

**ARTICLES OF ASSOCIATION**  
**OF**  
**HONG KONG INSTITUTE OF CONSTRUCTION MANAGERS**

香港營造師學會

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Incorporated the 19th day of December, 1997

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**HONG KONG**  
**SPECIAL ADMINISTRATIVE REGION**

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No. 633227  
編號

(COPY)  
COMPANIES ORDINANCE  
(CHAPTER 32)  
香港法例第32章  
公司條例  
CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME  
公司更改名稱  
註冊證書

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I hereby certify that  
本人謹此證明

HONG KONG INSTITUTE OF BUILDERS, LIMITED  
香港營造師學會有限公司

having by special resolution changed its name, is now incorporated under  
經通過特別決議，已將其名稱更改，該公司的註冊名

the name of  
稱現為

HONG KONG INSTITUTE OF CONSTRUCTION MANAGER, LIMITED  
香港營造師學會有限公司

Issued by the undersigned on 7 July 2000.  
本證書於二〇〇〇年七月七日發出。

(Sd.) MISS R. CHEUNG  
.....  
*Registrar of Companies*  
*Hong Kong*  
香港公司註冊處處長  
(公司註冊主任 張潔心 代行)



No. 633227  
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CERTIFICATE OF INCORPORATION  
公司註冊證書

\*\*\*

**I hereby certify that**  
本人謹此證明

HONG KONG INSTITUTE OF BUILDERS, LIMITED  
香港營造師學會有限公司

**is this day incorporated in Hong Kong under the Companies Ordinance,**  
於本日在香港依據公司條例註冊成為  
**and that this company is limited.**  
有限公司。

**Issued by the undersigned on 19 December 1997.**  
本證書於一九九七年十二月十九日簽發。

(Sd.) MISS H. CHANG  
.....  
**for Registrar of Companies**  
**Hong Kong**  
香港公司註冊處處長  
(公司註冊主任 張巧雯 代行)

THE COMPANIES ORDINANCE (CHAPTER 622)

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Company Limited by Guarantee  
and not having a Share Capital

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**ARTICLES OF ASSOCIATION  
OF  
HONG KONG INSTITUTE OF CONSTRUCTION MANAGERS  
香港營造師學會**

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1. The name of the Company is HONG KONG INSTITUTE OF CONSTRUCTION MANAGERS 香港營造師學會” (and in these articles, it is called the “Institute”)

**INTERPRETATION**

2. 2.1 **Interpretation**

In these Articles, unless there is something in the context inconsistent therewith:

“these articles” means the Articles of Association of the Institute;

“Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislations;

“predecessor Companies Ordinance” means the predecessor Companies Ordinance as defined in section 2(1) of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislations;

“Objects” means the objects of the Institute as expressed in these Articles;

“member” means all the classes of membership: Honorary Fellow, Fellow, Member, Associate, Construction Supervisor, Graduate or Student of the Institute for the time being;

“Corporate Member” means Fellow or Member of the Institute for the time being;

“Non-Corporate Member” means Honorary Fellow, Associate, Construction Supervisor, Graduate or Student of the Institute for the time being;

“General Council or Council” means the General Council or Council of the Institute for the time being whose members shall be deemed to be directors for the purpose of the Ordinance;

“Office Bearer” means those members who are holding honorary office in the General Council of the Institute for the time being;

“The Seal” means the common seal of the Institute;

“Office” means the registered office for the time being of the Institute;

“Register” means the register of members of the Institute to be kept pursuant to Section 627 of the Ordinance;

“In writing” means written or produced by any substitute for writing or partly written and partly produced by a substitute for writing;

“Electronic Communication” means a communication sent by electronic transmission in any form through any medium;

“Month” means calendar month.

- 2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
  - 2.3 Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the Institute.
  - 2.4 For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
3. The regulations in Schedule 3 to the Companies (Model Articles) Notice Cap.622H, shall form part of these articles save insofar as they are hereby excluded or modified or are inconsistent with the Articles contained herein.

### **LIABILITY OF MEMBERS**

4. The liability of the members is limited.
5. **Extent of Liability**  
Each person who is a member of the Institute undertakes that if the Institute is wound up while the person is a member of the Institute, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding HK\$100 to the Institute’s assets:-
  - 5.1 for the payment of the Institute’s debts and liabilities contracted before the person ceases to be such a member;
  - 5.2 for the payment of the costs, charges and expenses of winding up the Institute; and
  - 5.3 for the adjustment, among the contributories, of their rights.

