



THE ORDINANCE AND CONSTITUTION

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THE HONG KONG INSTITUTION OF ENGINEERS

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Preface

On 5 December 1975 The Hong Kong Institution of Engineers was incorporated by an Ordinance passed by the Legislative Council and forms Chapter 1105 of the Laws of Hong Kong.

The Hong Kong Institution of Engineers developed from the Engineering Society of Hong Kong which was formed in November 1947 as a learned society of engineers of all disciplines. In 1972 the Society amalgamated with the independent Hong Kong Joint Group of the Institutions of Civil, Mechanical and Electrical Engineers of London.

Under the Constitution published when the Institution was formed the new Institution became a qualifying body in addition to the earlier role of the Society as a learned society. In March 1982 the Hong Kong Government notified the Institution that it would recognise Corporate membership of the Hong Kong Institution of Engineers, gained subsequent to 5 December 1975, for the purposes of professional engineering employment with the Government.

The Institution has autonomous status and is completely independent in its control and finance. From October 1989 the Institution was an Institution-Affiliated Body of The Engineering Council of the United Kingdom in recognition of the fact that its qualifying standards matched those required by The Engineering Council. From 1992 a series of Reciprocal Recognition Agreements for the mutual recognition of qualifications with British and other qualifying bodies have been established and in 1994 the affiliation agreement with The Engineering Council lapsed at the request of the Institution.

The original Constitution has been amended at Special General Meetings of the Institution, held in May 1978, June 1982, January 1983, June 1983, June 1984, June 1985, June 1986, June 1987, June 1988, June 1990, June 1991, October 1992, July 1993, June 1995, June 1996, June 1997, June 1998, February 2000, June 2000, June 2003, June 2005, June 2007, June 2009, June 2010, June 2015 and August 2022. The Constitution printed herewith is that as amended at the Special General Meeting held on 24 August 2022.

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ORDINANCE

To provide for the establishment of The Hong Kong Institution of Engineers and for matters connected therewith.

[5 December 1975]

1. Short title

This Ordinance may be cited as The Hong Kong Institution of Engineers Ordinance.

2. Interpretation

In this Ordinance, unless the context otherwise requires:-

“Constitution” (章程) means the constitution of the Institution referred to in section 10 for the time being in force;

“Council” (理事會) means the Council of the Institution established under section 7;

“Institution” (學會) means The Hong Kong Institution of Engineers incorporated by section 3;

“member” (會員) means a person whose name is included in the Register of members for the time being of the Institution;

“President” (會長) means the person referred to as President of the Institution in section 7 and any person acting as President in accordance with the provisions of the Constitution;

“Register” (名冊) means the Register of members of the Institution kept in accordance with the Constitution;

“Secretary” (秘書) means the secretary of the Institution appointed under the provisions of the Constitution;

“Society” (協會) means the Engineering Society of Hong Kong registered as such under the Societies Ordinance (Cap. 151);

“year” (年度) shall mean the financial year of the Institution commencing on 1st day of April each year and ending on 31st day of March in the year following except that the period from the establishment of the Institution to the 31 March next thereafter shall be deemed to be a financial year.

3. Establishment of The Hong Kong Institution of Engineers

- (1) There is hereby established a corporation to be known as “The Hong Kong Institution of Engineers” which shall in that name be a body corporate with perpetual succession and shall be capable of suing and being sued and, subject to this Ordinance, of doing and suffering all such other acts and things as bodies corporate may lawfully do and suffer.
- (2) The Institution shall have a common seal which shall not be affixed except pursuant to a resolution of the Council, and unless provided otherwise in the Constitution, in the presence of a member of the Council and of the Secretary, or such other person appointed in his place by the Council, each of whom shall sign his name.
- (3) Any document purporting to be duly executed under the common seal of the Institution authenticated in accordance with subsection (2) hereof shall be received in evidence and shall, unless the contrary is proved, be deemed to be a document so executed.

4. Objects of the Institution

The objects of the Institution are, subject to this Ordinance:-

- (a) to promote the general advancement of the science and practice of engineering in all its disciplines and branches;
- (b) to maintain the integrity and status of the engineering profession and to represent it both to the public and to the Government;
- (c) to establish and operate technical groups, specialist sections, divisions or colleges within the Institution;
- (d) to encourage and foster a spirit of friendly collaboration amongst its members and with members of similar institutions or other professional bodies;
- (e) to hold meetings of the Institution for receiving communications for discussion on subjects bearing upon engineering or upon subjects relating thereto;
- (f) to facilitate the exchange of information and ideas in relation to various disciplines and branches of engineering and to publish and communicate to members information on all matters in connection with the profession of engineering;
- (g) to promote the acquisition of that species of knowledge which constitutes the profession of engineer including modern management methods;
- (h) to establish scholarships and grant prizes;
- (i) to discourage dishonourable conduct and practices arising in the engineering profession;
- (j) to do all such other things as are incidental or conducive to the attainment of the above objects as the Council may consider appropriate.

