

**CONSTITUTION
OF
THE UNSW ALUMNI ASSOCIATION HONG KONG CHAPTER**

[ADOPTED ON 26 SEPTEMBER 2002]

1 ESTABLISHMENT

1.1 The Organisation shall be the UNSW Alumni Association Hong Kong Chapter.

1.2 In the interpretation of this Constitution, unless the contrary intention appears:

“**Alumni**” is the plural of “Alumnus”;

“**Alumni Association**” means the University of New South Wales Alumni Association;

“**Alumnus**” means a person who is a graduate of the University;

“**Chapter**” means the UNSW Alumni Association Hong Kong Chapter;

“**member**” means a person who is a member under Part 4;

“**University**” or “**UNSW**” means the University of New South Wales, Sydney, Australia.

1.3 In the interpretation of this Constitution, unless the contrary intention appears:

(a) the singular imports the plural and vice versa;

(b) references to Parts and Articles are references to Parts and Articles of this Constitution;

(c) where approval, authorisation, agreement or consent is required from the Alumni Association, that approval, authorisation, agreement or consent may be provided by the Board of Governors of the Alumni Association or, in respect of a particular matter or all matters, by a person or persons nominated by the Board of Governors of the Alumni Association; and

(d) where a decision may be made or an act may be done by the Alumni Association, the decision may be made or the act may be done by the Board of Governors of the Alumni Association or, in respect of a particular matter or all matters, by a person or persons nominated by the Board of Governors of the Alumni Association.

2 OBJECTS

2.1 The objects of the Chapter are:

- (a) to foster the participation of its members in the activities of the Chapter, the Alumni Association and the University, and to establish mutually beneficial relations between its members with each other, with the Alumni Association and with the University;
- (b) to promote the interests of the Alumni Association and the University;
- (c) to assist the University financially by such means as the Chapter, with the approval of the Alumni Association, considers appropriate;
- (d) to encourage alumni residing in Hong Kong to become contributing members of the Alumni Association; and
- (e) to undertake to comply with the Constitution and By-Laws of the Alumni Association.

3 POWERS, FUNDS AND PROPERTY OF THE CHAPTER

3.1 In the furtherance of the above objects, the Chapter shall have the power:

- (a) to, by lawful means, subscribe to, become a member of, and co-operate with any other association or organisation, whether incorporated or not, whose objects are consistent with those of the Chapter;
- (b) to disburse the funds acquired by or on behalf of the Chapter, wherever held, provided that such funds shall be used only in accordance with this Constitution;
- (c) to appoint, employ, engage or dismiss, remove or suspend such managers, clerks, secretaries, employees, contractors and other persons as may be necessary or convenient for the purposes of the Chapter;
- (d) to invest and deal with the funds and property of the Chapter not immediately required;
- (e) to sell or otherwise dispose of any part of the property of the Chapter;
- (f) subject to prior consultation with the Alumni Association, to accept any gift of funds or property whether subject to any special trust or not;
- (g) to seek annual contributions from members;
- (h) subject to prior consultation with the Alumni Association, to take such steps by personal or written appeals, public meetings or otherwise as are lawful for the purpose of procuring donations to the Chapter;
- (i) subject to prior consultation with the Alumni Association, to print and publish any newspapers, periodicals, books or leaflets by any means that the Chapter may think desirable for the promotion of its objects;
- (j) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Chapter.

3.2 (a) The funds and property of the Chapter shall be applied solely towards the

promotion of the objects of the Chapter and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or other means by way of profit, to the members.