### **OBJECTS**

6. The objects for which the Institute is established (“Objects”) are specifically expressed below:-

- 6.1 to promote effective governance and advance the efficient management of construction industry by the continued development of the study and practice of professionalism in construction management and administration;
- 6.2 providing professional, social activities and facilities appropriate to the needs and interest as may be required by members of the Institute in furtherance of the Objects;
- 6.3 encouraging the development of building education and training in teaching institutions within the Special Administrative Region of Hong Kong and other area in China;
- 6.4 promoting the increase of membership of the Institute by all appropriate means and particularly by establishing good liaison links with educational establishments;
- 6.5 establishing and monitoring the qualifying mechanism of all classes of membership of the Institute to maintain a high standard of professional competence of members;
- 6.6 establish and maintain branches of the Institute, whether in the Special Administrative Region of Hong Kong or elsewhere;
- 6.7 providing means for the assembling of opinions and recommendation on construction matters;
- 6.8 securing effective two-way communication and co-operation with appropriate institutions, associations and other public bodies and/or authorities and professional bodies whether local or overseas with regard to all matters affecting construction;
- 6.9 becoming increasingly recognised within the government of Hong Kong both as a voice and integral part of the construction industry;
- 6.10 gaining widespread recognition of the Institute qualifications by both public and private sector employers;
- 6.11 stimulating public interest in Institute and in construction by all appropriate means including publicity through the press and other media;
- 6.12 securing, so far as possible, proper representation of the Institute in the official administrative and industrial life in the Special Administrative Region of Hong Kong and other areas in China;
- 6.13 promoting the consideration and discussion of questions affecting construction and generally watching over and protect the interests of members engaged in the construction industry;
- 6.14 giving legislative and public bodies and other facilities of conferring with and ascertaining the views of members of the Institute as regard matters directly or indirectly affecting construction;

- 6.15 originating and promoting improvement in the law with regard to construction matters and to support or oppose alterations therein, and to effect improvements in administration and for the purposes aforesaid to petition the government of Hong Kong and take such other steps and proceedings as may be deemed expedient;
- 6.16 diffusing amongst members of the Institute information on all matters affecting construction and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of these Objects;
- 6.17 promoting excellence in the construction of building and civil works and just honourable practice in conduct of business and to suppress malpractice;
- 6.18 establishing, forming and maintaining a library and collections of models, designs, drawings and other articles of interest in connection with the construction industry;
- 6.19 arranging and promoting the adoption of equitable forms of contracts and other documents used in construction and encouraging the settlement of disputes by alternative dispute resolution processes or mediation or arbitration and to act as or nominate mediators and/or arbitrators (excluding trade dispute) and umpires on such terms and in such cases as may seem expedient, or failing these processes by other lawful means;
- 6.20 establishing, undertaking, superintending, administering and contributing to any charitable or benevolent fund from whence may be made donation or advances to deserving persons who may be or have been engaged in the construction industry or connected with any person engaged therein and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings in furtherance of the Objects;
- 6.21 undertaking and executing any trust which may seem to the Institution conducive to any of its Objects;
- 6.22 investing the monies of the Institute not immediately required or otherwise in such a manner as may from time to time be determined in furtherance of the Objects;
- 6.23 to do all such other lawful things as are incidental or conducive to the attainment of the above Objects.

Provided that:-

- (i) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Objects of the Institute shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers.

