member in the Register, nor shall any designation entered therein be changed save on like authority. Every person admitted into membership shall furnish the General Council with all required information to enable it to compile a record of his qualifications and place of residence and business and any alteration thereto.

#### **Qualifications for Membership**

#### **2.2 *Honorary Fellows***

2.2.1 The General Council may from time to time invite any distinguished person whom the General Council desires to honour for exceptional services to the Institute or outstanding contributions to the objects of the Institute to be an Honorary Fellow subject to the acceptance of such person.

2.2.2 An Honorary Fellow shall not pay an annual subscription fee.

2.2.3 An Honorary Fellow shall have no voting rights.

#### **2.3 *Founding Fellows***

2.3.1 A person shall be eligible to be a Founding Fellow if he has made a significant contribution to the establishment of the Institute and its professional qualification, has continued his professional practice and development in the environmental field.

2.3.2 A Founding Fellow shall pay a subscription fee.

2.3.3 A Founding Fellow shall have voting rights.

#### **2.4 *Fellows***

2.4.1 A person shall be eligible to be a Fellow if he has, in the opinion of the General Council,

- (a) made a significant contribution to the environmental field, either locally or abroad, have continued his professional practice and development in the environmental field, and have demonstrated satisfactory performance in such other relevant aspects, as shall make it desirable that he be a Fellow;

(b) had post qualification experience of at least fifteen years in the environmental field, at least five years of which were in a position of significant responsibility in professional work which is relevant to the environmental field as shall satisfy the General Council; and

(c) the necessary qualifications for a Member of the Institute.

2.4.2 Fellow shall be supported by three Founding Fellows or Fellows who personally know the candidate.

2.4.3 A Fellow shall pay the relevant annual subscription fee as prescribed by the General Council from time to time.

2.4.4 A Fellow shall have voting rights.

## 2.5 *Members*

2.5.1 A person shall be eligible to be a Member if he is, in the opinion of the General Council, practising on a professional level in the environmental field, and has demonstrated satisfactory performance in such other relevant aspects, as shall make it desirable that he be a Member; and

(a) has obtained a degree in the environmental field acceptable to the General Council; and has post qualification experience of at least four years in the environmental field, at least three years of which was in a position of responsibility in professional work which demands a level of environmental knowledge as shall satisfy the General Council; or

(b) has satisfied the General Council that he possesses an equivalent knowledge in the environmental field considered appropriate by the General Council; and has experience of at least ten years, at least three years of which was in a position of responsibility, in professional work which demands a level of environmental knowledge as shall satisfy the General Council.

2.5.2 A person applying for election or transfer to the class of membership of Member shall be supported by three Founding Fellows, Fellows or Members who personally know the applicant.

2.5.3 A Member shall pay the relevant annual subscription fee as prescribed by the General Council from time to time.

2.5.4 A Member shall have voting rights.

## 2.6 *Associate Members*

2.6.1 A person shall be eligible to be an Associate Member if he is, in the opinion of the General Council, practising in the environmental field and has received a general education approved by the General Council; and either :-

- (a) has obtained a degree in the environmental field acceptable to the General Council; or
- (b) has been educated in a discipline related to the environmental field and has supplemented his academic qualifications with working and/or research experience in the environmental field for not less than five years.

2.6.2 A person applying for election or transfer to the class of membership of Associate Member shall be supported by one Founding Fellow, Fellow or Member who personally knows the candidate.

2.6.3 An Associate Member shall pay the relevant annual subscription fee as prescribed by the General Council from time to time.

2.6.4 An Associate Member shall have no voting rights.

## 2.7 *Graduate Members*

2.7.1 A person shall be eligible to be a Graduate Member if he is, in the opinion of the General Council :-

- (a) supported by one Founding Fellow, Fellow, or Member. The candidate shall satisfy the General Council that he-
  - i. has received a degree in the environmental field acceptable to the General Council;
  - ii. is following or has completed a form of practical training in environment which has been approved by the General Council.