- (b) No remuneration or other benefit in money or money's worth shall be given by the Chapter to any member except repayment of out-of-pocket expenses or otherwise in accordance with this Constitution.
 - (c) Nothing however shall prevent the payment in good faith of reasonable and proper remuneration to any member or servant of the Chapter for any services actually rendered by that person to the Chapter.
- 3.3** True and fair accounts shall be kept of the assets, liabilities, receipts and expenditures of the Chapter.
- 3.4** Upon written request of the Alumni Association and at least once in each financial year, the accounts of the Chapter shall be audited by an Honorary Auditor appointed by the Chapter or, if there is no Honorary Auditor, by auditors selected by the Executive Committee.
- 3.5** Subject to giving reasonable notice to the Executive Committee, the accounts of the Chapter shall be open for inspection by members during normal office hours.
- 3.6** Unless otherwise determined by the Executive Committee, the financial year of the Chapter shall commence on 1 January and end on 31 December.
- 3.7** (a) The Chapter may be dissolved by a resolution passed by a majority of not less than two-thirds of the members present and voting thereon at a general meeting of the Chapter of which not less than twenty-eight days' written notice (including notice of the proposed dissolution) has been given or by a majority of not less than two-thirds of the members responding in a postal ballot.
- (b) If the Chapter does not hold an annual general meeting for two consecutive years, the Chapter may be dissolved by a resolution of the Board of Governors of the Alumni Association, but only so long as at least two months notice is given to the Chapter of the resolution.
- (c) If upon the dissolution of the Chapter there remains after satisfaction of all its liabilities any funds or property whatsoever it shall be transferred to the Alumni Association.

4 MEMBERSHIP

- 4.1** There shall be 3 classes of members:
- (a) Ordinary Members;
 - (b) Contributing Members; and
 - (c) Honorary Members.
- 4.2** Persons shall be Ordinary Members of the Chapter if:

- a) they are Alumni; and
- b) they reside in Hong Kong; and
- c) they make written application to the Chapter in the manner prescribed by the Chapter, if any, to become an Ordinary Member

- 4.3** An Ordinary Member shall not be liable to the Chapter for any subscription.
- 4.4** An Ordinary Member may, by making payment of an annual fee in accordance with Article 4.5, become a Contributing Member and thereupon shall cease to be an Ordinary Member.
- 4.5** Every Contributing Member shall pay a non-refundable annual fee to the Chapter of an amount determined by the Executive Committee from time to time, provided that the fee shall not exceed HK\$500.
- 4.6** Contributing Members shall, as a class, be accorded such special rights and privileges as the Executive Committee may from time to time determine. Notwithstanding anything in this Article, Ordinary Members and Contributing Members shall have the same voting rights at any general meetings of the Chapter.
- 4.7** If a Contributing Member ceases to pay the annual fee to the Chapter in accordance with Article 4.5, the Contributing Member shall cease to be a Contributing Member and shall revert to the status of an Ordinary Member.
- 4.8** The Executive Committee may, with the prior approval of the Alumni Association, invite any person to be an Honorary Member of the Chapter for such period of time as the Executive Committee may determine. Honorary membership shall not entitle the Honorary Member to voting rights or eligibility for office by election in the Chapter.
- 4.9** The liability of a member to contribute towards the payment of the debts and liabilities of the Chapter or the costs, charges and expenses of the dissolution of the Chapter is limited to the amount, if any, unpaid by the member in respect of membership of the Chapter.
- 4.10** A member may at any time by giving notice in writing to the Secretary resign from membership of the Chapter. A member ceases to be a member of the Chapter when the member dies.
- 4.11** A member may be expelled from the Chapter by resolution passed by a majority of not less than two-thirds of those present and entitled to vote at a general meeting, but only so long as:
- (a) the member is guilty of conduct which is unbecoming of a member or prejudicial to the interests of the Chapter; and
 - (b) at least 14 days written notice is given of the meeting (including notice of the resolution to expel the member); and

(c) at least 14 days written notice is given to the Alumni Association of the resolution to expel the member.

5 THE EXECUTIVE COMMITTEE

5.1 The Chapter shall be controlled and managed by an Executive Committee. The Executive Committee shall consist of:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary;
- (d) the Treasurer; and
- (e) at least four, and not more than 12, other members.