## **POWERS OF THE INSTITUTE**

7. The Institute has power to do anything which is calculated to further its Objects but not otherwise, or is conducive or incidental to doing so. In particular, the Institute has powers:
- 7.1 for the Objects of the Institute, to acquire, accept lease of, purchase, take, or otherwise hold and enjoy any lands, buildings, messuages or tenement of whatsoever nature or kind and whatsoever situated;
  - 7.2 for the Objects of the Institute, to acquire, by purchase or otherwise, goods and chattels of whatsoever nature or kind;
  - 7.3 to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property, assets, rights and privileges of the Institute;
  - 7.4 to apply for, invite and collect from members of the Institute or from any other persons, corporations or authorities, subscriptions, donations, gifts, bequests and any other assistance;
  - 7.5 to dispose of or turn to account any goods and chattels of whatsoever nature or kind with a view to promoting of its Objects;
  - 7.6 for the Objects of the Institute, to draw, make, accept, endorse, discount, negotiate, execute, and issue bills of exchange, promissory notes, and other negotiable or transferable instruments;
  - 7.7 to borrow or raise money for the Objects of the Institute and on such security as may be thought fit;
  - 7.8 to invest the monies of the Institute not immediately required for its Objects in or upon such investments, securities or property as may be thought fit in a proper and prudent manner;
  - 7.9 to co-operate and exchange information with similar bodies or associations in places locally or outside Hong Kong and arrange with such bodies or associations for the reciprocal recognition and to procure agreements for such purposes and to observe and execute the provisions thereof;
  - 7.10 support or oppose any proceedings or applications which may seem calculated directly or indirectly to benefit or prejudice the Institute's interest;
  - 7.11 Subject to Article 8 hereof, to appoint any trustees or agents and to hire any employees to hold, administer and manage all or any part of the property and assets of the Institute on such term as to remuneration or otherwise as is thought fit.

#### **APPLICATION OF INCOME AND PROPERTY**

8. 8.1 The income and property of the Institute shall be applied solely towards the promotion of the Objects as set out in these articles.



- 8.2 Subject to sub-article 8.3, none of the income or property of the Institute shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any member of the Institute.
- 8.3 The requirement under sub-article 8.2 above does not prevent the payment by the Institute:
- (i) of reasonable and proper remuneration to a member of the Institute not being a member of General Council or member of governing body for any goods or services supplied by him or her to the Institute;
  - (ii) of reimbursement to a member of the Institute for out-of-pocket expenses properly incurred by him or her for the Institute;
  - (iii) of interest on money lent by a member of the Institute to the Institute at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar Loans;
  - (iv) of rent to a member of the Institute for premises let by him or her to the Institute: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
  - (v) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Institute is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than one-hundredth part of its votes.

## **GENERAL COUNCIL**

### **9. Composition**

The General Council consist of not less than twelve and not more than twenty elected Corporate Members which include 8 Office Bearers and 12 ordinary members, within which up to one ex-officio member being the immediate past President of the Institute. All elected members of the General Council must be Corporate Members for at least 1 year of the Institute. A member of the General Council shall be a director of the Institute for the purposes of the Ordinance.

The President shall be annually elected by the Corporate Members present in person at the Annual General Meeting and shall hold office for a term of 1 year. No person shall serve as President for more than two consecutive terms.

### **10. Office Bearers and ordinary members**

Office Bearers include a President, 3 Vice-Presidents, 2 Honorary Secretaries, 1 Honorary Treasurer and an Immediate Past President. Without prejudice to Article 54, the position of Office Bearers and ordinary members shall be elected by a simple majority of votes on the day of the Annual General Meeting by the Corporate Members present in person. The position of the Office Bearers shall each respectively hold office until his successor is elected.

11. **Casual Vacancy**

The office of the General Council shall be vacated in any of the following events, each of which shall, without prejudice to the creation of a casual vacancy in any other manner, for the purposes of these Articles be regarded as creating a casual vacancy, namely: -

- (i) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (ii) become bankrupt or makes any arrangement or composition with the person's creditors generally;
- (iii) becomes a mentally incapacitated person;
- (iv) resigns the office of the General Council by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (v) for more than 6 months has been absent without the General Council permission from the General Council's meeting held during that period; or
- (vi) is removed from the office of the General Council by an ordinary resolution of the Institute.

12. **Retirement**

The term of office of a Council member shall be 1 year, and he shall retire from office at the Annual General Meeting of the Institute next after that at which he is elected, but shall be eligible for re-election.

13. **Powers and Duties**

13.1 The business and affairs of the Institute shall be managed by the General Council, who may, subject to the Ordinance and these articles, exercise all such powers of the Institute as are not by the Ordinance or by these articles required to be exercised by the Institute in general meeting. The general powers given by this article shall not be limited or restricted by any special authority or power given to the General Council by any other Article. To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Institute.

13.2 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Institute, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by at least two Office Bearers.

13.3 The General Council may exercise all such powers and do all such acts and things as the Institute is authorized to exercise or do and are not hereby or by any such Ordinance directed or required to be exercised or done by the Institute in general meeting, but subject nevertheless to the regulation or regulations of any such Ordinance, and of these Articles of Association from time to time approved or adopted by the Institute in general meeting, provided that no such regulation or regulations shall invalidate any prior act of the General Council which would have been valid if such regulation or regulations had not been

made.