2.7.2 Graduate Members, on meeting the relevant requirements as may be necessary, may apply for transfer to a higher class of membership.

2.7.3 A Graduate Member shall pay the relevant annual subscription fee as prescribed by the General Council from time to time.

2.7.4 A Graduate Member shall have no voting rights.

## 2.8 *Student Members*

2.8.1 A person applying for election to the class of membership of Student Member shall have attained the age of eighteen years, and at the time of application, be a bona-fide student in a degree, program or course in the environmental field.

2.8.2 A person applying for election to the class of membership of Student Member shall be supported by a Founding Fellow, Fellow or a Member who personally knows the candidate.

2.8.3 A Student Member shall pay the relevant annual subscription fee as prescribed by the General Council from time to time.

2.8.4 A Student Member shall have no voting rights.

## 2.9 *Honorary Advisors*

2.9.1 The General Council may from time to time with the support of not less than three Founding Fellows or Fellows invite a distinguished person in the environmental professional to be an Honorary Advisor of the Institute subject to acceptance by such person.

2.9.2 An Honorary Advisor shall hold office for 3 years from his acceptance of office and such office may be renewed by the General Council for further terms of 3 years.

2.9.3 An Honorary Advisor may resign from such office at any time by giving not less than 3 months' notice to the General Council.

## 2.10 *Resignation*

2.10.1 A member may resign as a member at any time by giving not less than 2 months' notice in writing to the General Council and his membership shall terminate on the expiration of such notice.

2.10.2 Resignation from membership shall be without prejudice to any liability incurred by such person prior to his resignation and any amount due from him to the Institute.

2.10.3 No annual subscription paid by a member shall be refunded upon the resignation of such member; the change from one class of membership to another or the termination of his membership for whatever reason.

## 2.11 *Amendment to eligibility*

The General Council may review and amend the classes of membership and their eligibility and the rights attached to them from time to time provided that any such amendment can only take effect after it has been endorsed by the Voting Members in a general meeting.

## 2.12 *Election to membership in exceptional circumstances*

The General Council may subject to prior approval by Voting Members in a general meeting elect an individual of at least 18 years old with exceptional qualifications, experience or achievement in the field of environmental management to any class of membership it considers appropriate.

## 2.13 *Certificate of Membership*

Every member shall be entitled to such diploma or certificate of membership as may be prescribed from time to time by the General Council, but any such diploma or certificate shall remain the property of the Institute and must on request be returned by a person whose membership ceases for any reason.

## 2.14 *Renewal of membership*

All memberships are subject to renewal on an annual basis on the 1st day of

January and members shall apply for renewal of their membership in such manner as the General Council may prescribe from time to time. Application for renewal of membership shall be accompanied by required documents or records and payment of the relevant annual subscription fee.

## 2.15 Termination of membership

2.15.1 The General Council may at any time, terminate the membership of any member for the following reasons :-

- (a) failing to comply with any continuous requirements applicable to the relevant class of membership from time to time;
- (b) convicted of any offence under the laws of the Hong Kong Special Administrative Region or elsewhere which the General Council considers in its sole and absolute discretion will adversely affect the reputation of environmental professional or the Institute or other members;
- (c) if the General Council in its sole and absolute discretion considers that the member is unsuitable to continue as a member;
- (d) the member has ceased to be eligible to be a member of the relevant class of membership; or
- (e) an amount of whatever nature has been outstanding from the member for over six months and not less than one reminder has been sent to such member

PROVIDED that the membership of a member shall not be terminated unless notice of the proposed termination is given to the Councillors at least ten days before a general council meeting at which such proposal is put to the vote, and such proposal is passed by a majority of not less than two-thirds of the Councillors present and voting.