5. Powers of the Institution

Subject to this Ordinance the Council may, on behalf of the Institution, do all such things as are necessary for, or incidental or conducive to the better carrying out of the objects of the Institution, and, in particular, but without prejudice to the generality of the foregoing, may:-

- (a) acquire, take on, lease, purchase, hold and enjoy any property and sell, let or otherwise dispose of the same;
- (b) enter into any contract;
- (c) provide appropriate amenities for members;
- (d) employ staff;
- (e) provide residential accommodation for staff and visiting guests;
- (f) provide or contribute to pensions for staff;
- (g) act as trustee in relation to pension schemes and funds for scholarships and prizes;
- (h) borrow money in such manner and on such securities or terms as the Council deems appropriate or expedient;
- (i) apply for any grant in aid for the functions of the Institution on such conditions as the Council deems appropriate or expedient;
- (j) invest the funds of the Institution in such manner and to such extent as the Council thinks appropriate or expedient.

6. Vesting of property

On the commencement of this Ordinance, the Institution shall succeed to all property, rights, privileges, obligations and liabilities of the Society.

7. Establishment of the Council

- (1) There is hereby established a Council to be known as the Council of The Hong Kong Institution of Engineers.
- (2) At the commencement of this Ordinance, the Council shall consist of the persons holding the offices of President, Vice-President, Honorary Secretary, Honorary Treasurer and Honorary Assistant Secretary of the Society immediately before the commencement of this Ordinance, and the persons who were members of the Committee of the Society immediately before the commencement of this Ordinance.
- (3) The persons specified in subsection (2) shall hold office until the election of officers and members of the Council at the first annual general meeting of the Institution or otherwise in accordance with the provisions of the Constitution.

8. Powers of the Council

The management of the Institution shall be vested in the Council and all the powers of the Institution shall be vested in and exercisable by the Council except so far as this Ordinance or the Constitution otherwise requires.

9. Membership

The members of the Institution shall be those persons whose names are included in the Register, being:-

- (a) members of the Society at the commencement of this Ordinance; or
- (b) other persons elected to membership in accordance with the Constitution.

10. Constitution

- (1) The Council shall, as soon as practicable after the commencement of this Ordinance, adopt a constitution for the Institution.
- (2) Within 14 days after the commencement of this Ordinance, the President shall deliver to the Registrar of Companies for registration a copy of the Constitution adopted under subsection (1), certified by the President as being a true copy.
- (3) The Constitution may be amended by the Institution at any time in accordance with its provisions.
- (4) It shall not be necessary to publish the Constitution or any amendment thereof in the Gazette.

11. Particulars to be delivered to the Registrar of Companies

- (1) Within 14 days after the commencement of this Ordinance the President shall deliver to the Registrar of Companies for registration:-
 - (a) notice of the address of the Institution;
 - (b) a list containing the names and addresses of the members of the Council;
 - (c) the name and address of the Secretary.
- (2) Within 14 days after the Constitution has been amended at any time under section 10, the President shall deliver to the Registrar of Companies for registration a copy of the Constitution as amended, certified by the President as being a true copy.
- (3) Within 14 days following any change in any of the particulars required by subsection (1)(a), (b) or (c) to be delivered to the Registrar of Companies, the President shall deliver notice of change to the Registrar of Companies for registration.
- (4) Not later than 6 months after the end of each year a statement of income and expenditure during that year and of the assets and liabilities of the Institution on the last day of that year prepared in accordance with the Constitution, and the report of the auditors thereon made under the Constitution shall be delivered by the President to the Registrar of Companies for registration.
- (5) Any person may inspect any of the documents registered under this section upon payment of such fees as may be payable under the regulations made under section 26 of the Companies Ordinance (Cap 622) for the inspection of a document.
(Amended 28 of 2012 ss. 912 & 920)

- (6) The Institution shall pay such fees for registering any document under this section as may be payable under the regulations made under section 26 of the Companies Ordinance (Cap 622) as if the Institution were a company not having a share capital. *(Amended 28 of 2012 ss. 912 & 920)*

12. Saving

Nothing in this Ordinance shall affect or be deemed to affect the rights of the Central Authorities or the Government of the Hong Kong Special Administrative Region under the Basic Law and other laws, or the rights of any body politic or corporate or of any other persons except as are mentioned in this Ordinance and those claiming by, from or under them.