- 13.4 The General Council may from time to time and at any time to provide for the management of the affairs of the Institute in such manner as they think fit, and in particular to appoint any person to be the attorneys or agents of the Institute with such powers (including power to sub-delegate) and upon such terms as they think fit.
- 13.5 The General Council may from time to time to make, vary or repeal rules, codes of practice or conduct, procedures and the Bye-laws for the regulation of the business of the Institute, its officers and servants.
- 13.6 The General Council may delegate in writing any of their powers to committees or sub-committees to be appointed by them, consisting of such of the General Council as the General Council may think fit, and may from time to time revoke such delegation or revoke the appointment of and discharge any such committee or sub-committee either wholly or in part and either as to persons or purposes. Any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the General Council.
- 13.7 If a member of the General Council is in any way (directly or indirectly) interested in a transaction, arrangement or contract or proposed transaction, arrangement or contract with the Institute that is significant in relation to the Institute's operations and his interest is material, he must declare the nature and extent of his interest to the other members of the General Council in accordance with section 536 of the Ordinance.

#### **14. Nomination and Election of the General Council**

Without prejudice to Subdivision 2 to Division 1 of Part 10 of the Ordinance:

- 14.1 The General Council retiring at an Annual General Meeting shall be eligible for re-election with nomination. Nomination to the General Council shall otherwise be in writing and signed by a proposer and a seconder both of whom shall be Corporate Members of the Institute and endorsed by the candidate by way of confirmation of his consent to act if elected. Nomination shall be delivered to the Office not less than 14 days before the date of the Annual General Meeting. A Nomination list specified the name of proposer, seconder and candidate shall be sent to all members 7 days before the date of the Annual General Meeting.
- 14.2 If the candidates running for election are not more in number than the vacancies, the persons so running for election shall, as from the next Annual General Meeting, be deemed to be duly elected members of the General Council.
- 14.3 If the candidates running for election are more in number than the vacancies, and no candidate in excess of the number to be elected withdraw before the nomination closing date, the candidates still remain in excess of the number to be elected, the election shall without prejudice to Article 54 be conducted by a simple majority of the votes casted by the Corporate Members of the Institute present in person and voting shall constitute an election.

- 14.4 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
- 14.5 The outgoing General Council shall have the right to propose nominations in respect of any, or, all of the seats to be filled for the incoming General Council.
15. **Chairman of Meetings**  
The President, failing whom a Vice-President, shall take the chair of all General Council meetings. If neither be present and willing to act within 30 minutes after the time appointed for holding the meeting, the General Council present shall choose one of their member to chair the meeting.
16. **Proceedings of the General Council**
- 16.1 The quorum necessary for the transaction of the business of the General Council shall be 7 members present in person including either the President or any of the Vice-President. A meeting of the General Council at which a quorum is present when the meeting proceeds to business and continues to be present until the conclusion of the meeting shall be competent to exercise all powers and discretions for the time being exercisable by the General Council.
- 16.2 Any member of the General Council may participate where practicable in a meeting of the General Council by means of a telephone or any communications equipment which allows all persons participating in the meeting to speak and hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly.
- 16.3 The General Council may meet for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.
- 16.4 The member of General Council must neither vote in respect of the transaction, arrangement or contract in which he is so interested nor be counted for quorum purposes in respect of the transaction, arrangement or contract, and if he does so vote his vote shall not be counted. A reference in this article to transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
- 16.6 The continuing members of the General Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of the General Council, the continuing members of the General Council may act only for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Institute, but for no other purpose.

16.7 All acts done by any meeting of the General Council shall, notwithstanding that it be afterwards discovered that there being some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them being disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member.

### SECRETARY

17. Subject to Article 8 hereof, the General Council may from time to time appoint a Secretary and fix his remuneration and may pay expenses reasonably incurred by the Secretary. The General Council may delegate to the Secretary such of its powers for such times, and to be exercised for such objectives and purposes, and upon such terms and conditions as the General Council shall determine; and the General Council may from time to time revoke, withdraw, alter, or vary all or any of such powers.

### MEMBERSHIP

18. 18.1 Membership of the Institute shall consist of those persons (being professionals holding a qualification of the Chartered Institute of Building and/or of the Society of Builders as registered as at 31 December 1996 who submitted a conforming application form for membership of the Institute on or before 5 May 1997), who joined together to sponsor the formation of the Institute at its first meeting for the adoption of the Memorandum of Association and Articles of Association.