2.15.2 The membership of a member shall cease upon his death.



## PART III

### THE GENERAL COUNCIL

#### 3.1 Constitution of the General Council

3.1.1 The General Council shall consist of not less than 5 or more than 11 Councillors as follows:-

- (a) the President;
- (b) the two Vice-Presidents;
- (c) the Honorary Secretary;
- (d) the Honorary Treasurer;
- ((a)-(d) collectively the “**Office Bearers**”) and
- (e) up to an additional 6 Councillors.

3.1.2 An individual who is a Voting Member and willing to act as a Councillor, and is permitted by law to do so may be appointed to be a Councillor.

3.1.3 Councillors shall be elected by the Voting Members by ordinary resolution in an Annual General Meeting.

3.1.4 The General Council may appoint an eligible person to fill a vacancy created by the vacation of office by an existing Councillor for whatever reason between one Annual General Meeting and the next one. The Members in general meetings may also appoint additional Councillor(s) or to fill any vacancy in the General Council.

3.1.5 A Councillor appointed by Voting Members in an Annual General Meeting shall hold office for three years and any Councillor appointed by the General Council or appointed by the Members other than in an Annual General Meeting shall hold office until the next Annual General Meeting following his appointment.

#### 3.2 Election of Councillors

3.2.1 Office Bearers shall be elected by the Voting Members present in person at an Annual General Meeting.

3.2.2 Nominations for Councillors shall be made in writing duly proposed and seconded by Voting Members in such form as the General Council may prescribe not later than 21 days before the date of the Annual General Meeting at which the election is to take place. A list of all nominations received, together with the name of the proposer and seconder of each nominee, shall be sent to each member not less than 14 days before the Annual General Meeting.

- 3.2.3 Voting for the election of Councillors of the Institute shall be by ballot.
- 3.2.4 In the event of an equality of votes the result shall be determined by a vote of the Office Bearers of the retiring General Council.
- 3.2.5 The retiring General Council shall hold office until the conclusion of the Annual General Meeting at which a new General Council is elected.

### 3.3 Duties of Office Bearers

#### 3.3.1 The President

The President shall represent the Institute and guide the affairs of the Institute in accordance with the Constitution and Bye-Laws.

#### 3.3.2 The Vice-President(s)

The Vice-President(s) shall assist the President in handling the affairs of the Institute provided that the Vice-President(s) shall deputize the President in the event the President is incapacitated from discharging his duties.

#### 3.3.3 Honorary Secretary

- (a) It shall be the duty of the Honorary Secretary under the direction of the General Council to conduct the ordinary business of the Institute in accordance with the Constitution and Bye-Laws.
- (b) He shall keep an accurate record of the proceedings of the Institute and the General Council.
- (c) He shall keep the Membership Register of the Institute.
- (d) He shall conduct the correspondence of the Institute.
- (e) He shall give notice of all meetings of the General Council and General Meetings of the Institute.

#### 3.3.4 Honorary Treasurer

The Honorary Treasurer shall direct the collection of the subscriptions and the preparation of the accounts of expenditure of the funds and present all the accounts of expenditure of the Institute to the General Council for inspection and approval.

#### 3.3.5 Creation of Additional Office Bearers

The General Council may from time to time create additional offices and prescribe the duties of the additional Office Bearers.

### 3.4 Management

- 3.4.1 The General Council shall have the management and direction of the affairs of the Institute and shall do all such acts as appear to it necessary

or desirable for the purpose of carrying into effect the objects of the Institute subject to the provisions of the Constitution and these Bye-Laws.

- 3.4.2 The General Council shall investigate any alleged or apparent irregularity or unconstitutional act of any Panel, Committee (if any) or Councillor coming within its knowledge and if it thinks fit shall call upon that Panel, Committee (if any) or Councillor for an explanation thereof. If the explanation be deemed insufficient the General Council shall enquire further into the matter and if satisfied that a breach has been committed it shall notify the offending Panel, Committee or Councillor to that effect and require compliance with the Constitution and these Bye-Laws. Should any Panel, Committee or Councillor disregard such instructions the General Council may forthwith dissolve such Panel, Committee or remove from office such Councillor and appoint another Panel, Committee or Councillor to carry out the duties for the unexpired term of office.