(Amended 57 of 1999 s. 3)

CONSTITUTION

(August 2022 revision)

Pursuant to section 10 of The Hong Kong Institution of Engineers Ordinance, Chapter 1105 of the Laws of Hong Kong.

Definitions

In this Constitution, except where the context otherwise requires, the following words and expressions shall have the meanings respectively attributed to them below:-

“Appeal Committee” means the appeal tribunal as may from time to time be established by the Council pursuant to Article 13(4A)(a).

“Committee” means any of the Executive, Administration Board, Q & M Board, Learned Society Board or any other committee as may from time to time be established or appointed by the Council pursuant to Article 18(6)(a), but for this purpose, excluding the Appeal Committee.

“Council Member” means any member of the Council and the reference to “Member” in this Constitution when describing any particular Council Member as provided in Article 15(1) shall be construed accordingly.

“Discipline” means a field of engineering in which a member can practically be competent to practise, as determined by the Council.

“Electronic Facility” means any electronic facility, platform, device, system, procedure or method (including, without limitation, websites, application technology and/or collaboration and any form of conference systems (telephone, video, web or otherwise)) providing an electronic means of attendance at and/or participation in and/or voting at a meeting as determined by the Council.

“Electronic Voting Facility” means any Electronic Facility designated or set up by the Council to vote (including by way of show of hands and/or ballot) during a virtual meeting or any election for the Vice President(s) and Elected Ordinary Members on the day of an Annual General Meeting when a decision or order has been made for convening it by way of a virtual meeting or an election by any Electronic Facility, all having regard to the relevant voting arrangements and requirements provided in this Constitution,

provided always that only votes cast via an Electronic Voting Facility by persons present within the geographical boundaries of the Hong Kong Special Administrative Region shall be considered as validly cast.

“Executive” means the executive committee of the Council established under Article 18(5).

“Ordinance” means The Hong Kong Institution of Engineers Ordinance 1975 of Hong Kong (Chapter 1105) as the same may from time to time be amended, modified or re-enacted.

“Q & M Board” means the Qualification and Membership Board being a committee appointed by the Council pursuant to Article 9(2) for the purpose of considering and making recommendations to the Council in regard to each application for election to any class of membership.

“place” means (i) in relation to any meeting held by way of a physical meeting, the place of the physical meeting or (ii) in relation to any meeting held by way of a virtual meeting, the applicable Electronic Facility(ies).

“Register” means the register established under section 7 of the Engineers Registration Ordinance 1990 (as the same may from time to time be amended, modified or re-enacted) and registerable shall be construed accordingly.

“Roll” means the register as defined under section 2 of the Ordinance and the list of members of the Institution established under Article 10.

“virtual meeting” means a meeting which is held and conducted by virtual attendance and participation by means of an Electronic Facility through which participants of the meeting can each communicate to the others any information or opinions they have on any particular item of the business of the meeting, provided always that attendance of the virtual meeting shall be within the geographical boundaries of the Hong Kong Special Administrative Region.

In this Constitution, unless the context otherwise requires, references to a person being present at any meeting means that such person is present at a physical meeting or, as the case may be, is present at a virtual meeting via the Electronic Facilities specified by the Council. Accordingly, any references to attending or doing anything at the meeting “in person” and “personally” and references to “attend”, “participate”, “vote”, “elect”, “attending”, “participating”, “voting”, “electing”, “attendance”, “participation”, “election” and any other similar expressions shall be read accordingly.

In this Constitution the word “year” or “session” shall refer to a period from the closure of an Annual General Meeting of the Institution to the closure of the next succeeding Annual General Meeting, unless the context otherwise requires.

Except as otherwise provided herein and unless the context otherwise requires words and expressions used herein shall bear the meanings respectively attributed to them in the Ordinance.

When the masculine gender is used in the text, it is intended that this should embrace both the masculine and feminine genders.

Part I: Membership

1. Classes

- (1) The Institution shall consist of the following classes of membership:-
Honorary Fellow, Fellow, Member, Graduate Member, Associate Member, Companion, Affiliate and Student Member;
- (2) Corporate Members shall be Honorary Fellows (who before being elected as Honorary Fellows were either Fellows or Members, thus being Corporate Members at the time of their election or who become Corporate Members pursuant to Article 6(1) after their election), Fellows and Members;
- (3) Non-Corporate Members shall be Honorary Fellows (who before election to that class were not Corporate Members and who after election to that class remain as Non-Corporate Members), Graduate Members, Associate Members, Companions, Affiliates and Student Members;
- (4) In this Constitution the use of the word "Member" (with a capital M) shall refer to the class of Member, but the use of the words "member", "members" or "membership" (with a small m in each case) shall refer to all members of the Institution except where the context otherwise requires.