18.2 The number of Members of the Institute shall not exceed 30,000.

18.3 In addition to those original members of the Institute as referred to this Article, the General Council may admit to membership or transfer to a higher class of membership such persons as may be qualified (as hereinafter defined) and make application in the form and manner prescribed by the General Council.

### 19. Classes of Membership

The membership classes of the Institute shall be Corporate Members and Non-Corporate Members, namely as follow: -

- |                               |  |
|-------------------------------|--|
| (i) Fellows,                  | } Who are collectively referred to herein as Corporate Members with voting rights        |
| (ii) Members,                 |  |
| (iii) Honorary Fellows,       | } Who are collectively referred to herein as Non-Corporate Members with no voting rights |
| (iv) Associates,              |  |
| (v) Construction Supervisors, |  |
| (vi) Graduates, and           |  |
| (vii) Students.               |  |

### 20. Corporate Members: Fellows as ‘FHKICM’

Members of Fellows shall be elected by the General Council with the fulfilment of the following conditions:-

- (i) He has attained the age of 35 years old at the date of application;
- (ii) He shall have been engaged, as his chief occupation, in the office of one or more organizations for at least 10 years, and shall have been engaged for at least 3 years in the past 10 years in one of the following subsections:
  - (a) a corporate member grade or in some other position which, though differently designated, he shall satisfy the General Council that he is equivalent to that position; or
  - (b) a senior academic in a relevant discipline in a university or higher or further recognized education body; or
  - (c) a member in public practice. Provided that the said position or positions must be in one or more organizations which, in the opinion of the General Council, are justify the election of the candidate to a Fellow;
- (iii) He shall be nominated by 5 Corporate Members, at least 3 of whom shall be Fellows of the Institute. He shall satisfy the General Council that they have made some noteworthy contribution(s) to the construction management in the building industry; and
- (iv) He shall satisfy the General Council that he is eminent and actively contributed in the field of construction management in the building industry and a proper person to become a Fellow, both in respect of his own character and in respect of the position which he holds, and he shall furnish the General Council with such particulars as it may require with regard to the nature of his duties and of the organizations which he serves and has served.

21. **Corporate Members: Members as “MHKICM”**

Members of this class shall be elected by the General Council with the fulfilment of the following conditions:-

- (i) He has attained the age of 25 years old at the date of application;
- (ii) He shall have been engaged, as his chief occupation, in the office of one or more organizations for at least 4 years relevant working experience in the construction field, and he shall furnish the General Council with such particulars as it may require with regard to the nature of his duties in the organizations which he serves or has served;
- (iii) He shall be nominated by 4 Corporate Members, at least 1 of whom shall be a Fellow of the Institute. He shall satisfy the General Council that he is a fit and proper person to become a Member; and
- (iv) He shall have passed the Institute’s qualifying examinations or other local professional qualifying examinations except in so far as he may have been exempted on educational grounds from part thereof under the rules made and approved by the General Council.

22. **Non-Corporate Members: Honorary Fellows as “Hon FHKICM”**

The General Council may recommend a person who has rendered outstanding services, especially promoting the Objects of the Institute to be Honorary Fellow of the Institute subject to that person’s consent. He shall satisfy the General Council that he is recommended to that position. The General Council recommendation to elect

Honorary Fellow shall be approved by a majority of votes at general meetings.

23. **Non-Corporate Members: Associates as “AHKICM”**

Candidate for election to this class shall be nominated by 4 Corporate Members, at least 1 of whom shall be a Fellow of the Institute. He has attained the age of 23 years old at the date of application. He shall have received an accredited Higher Diploma or Higher Certificate or equivalent qualification recognized by the General Council or under the rules made and approved by the General Council, and obtained a minimum of 5 years training and/or working experience in the construction field.

24. **Non-Corporate Members: Construction Supervisors as Construction Supervisor HKICM**

Candidate for election to this class shall be nominated by 2 Corporate Members of the Institute. He has attained the age of 18 years old at the date of application. He shall have received an accredited Diploma or Certificate or equivalent qualification recognized by the General Council, or under the rules made and approved by the General Council and obtained a minimum of 1 year relevant working experience in the construction field.