## **PART IV**

### **MEETINGS**

#### **5.1 Annual General Meetings**

- 5.1.1 A General Meeting to be called the Annual General Meeting shall be held once in each calendar year at such time and place by way of a physical or virtual meeting as the General Council shall determine provided that an Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 5.1.2 Notice in writing of such General Meeting shall be given to all members not less than 21 days before the day the meeting is due to take place and such notice shall include details of any resolution to be put to Voting Members.
- 5.1.3 The business of the Annual General Meeting shall include:
- (a) Adoption of the minutes of any previous meeting;
  - (b) Report of the President for the year;
  - (c) Presentation of the audited accounts for the year;
  - (d) Election of Councillors for the ensuing year;
  - (e) Election of Office Bearers for the ensuing year;
  - (f) Appointment of Auditors for the ensuing year;
  - (g) Such other matters:
    - (i) as the General Council shall determine;
    - (ii) of which due notice has been given to the General Council; and
    - (iii) as may be brought forward by the General Council or any member with the consent of the meeting.

#### **5.2 Extraordinary General Meetings**

- 5.2.1 The General Council may convene an Extraordinary General Meeting whenever it thinks fit. The General Council shall also upon a requisition in writing signed by 30% or more of the Voting Members convene an Extraordinary General Meeting and shall take steps to this end within 21 days of the Honorary Secretary receiving the requisition. The requisition shall clearly set out the object of the proposed meeting. If the General Council fails to take the necessary action within the prescribed time, the requisitionists or any 30% of the Voting Members may themselves convene a meeting and for this purpose shall have access to such records of the Institute as will enable them to convene the meeting.

- 5.2.2 The business of all Extraordinary General Meetings shall be strictly confined to the matters set out in the notice of the meetings.
- 5.2.3 Notice in writing of a Extraordinary General Meeting shall be given to all members not less than 21 days before the Extraordinary General Meeting and such notice shall include:
- (a) the Agenda for the meeting;
  - (b) the place by way of a physical or virtual meeting, date and time of the meeting;
  - (c) full details of any special resolutions;
  - (d) voting and proxy forms where these are required for the purpose of the meeting.
- 5.2.4 Such notice shall also be given not less than 21 days before the Extraordinary General Meeting by either posting on the Institute's website or in at least one newspaper in the English language and one newspaper in the Chinese language circulating in Hong Kong.
- 5.2.5 The non-receipt of such notice by any Voting Member or the accidental omission to give notice to any Voting Member shall not invalidate the proceedings of the meeting.

### 5.3 Transaction of Business at a General Meeting

- 5.3.1 At least one-fifth of all Voting Members or 30 Voting Members whichever is less present in person or by proxy constitute a quorum at a General Meeting.
- 5.3.2 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business.
- 5.3.3 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present at the meeting, it shall stand adjourned to the same day in the next month at the same time and place or at such other place as the General Council may determine, and 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.
- 5.3.4 The President, or failing him one of the Vice-President(s), shall preside as Chairman at every General Meeting but if neither the President nor any Vice-President is present within fifteen minutes after the time appointed for the holding of the same, the Voting Members present may choose some other member of the General Council as Chairman, or if no such member be present or if none of the Voting Members of the General Council present agrees to take the chair they shall choose a Voting Member from among them who shall preside.