5.2 The President, Vice-President, Secretary and Treasurer are referred to as the Executive Officers.

5.3 The Executive Committee may form sub-committees and may delegate to them such power and authority (other than this power of delegation) as the Executive Committee thinks fit, without thereby in any way diminishing or abrogating its own powers or responsibilities. Any act or thing done or suffered by a sub-committee acting in the valid exercise of a delegation under this Article has the same force and effect as it would have if it had been done or suffered by the Executive Committee. The Executive Committee may revoke wholly or in part any delegation under this Article.

5.4 The Executive Committee shall meet together not less than five times a year. The President shall at any time on the requisition, in writing lodged by not less than three members of the Executive Committee, convene a meeting of the Executive Committee.

5.5 At all meetings of the Executive Committee the President, if present, shall preside and if not present within ten minutes after the time appointed for the holding of the meeting, the Vice-President shall preside.

5.6 At any properly convened meeting of the Executive Committee, five members on the Executive Committee shall constitute a quorum.

5.7 If a member of the Executive Committee fails to attend three consecutive meetings of the Executive Committee without an explanation acceptable to the Executive Committee, the Executive Committee may dismiss the member from the Executive Committee.

5.8 The Executive Committee may invite any member to fill vacancies in the Executive Committee for the remaining term of the Executive Committee.

5.9 Subject to any restrictions in this Constitution, the Executive Committee may exercise any of the powers of the Chapter as set out under this Constitution.

5.10 The Executive Committee shall cause to be kept records of all its meetings, acts and decisions. A copy of the record of every meeting shall be delivered by the Secretary to each member of the Executive Committee following any meeting of the Executive Committee for confirmation.

5.11 Subject to this Constitution, questions arising at any meeting of the Executive Committee shall be decided by a majority of the members of the Executive Committee present at the meeting, each member being entitled to cast one vote. In the case of an equality of votes, the person presiding at the meeting shall have a second or casting vote. A declaration by the person presiding at the meeting, or an entry in the minute books of the Chapter, that a resolution has or has not been passed by the requisite majority shall in the absence of evidence to the contrary be conclusive.

6 ELECTION OF EXECUTIVE COMMITTEE

6.1 The members of the Executive Committee shall be elected bi-annually at an annual general meeting of the Chapter.

6.2 A person ("the candidate") may be elected to the Executive Committee only if:

- a) the candidate is a member of the Chapter;
- b) the candidate is nominated in writing by a proposer and seconder, both of whom are members of the Chapter;
- c) the candidate signs the nomination form; and
- d) the nomination form is lodged with the incumbent Secretary or other person nominated by the incumbent Executive Committee by a closing date determined by the incumbent Executive Committee.

6.3 Members of the Executive Committee shall be elected by a simple majority of the members present and voting.

6.4 If valid nominations of the candidates for any election are less than sixteen (16), the candidates shall not be automatically elected. Instead, each candidate must receive the approval of a simple majority of the votes cast by the members present.

6.5 The President, Vice-President, Secretary and Treasurer shall be elected from amongst the members of the Executive Committee

7 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

7.1 The Executive Committee may pay all expenses incurred in promoting the Chapter, and may exercise all such powers of the Chapter as are not by this Constitution required to be exercised by the Chapter in general meeting. No resolution of the Chapter in general meeting shall invalidate any prior act of the Executive Committee.

- 7.2** The Executive Committee shall in respect of each financial year:
- (a) determine the income and expenditure budget for that year; and
 - (b) approve prior to the annual general meeting for that financial year annual accounts for submission to the Honorary Auditor.
- 7.3** The Executive Committee shall keep records of:
- (a) all appointments of employees;
 - (b) the names of members present at general meetings of the Chapter and the names of members of the Executive Committee present at meetings of the Executive Committee; and
 - (c) the proceedings at all meetings of the Chapter and of the Executive Committee, these records to be signed by the person who presided at the meeting or by the person presiding at the next succeeding meeting.