25. **Non-Corporate Members: Graduates**

Candidate for election to this class shall have received an accredited Honours Degree or equivalent qualification recognized by the General Council. He has attained the age of 18 years old at the date of application.

26. **Non-Corporate Members: Students**

Candidate for election to this class shall have studying a recognized Honours Degree in construction field or equivalent qualification recognized by the General Council. He has attained the age of 16 years old at the date of application.

27. **Application and Admission**

Every application for membership shall be made on the form prescribed by the General Council, duly completed as regards all particulars therein required and shall be sent (either on paper or in electronic form) and accompanied by a remittance in payment of the prescribed fees payable. The General Council shall have power respecting each person proposed for election as a member to decide conclusively whether he has or has not fulfilled the conditions applicable to his case.

28. **Designation**

28.1 A member of the Institute shall be entitled to use the appropriate abbreviated designation to indicate the class of membership to which they belong as follows:

(i)	Honorary Fellow	榮譽資深會員	FHKICM (HON)
(ii)	Fellow	資深會員	FHKICM
(iii)	Member	會員	MHKICM
(iv)	Associate	仲會員	AHKICM

Corporate Members may use the prefix “Cr” in front of his name, which is an abbreviation for “Construction Manager” before their English names and the title “營造師” after their Chinese names.

28.2 Corporate Members and Construction Supervisors as defined under these articles of the Institute shall be qualified to be registered as a Registered

Construction Manager or a Registered Construction Supervisor in accordance with all conditions of the Construction Managers Registration Regulations and Construction Supervisors Registration Regulations prescribed in the Bye-laws and proves to the satisfaction of the General Council. They shall be entitled to use abbreviated distinctive title to indicate their privileges and rights as follows:-

- |      |                                    |        |               |
|------|------------------------------------|--------|---------------|
| (i)  | Registered Construction Manager    | 註冊營造師  | R.C.M. or RCM |
| (ii) | Registered Construction Supervisor | 註冊營造監工 | R.C.S. or RCS |

29. **Membership Certificates**

Every Corporate Member when elected shall be entitled to receive a certificate of membership and shall, so long as he remains a Corporate Member, be entitled to hold the said certificate. Every certificate of membership shall be in such form as the General Council may from time to time determine, and shall be the property of the Institute at all times, and in the event of cessation of membership shall be returned to the Institute as soon as possible, unless the General Council shall assent to its remaining in the possession of the former Corporate Member.

30. **Articles of Association**

On being admitted to the membership of the Institute, the Institute shall forward a copy of its Articles of Association to each member by post or by electronic means as the Institute thinks fit, as soon as possible. Every member shall be bound absolutely by the Articles of Association of the Institute and any disciplinary regulations and Bye-laws made thereunder.

31. **Rights not Transferable**

The rights and privileges of membership shall be personal, they shall not be transferable by his own act or by operation of law, and shall cease upon his death, or upon his ceasing from any cause to be a member.

32. **Fees and Subscriptions**

Every member other than Honorary Fellow shall pay, as and when due, all contributions, subscriptions or fees for which he may be liable in accordance with these article or any rules made in pursuance thereof. All fees payable upon election to membership or upon transfer from one class of membership to another and the annual subscriptions payable in respect of each class of membership shall be determined from time to time by the General Council.

33. **Determination of Membership**

If a person for any reason ceases to remain a member of the Institute then his membership of the Institute, whether as Corporate Member or Non-Corporate Member shall ipso facto cease. Any member who is under no liability to the Institute shall be entitled to resign his membership on giving notice in writing of his intention so to do, accompanied by his certificate of membership, unless the General Council shall assent to its remaining in his possession, provided that the General Council may in its absolute discretion refuse to accept the resignation of a member who is the subject of acted in breach of the Articles of Association of the Institute or any rules, regulations, codes of practice or conduct, directions or instructions made or established by or under the authority of the General Council. Notice of resignation shall not entitle the member to any refund of subscription or relieve the member of liability for any subscription due for payment. Where disciplinary action is being considered against a member, his membership shall not lapse under this Article until the procedure is



completed.

If a member has allowed his membership to lapse or if a member resigns, he must not use the designatory letters “Cr” or “R.C.M.” or “RCM” or “R.C.S.” or “RCS” denoting membership of the Institute.