- 5.3.5 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is demanded by the Chairman before or upon the declaration of the result of the show of hands, or by a Voting Member or Voting Members present in person or by proxy and representing one-tenth of the total voting rights of all the Voting Members, and unless a poll be so demanded a declaration by the Chairman of the meeting 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 the effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 5.3.6 If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 5.3.7 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 5.3.8 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 a poll has been demanded.
- 5.3.9 Each Voting Member shall have one vote which may be given either personally or by proxy.
- 5.3.10 The appointment of a proxy shall be made in the proxy form under the hand of the appointor.
- 5.3.11 The proxy forms appointing a proxy shall be deposited with the Honorary Secretary not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the proxy form proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy forms shall not be valid. A proxy form shall not in any event be valid after the expiration of two months from the date of its execution.
- 5.3.12 For the purpose of the Constitution where voting is by postal vote, the motion and the voting paper shall be circulated to the last known address of all Voting Members not less than 21 days before a General Meeting specifically called for that matter when all postal votes shall be counted and the result ratified.

#### 5.4 Meetings of General Council

- 5.4.1 The General Council shall meet as often as the business of the Institute may require but not less than four times in each calendar year.
- 5.4.2 The quorum for meetings of the General Council shall be five Councillors present in person including either the President or Vice-President(s).

- 5.4.3 Meetings shall be chaired by the President or in his absence any of the Vice- President(s).
- 5.4.4 A Councillor who is unable to attend a meeting of the General Council may nominate in writing a Voting Member to represent him at such meeting and such representative shall have the same rights and powers at such meeting as the Councillor he is representing.
- 5.4.5 Matters arising at meetings of the General Council shall be decided by a simple majority, the Chairman having a second or casting vote in the case of an equality of votes.

## **PART V**

### **PROFESSIONAL CONDUCT**

#### **6.1 Standard of Conduct**

All members of the Institute shall observe a high and honourable standard of professional conduct. Guidance notes on such standards shall be issued by the General Council from time to time which shall be subject to ratification by resolution at a General Meeting.

#### **6.2 Suspension/Expulsion**

The General Council shall have power to suspend for such period as it thinks fit or expel any member who has been found to have failed to observe a high and honourable standard of professional conduct or to be guilty of any act of professional misconduct as specified under the Code of Ethics / Code of Conduct or any other conduct detrimental to the best interests of the Institute or its members.

#### **6.3 Investigation of Complaints**

6.3.1 All complaints of professional misconduct received by the Institute of any member shall initially be reviewed by the Preliminary Review Committee appointed under the Code of Ethics / Code of Conduct. If the Preliminary Review Committee considers the complaint to be frivolous, vexatious or manifestly without merit, it shall forthwith dismiss the complaint. The Institute need not communicate to the member the fact of such a complaint or the summary determination for the reasons stated above.

6.3.2 If the Preliminary Review Committee does not consider that the complaint should be disposed of in the manner referred to under paragraph 6.3.1 above, it shall then refer the matter to the Committee of Investigation appointed under the Code of Ethics / Code of Conduct.

6.3.3 The Committee of Investigation shall conduct a full investigation of the complaint in the manner as provided for under the Code of Ethics / Code of Conduct and shall thereupon:

- (a) notify the member of the complaint;
- (b) request the member to make an explanation either in writing and/or in person and, if the member under investigation so wishes, he may attend in the company of his legal representative, at a time and place to be specified;
- (c) request the member or any other person to provide such documentary or other evidence of the matter as may be thought fit;
- (d) consider all aspects of the complaint; and
- (e) if the Committee of Investigation recommends that a formal charge should be laid, cause the formal charge to be drawn up by the



Institute's solicitor who shall act as the prosecutor for hearing by the Disciplinary Panel appointed under the Code of Ethics / Code of Conduct.