8 THE EXECUTIVE OFFICERS

- 8.1** The Executive Officers shall as far as practicable attend all meetings of the Executive Committee and the annual and other general meetings of the Chapter.
- 8.2** Subject to Article 5.5, the President shall convene all the meetings of the Chapter and the Executive Committee.
- 8.3** The Secretary shall keep or cause to be kept the minutes or records of such meetings in a book or books to be kept for that purpose.
- 8.4** The Treasurer shall:
- (a) receive all funds on behalf of the Chapter and deposit the same to the credit of the Chapter in the Chapter's accounts;
 - (b) pay all accounts under and according to the direction of the Executive Committee;
 - (c) keep correct accounts and records of all funds so received and expended by or on behalf of the Chapter;
 - (d) at the close of each financial year, submit to the Executive Committee for its approval financial statements suitable for audit, including a statement of assets and liabilities; and
 - (e) whenever so required by the Executive Committee, prepare and submit to it statements of receipts and expenditure and of the financial position of the Chapter including a current statement of account balances.

9 GENERAL MEETINGS

- 9.1** The annual general meeting of the Chapter for any financial year shall be held as soon as practicable after the end of that financial year.

- 9.2** All general meetings, other than the annual general meetings, shall be called extraordinary general meetings.
- 9.3** Any five members of the Executive Committee whenever they think fit may requisition an extraordinary general meeting. Extraordinary general meetings shall be convened on such requisition or on the requisition of any ten members of the Chapter.
- 9.4** Subject to Article 12, members shall be given at least fourteen days' notice of an extraordinary general meeting and twenty-eight days' notice of an annual general meeting, in each case specifying the place, the date, and the hour of the meeting and the business proposed to be conducted at that meeting.
- 9.5** At the annual general meeting:
- (a) the Executive Committee shall report on its activities since the previous annual general meeting;
 - (b) the President or a delegated member of the Executive Committee shall present audited financial statements of the prior financial year; and
 - (c) an Honorary Auditor shall be elected by simple majority.
- 9.6** A declaration by the person presiding at a general meeting, or an entry in the minute books of the Chapter, that a resolution has or has not been passed by the requisite majority shall in the absence of evidence to the contrary be conclusive.

10 NOTICES

- 10.1** A notice may be given by the Chapter to any member:
- (a) personally;
 - (b) by sending it by post to the registered address last supplied by the member to the Chapter;
 - (c) by sending it by facsimile to the last fax number supplied by the member to the Chapter for the giving of notices;;
 - (d) by or via electronic means (including, but not limited to, by electronic mail).
- 10.2** Where notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting a communication containing the notice.
- 10.3** Where notice is sent by facsimile, service of the notice shall be deemed to have been effected upon completion of the successful transmission of the notice.
- 10.4** Where notice is sent by or via electronic means, service of the notice shall be deemed to have been effected immediately upon dispatch of the notice.
- 10.5** Notice of every general meeting shall be given in any manner authorised in this Constitution to every member except those members who have not supplied to the

Chapter or the University an address or electronic mail address for the giving of notices to them.

11 INDEMNITY AND LIABILITY

Members of the Executive Committee shall be indemnified out of the assets of the Chapter against any reasonable costs incurred by any of them in defending any proceedings, whether civil or criminal, arising out of the performance of their duties and in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by a Court. A member of the Executive Committee may not be indemnified in respect of any proven negligence, default, contravention, breach of duty or breach of trust by the member of the Executive Committee.

12 ALTERATION OF CONSTITUTION

This Constitution may, with the consent of the Executive Committee, be altered, amended, added to or repealed in whole or in part by a resolution passed by a majority of not less than two-thirds of the members present and voting thereon at a general meeting of the Chapter of which not less than twenty-eight days notice (including notice of the proposed resolution) has been given.