34. **Failure to Pay Subscription**

Subject to any general, special or individual exceptions which may be allowed by resolution of the General Council, any member who has failed to pay his subscription within six months after the date fixed for payment and continuing in default for more than three months thereof by the General Council, under Article 32, shall, ipso facto, be excluded from membership and his name shall be removed from the Register of members. He shall, nevertheless, remain liable to the Institute for the amount due, he shall be entitled to apply for re-admission under Article 35.

35. **Re-Admission**

Candidates for re-admission to membership shall be determined by the General Council from time to time in accordance with the Bye-laws of the Institute.

36. **Standard of Conduct**

Every member on election to membership and so long as he remains a member shall be deemed to have undertaken strictly to observe a high and honourable standard of professional conduct and practice required by the Institute and comply with any rules of conduct, professional ethics, practice directions, rules and regulations governing professional conduct and practice in the construction field.

37. **Disciplinary Bodies**

There shall be:

37.1 a Committee of Investigation set up by the General Council for the purpose of investigating reports of matters specified in the Bye-laws,

37.2 a Disciplinary Board set up by the General Council for the purpose of carrying out the functions prescribed in the Bye-laws, and

37.3 an Appeal Committee set up by the General Council for the purpose of deciding appeals against decision of the Disciplinary Board prescribed in the Bye-laws.

The members of which shall be appointed and may be removed by the General Council from time to time. There shall be no overlap in the membership of any of the Committees or Disciplinary Board concerned with the consideration of any particular case.

## **GENERAL MEETINGS**

38. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Institute should, in respect of each financial year of the Institute, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The General Council may, if it thinks fit, call a general meeting. The General Council is also required to call a general meeting in accordance with section 567 of the Ordinance on requisition by Corporate Members representing at least five per cent of the total voting rights of all Corporate Members entitled to vote. If the General Council does not call a general meeting in accordance with section 567 of the Ordinance, the Corporate Members who requested the meeting, or any of them

representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

### **NOTICE OF GENERAL MEETINGS**

39. Every member shall be given notice of general meetings.
40. An Annual General Meeting shall be called 21 days' notice in writing at the least, and a general meeting other than an Annual General Meeting of the Institute shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and the general nature of the business to be dealt with at the meeting. A notice calling an Annual General Meeting must state that the meeting is an Annual General Meeting. If a special resolution is intended to be moved at the meeting, the notice must specify the intention to propose the resolution as a special resolution and include the text of the special resolution. The notice of every general meeting shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in general meeting, to such persons as are, under the Articles of the Institute, entitled to receive such notices from the Institute.

Provided that a meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-

- (i) in the case of a meeting called as the Annual General Meeting, by all the Corporate Members entitled to attend and vote at the meeting; and
  - (ii) in the case of any other meetings, by a majority in number of the Corporate Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Corporate Members entitled to attend and vote at that meeting.
41. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

42. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, 15 Corporate Members or by proxy present in person shall be a quorum.
43. If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Corporate Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the General Council may determine, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting the Corporate Members present shall be a quorum.
44. The President of the General Council, failing whom a Vice-President, shall preside as

chairman at every general meeting of the Institute. If there be no such President or Vice-President, or if at any meeting neither be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Council members present shall choose one of their number (or, if no General Council be present or if all the Council members present decline to take the chair, the Corporate Members present shall choose one of their number) to be chairman of the meeting.

45. The chairman may, with the consent of any meeting at which a quorum is present (and 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as previously stated it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
46. 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 (before or on the declaration of the result of the show of hands) demanded:-
  - (i) by the chairman; or
  - (ii) by at least two Corporate Members or by proxy; or
  - (iii) by a Corporate Member or Corporate Members or by proxy and representing at least 5% of the total voting rights of all the Corporate Members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings 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 such resolution. The demand for a poll may be withdrawn.

47. Except as provided in Article 50 hereof, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
48. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
49. 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 at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

#### **VOTES OF CORPORATE MEMBERS**

50. Every Corporate Member shall have one vote.
51. A Corporate Member of unsound mind, or in respect of whom an order has been made

by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court.

52. On a poll votes may be given either personally or by proxy.
53. An instrument appointing a proxy shall be in a form approved by the General Council, and shall be signed by the appointor or his attorney.
54. A Corporate Member may by notice in writing appoint a proxy to attend, speak and vote at a general meeting. A proxy shall be a Corporate Member of the Institute. The instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, and the same right to speak at the meeting as the appointor has.
55. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no notice in writing of such death, insanity or revocation as aforesaid shall have been received by the Institute at the office at least 48 hours before the commencement of the meeting or adjourned meeting and at least 24 hours before the time appointed for taking the poll at which the proxy is used.