#### 6.4 Action following Investigation of Complaint

- 6.4.1 If the Disciplinary Panel determines after due inquiry by its disciplinary procedures under the Code of Ethics / Code of Conduct that the complaint is proven it shall notify the member accordingly, and determine whether to expel or suspend the member for such period as it thinks fit, and shall recommend the General Council to remove his name from the Register in case of expulsion or may remark against his name on the Register in case of suspension, and may cause his changed status to be published in the publications and/or on the website of the Institute.
- 6.4.2 If the Disciplinary Panel determines the complaint is not proven it shall notify the member accordingly, and the case shall be closed.
- 6.4.3 Any member suspended under this Part shall have no right to vote at any meeting or to hold any office in the Institute or to present himself as a member of the previously appropriate grade of the Institute or to use the previously appropriate abbreviated designation after his name or to have or exercise any of the other rights or privileges of membership during the period of his suspension. Nevertheless, his obligations under this Bye-laws shall stand, and he shall be entitled to receive the publications of the Institute.
- 6.4.4 Any member expelled from the Institute under this Part shall cease to be a member of the Institute and shall have thenceforth no rights whatsoever in the Institute.
- 6.4.5 The Honorary Secretary shall forthwith give to any member suspended or expelled under this Part notice in writing of such suspension or expulsion, and every member shall be notified in writing of the General Council's decision.

#### 6.5 Decision of Disciplinary Panel and General Council is Final

The decision of the Disciplinary Panel finding a member guilty or not guilty of the charged misconduct, and the penalty imposed, is final in nature and is not subject to appeal. The General Council's decision in implementing the decision of the Disciplinary Panel as to liability and penalty, including with respect to the suspension or expulsion of a member under Part VI of the Bye-Laws, is also final in nature and is not subject to appeal.

#### 6.6 Associate Members, Graduate Members and Student Members

The conduct of Associate Members, Graduate Members and Student Members will be judged similarly to that of members, and in the case of professional misconduct as specified under the Code of Ethics / Code of Conduct, action will proceed as under Bye-Laws 6.1 to 6.5.

## **PART VI**

### **PROFESSIONAL DEVELOPMENT**

- 7.1 All members of the Institute shall maintain a high level of competence in professional practice and technical performance and are obligatory to undertake continuing professional development and lifelong learning to enhance their professional and technical competence. The General Council may from time to time issue regulations and guidance notes on mandatory continuing professional development administered by the Professional Development Panel.
- 7.2 All persons undertaking professional or technical training shall endeavour to achieve a high level of competence in performance and are obligatory to undertake such pre-qualification structured learning as may be prescribed by the Qualification Panel.

## **PART VII**

### **ACCOUNTS**

#### **8.1 General**

- 8.1.1 The General Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Institute. Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.
- 8.1.2 The books of account shall be kept at the headquarters of the Institute or at such other place or places as the General Council thinks fit and shall always be open to the inspection of the Auditors, the members of the General Council and the members of any Committee appointed by the General Council for the purpose.
- 8.1.3 The General Council shall from time to time determine whether and to what extent and at what times and places and under what conditions the books of account of the Institute or any of them shall be open to the inspection of members not being persons entitled to inspect the books of account pursuant to paragraph 8.1.2 of this Bye-Law and no member (not being a person so entitled) shall have any right of inspecting any account, book or document relating to the financial affairs of the Institute except as authorized by the General Council or by the Institute in a General Meeting.
- 8.1.4 The General Council shall lay before the members at each Annual General Meeting:
- (a) an Income and Expenditure Account giving a true and fair view of the income and expenditure of the Institute for the period of the preceding financial year;
  - (b) a Balance Sheet giving a true and fair view of the state of the financial affairs of the Institute as at the end of the preceding financial year; and
  - (c) a Report with respect to the Institute's financial affairs.
- 8.1.5 The annual accounts of the Institute as laid before members in accordance with Bye-Law 8.1.4 shall have been audited by persons appointed for the purpose at the preceding Annual General Meeting, and their report shall accompany the accounts. It shall be the duty of the auditors to state whether in their opinion the annual accounts have been properly prepared and whether they give a true and fair view of the state of the Institute's financial affairs as at the end of its financial year and of the income and expenditure for the financial year.

## 8.2 Financial Year

The financial year of the Institute shall run from the 1st January to 31st December in one year.