#### **THE SEAL**

56. The General Council shall adopt and use a Seal and shall provide for the safe custody of the Seal, which shall only be used by the authority of the General Council or of a Committee authorised by the General Council in that behalf, and every instrument to which the Seal shall be affixed shall be signed by the President and the Honorary Secretary or by some other person or persons appointed by the General Council for the purpose.

#### **CHEQUES**

57. All cheques, bills of exchange, promissory notes and other negotiable instruments issued or required to be signed, endorsed or accepted or otherwise negotiated by the Institute shall be signed by at least two Office Bearers or such person or persons as the General Council shall from time to time appoint.

#### **RECORDS OF INSTITUTE**

58. The General Council must cause the information of the Institute to be adequately recorded for future reference as required by the Ordinance.

#### **ACCOUNTS**

59. (i) The General Council must prepare annual financial statements for each accounting reference period as required by the Ordinance. The financial statement must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices.
- (ii) The General Council must keep accounting records as required by the

Ordinance.

### **AUDIT**

60. Subject to Article 8 hereof, Auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.

### **NOTICES**

61. Any notice may be given by the Institute to all members either personally by sending it through the post in a prepaid envelope or wrapper addressed at his address supplied to the Institute or by sending or transmitting it as an electronic communication at such electronic address as he may provide under Article 63(i), subject to the Institute complying with the Institute's Articles and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person.

Any notice may be given by publishing it on the Institute's computer network or its social media to which all members may have access, subject to the Institute complying with the Articles and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from all members for giving notification to members stating the notice, document or publication is available on the Institute's computer network.

62. Notice of every general meeting shall be given in any manner hereinbefore authorized to -
- (i) every member except those members who (having no registered address within Hong Kong) have not supplied to the Institute an address within Hong Kong and/or the electronic address for the for the giving of notices to them; and
  - (ii) the auditor for the time being of the Institute.

No other person shall be entitled to receive notices of general meetings.

### **INDEMNITY**

63. Subject to sections 468 and 469 of the Ordinance, every Council member, auditor and officer of the Institute for the time being shall be indemnified out of the funds and assets of the Institute against any liabilities and obligations incurred by them, or any of them, to a person other than the Institute or an associated company of the Institute in good faith in the proper and reasonable or purported performance of their duties in relation to the Institute other than liability which attaches to them by law in respect of any negligence, default, breach of duty or trust. Further, they shall be indemnified out of the funds and assets of the Institute against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under section 358 of the predecessor Companies Ordinance or section 902 to 904 of the Ordinance in which relief is granted to them by the Court provided that none of the funds or assets of the Institute shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

## **NET ASSETS ON WINDING UP AND DISSOLUTION**

64. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (“the net assets”), the assets shall not be paid to or distributed among the members of the Institute; but shall be given or transferred to some other institution or institutions, having objects similar to the Objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of the Article 8 above and this article, such institution or institutions to be determined by a resolution of the Corporate Members of the Institute at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Administrative Region having jurisdiction in the matter.

## **AMENDMENTS TO ARTICLES OF ASSOCIATION**

65. No addition, alteration or amendment shall be made to or in the Articles of Association of the Institute, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

## **RESTRICTION ON FORMATION OF SUBSIDIARY**

66. The Institute shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.

Name, Address and Description of Subscribers

Mr. Wong Ching Lok, Christopher 汪整樂  
Flat F, 3<sup>rd</sup> Floor,  
Nam Tein Mansion,  
Tai Koo Shing,  
Hong Kong  
Builder  
(Sd.) Wong Ching Lok, Christopher

The Society of Builders, Hong Kong 香港建築業協會  
Rooms 801-802,  
On Lok Yuen Building,  
25 Des Voeux Road Central,  
Hong Kong  
Corporation  
(Sd.) The Society of Builders, Hong Kong

Dicky Sung  
For and on behalf of  
The Society of Builders, Hong Kong

Dated the 30th day of October, 1997.

WITNESS to the above signatures:

(Sd.) Hui Wan Fong, Catherine  
Hui Wan Fong, Catherine  
Secretary  
Room 1520, Yue Shun House,  
Yue Wan Chuen, Chai Wan,  
Hong Kong