## 8.3 Custody of Institute's Funds

All moneys belonging to the Institute shall be deposited in the accounts of the Institute to be opened at a bank or banks approved by the General Council and payment of all accounts that are certified as correct shall be made therefrom by cheques on such bank or banks signed by any two of the President, Vice-Presidents, Honorary Secretary, Honorary Treasurer or such other person as may be authorized by the General Council from time to time.

## 8.4 Auditing of Accounts

8.4.1 The accounts of the Institute shall be subject to annual auditing in accordance with the prevailing accounting practices and as may be required by law.

8.4.2 Auditors shall be appointed at the Annual General Meeting. Retiring Auditors shall be eligible for re-appointment.

8.4.3 In the event of an Auditor being or becoming unable to act the General Council may appoint another Auditor to act in his place.

8.4.4 A member of the General Council shall not be eligible for appointment as an Auditor.

## 8.5 Duties of Auditors

8.5.1 The Auditors shall have the right of access at all times to the books of account and all relevant documents of the Institute and shall be entitled to require from the General Council and Officers of the Institute such information and explanations as may be necessary for the performance of their duties as Auditors.

8.5.2 As required by Bye-Law 8.1.5 and as the General Council may direct the Auditors shall make a report to the General Council on other records which the Institute is required to keep by law or by its Bye-Laws and in connection with every balance sheet so prepared the report shall state:

- (a) whether or not they have obtained all the information and explanations they require;
- (b) whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Institute's affairs according to the best of their information and the explanations given to them as shown in the books of the Institute; and
- (c) whether in their opinion the records which the Institute is required to keep by law or by its Bye-Laws have been properly kept.

## **PART VIII**

### **FEES AND SUBSCRIPTIONS**

#### **9.1 Determination**

- 9.1.1 Unless otherwise determined on the proposal of the General Council confirmed (with or without amendment in reduction of any proposed increase) by a resolution of a General Meeting, the amounts of application fees and subscriptions shall be those determined from time to time by the members in a General Meeting.
- 9.1.2 Where it is proposed to increase application fees or subscriptions at least 30 days' notice in writing shall be given to members of the place, date and time of the meeting at which the resolution to increase such fees or subscriptions is to be put.
- 9.1.3 Separate fees and subscriptions shall be prescribed for membership in different grades, provided that the mode of subscription may be prescribed from time to time.

#### **9.2 Liability**

- 9.2.1 Any person applying for admission into membership shall pay an application fee which shall be non-refundable whether or not such person is admitted into membership.
- 9.2.2 Any Founding Fellow, Fellow, Professional Member, Associate Member, Graduate Member or Student Member shall be liable to pay the annual subscription for the ensuing year upon admission into membership and upon expiry of the annual subscription for the current year.
- 9.2.3 Honorary Fellows shall pay no application fee or annual subscription.
- 9.2.4 Save as aforesaid, annual subscriptions shall be due to the Institute and payable on the first day of January in each year.

#### **9.3 Exemptions**

- 9.3.1 The General Council may exempt from year to year from the payment of his annual subscription a member in any grade who from ill health, advanced age or other sufficient cause is unable to carry on the full time practice of his profession. The General Council may also exempt any such individual from the payment of any subscriptions which may be in arrears.
- 9.3.2 The General Council may exempt the estate of any deceased member from the payment of arrears of subscriptions.

#### **9.4 Arrears**

- 9.4.1 Any Member in any grade who is in arrears with his subscription for more than six months shall not be entitled to receive any publication or ballot list of the Institute or to vote at a General Meeting or to be elected or

appointed to any office in the Institute, as the case may be, unless exemption from the payment of such subscription has been granted by the General Council.

- 9.4.2 A Member in any grade whose subscription has not been paid for more than six months after the due date shall be notified by the Honorary Secretary in writing. In the event of his continuing in default for three months after such notification and failing to provide satisfactory explanation by letter, the General Council shall expunge the name of the defaulter from the Register after a final 14-day notice is issued to such member and the same is not complied with.
- 9.4.3 The General Council may reinstate or re-admit under such conditions as it may prescribe a person whose name has been removed from the Register under any provisions this Bye-Law.

## **PART IX**

### **QUALIFICATION PANEL**

#### **10.1 Constitution**

10.1.1 The members of the Qualification Panel shall be appointed by the General Council on such terms as the General Council sees fit.

10.1.2 All members of the Qualification Panel shall be Voting Members of the Institute. Retiring members are eligible for re-appointment without restriction of tenure.

10.1.3 The General Council may make rules providing for the conduct of business of the Qualification Panel. And the Qualification Panel must comply with such rules.

10.1.4 The General Council shall review the efficacy of the Qualification Panel regularly and in any event not less frequent than once every three years.

#### **10.2 Structure**

10.2.1 The Qualification Panel shall be accountable to the General Council for all qualification matters, subject to any condition that may be imposed by the General Council.

#### **10.3 Objectives**

The general objectives of the Qualification Panel shall be:

- (a) to scrutinize, validate and keep under review academic and professional qualifications for admission to different classes of the Institute;
- (b) to develop, implement and control the educational and qualifying mechanism to membership of the Institute.

## **PART X**

### **MEMBERSHIP AND DISCIPLINARY PANEL**

#### **11.1 Constitution**

11.1.1 The members of the Membership and Disciplinary Panel shall be appointed by the General Council on such terms as the General Council sees fit.

11.1.2 All members of the Membership and Disciplinary Panel shall be Voting Members of the Institute. Retiring members are eligible for re-appointment without restriction of tenure.

11.2 The Panel shall meet as often as may be required and at least once every three months.

11.3 The Panel shall be accountable to the General Council for all matters relating to membership and disciplinary matters of the Institute, subject to any condition that may be imposed by the General Council.



## **PART XI**

### **PROFESSIONAL DEVELOPMENT PANEL**

#### **12.1 Constitution**

12.1.1 The members of the Professional Development Panel shall be appointed by the General Council on such terms as the General Council sees fit.

12.1.2 All members of the Professional Development Panel shall be Voting Members of the Institute.

12.1.3 Retiring members are eligible for re-appointment without restriction of tenure.

#### **12.2 Objectives**

The Professional Development Panel shall be accountable to the General Council, subject to any condition that may be imposed by the General Council, for all matters relating to the following objectives:

- (a) to establish and maintain a high standard of professional competence of members; and
- (b) to organize and promote continuing professional development of members.

## **PART XII**

### **MISCELLANEOUS**

#### **13.1 Serving of Notices**

A notice to be given under these Bye-Laws may be served personally or by; despatch through the post in a prepaid letter addressed to the person concerned at his address as entered in the Register or at his last known business address or place of abode; or by electronic means.

#### **13.2 Notice by Post deemed to have been served**

A notice if served by post shall be deemed to have been served at the time when the envelope or wrapper containing it would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted in the normal manner.

#### **13.3 Seal of the Institute**

13.3.1 The Common Seal of the Institute shall be in the custody of the General Council.

13.3.2 The Seal will not be affixed to any instrument except by the authority of a resolution of the General Council and in the presence of the President and the Honorary Secretary or such other persons as the General Council may from time to time appoint for that purpose.

13.3.3 The President and Honorary Secretary or other persons as aforesaid shall sign every instrument to which the seal is so affixed in their presence.

#### **13.4 Publications of the Institute**

13.4.1 The Institute may publish journals, newsletters or other publications at regular intervals for the dissemination of information regarding the activities of the Institute and for the publication of any matters incidental to the promotion of the objects of the Institute or otherwise of interest to its members.

13.4.2 Each incoming General Council shall at its first meeting, appoint a Voting Member as the Honorary Editor of the journals, newsletters or other publications referred to in Bye-Law 13.4.1 for such term as the General Council may decide.

13.1.1 If not a Councillor the Editor may nevertheless attend meetings of the General Council but may not take part in its deliberations or vote