2. Authority for membership changes

In addition to those original members of the Institution as referred to in section 9(a) of the Ordinance, the 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 Council.

3. Rights not transferable

The rights and privileges of every member shall be personal to himself, and shall not be transferable or transmissible by his own act or by operation of law.

4. Designatory titles

- (1) Honorary Fellows, Fellows, Members and Associate Members of the Institution may use abbreviated distinctive titles to indicate the class of membership to which they belong as follows:-

Honorary Fellow	–	HonFHKIE
Fellow	–	FHKIE
Member	–	MHKIE
Associate Member	–	AMHKIE

- (2) Such abbreviations may not be used by any member who has resigned or whose name has been removed from the Roll.
- (3) Abbreviated distinctive titles shall not be used by any class of membership other than those described in clause (1) of this Article.
- (4) Corporate Members may adopt the courtesy prefix “Engineer” in front of their names. The recognised abbreviation for “Engineer” shall be “Ir”.

5. Issue of Certificates of Class of Membership under Seal

The Council shall issue to every member (except Affiliates, Student Members and Graduate Members) a certificate showing the class of membership into which he is admitted and thereafter, upon transfer to a higher class of membership, a certificate showing the class of membership to which he is then transferred. To each such certificate of membership issued by the Council, there shall be affixed the Common Seal of the Institution signed by the President and the Secretary. Every such certificate shall remain the property of the Institution and shall, upon a member ceasing to be a member for any reason whatsoever, or at any other time, on demand, be returned to the Institution.

6. Qualifications for membership

- (1) Honorary Fellow

Not more than two Honorary Fellows may be elected each year from those who, by reason of their special services to the Institution or to engineering generally or by virtue of their occupying distinguished positions in science or industry, merit such recognition. Any proposal to elect an Honorary Fellow shall be approved by at least three-fourths of the Council Members present and voting (i.e. three-fourths of the total number of votes for and against the proposal).

Any Honorary Fellow who before election to that class was not a Corporate Member may at any time apply to become a Corporate Member and in that event, the provisions of Article 6(2) or (3) (as the case may be) and other relevant provisions of the Constitution (insofar as they are applicable) will be applicable as if such application by the Honorary Fellow were an application for election to the class of Fellow or Member (as the case may be). Upon the grant of such application, the Honorary Fellow’s status shall change from Non-Corporate Membership to Corporate Membership.

(2) Fellow

Candidates for election to the class of Fellow shall be supported by four Corporate Members at least two of whom shall be Fellows. Candidates shall be not less than 35 years of age and shall satisfy the Council that by their attainments they have acquired an established reputation as engineers, that they have been engaged for a sufficient period in an important position of responsibility to which they have brought superior knowledge and practice of a Discipline and that they are, disregarding temporary unemployment, currently engaged in or associated with a Discipline.

In addition they shall either:-

- (a) have been elected to the class of Member subsequent to 5 December 1975; or
- (b) possess the qualifications for election to the class of Member; or
- (c) have high educational qualifications and have either made some noteworthy contribution to the science of engineering or have materially advanced the practice of engineering from the technical point of view.

(3) Member

Candidates for election to the class of Member shall be supported by four Corporate Members, at least one of whom shall be a Fellow. Exceptionally, the requirement of having a Fellow as one of the supporters may be waived by the Q & M Board, provided Board members are satisfied that the supporters, in the same Discipline as the candidate, have sufficient seniority as professional engineers. Candidates shall satisfy the Council that they have received good general education and adequate practical training in a Discipline and are, disregarding temporary unemployment, currently engaged in or associated with a Discipline. In addition, they shall have either:-

- (a) reached the age of 25 at the date of application and:-
 - (i) for not less than four years, including the requisite practical training period, have been engaged in the practice of a Discipline;
 - (ii) for a sufficient period have held a position of responsibility requiring a knowledge and practice of a Discipline;
 - (iii) have passed the Membership examination or such exempting examination as prescribed by the Council's examination regulations for the time being; or
- (b) reached the age of 35 at the date of application and have:-
 - (i) had experience in posts of increasing responsibility in a relevant Discipline over a period of at least 15 years;
 - (ii) attained a position demonstrating a level of competence that would admit them to the class of Member had they satisfied the normal academic requirements;

- (iii) after acceptance of their submission covering their experience and position, satisfied the academic requirements for Membership by submitting a paper to the satisfaction of the Council on an approved engineering subject, and normally by attending a professional interview which will include an oral examination based upon the paper.

(4) Graduate Member

- (a) Candidates for election to the class of Graduate Member shall be supported by one Corporate Member or (subject to such rules from time to time specifically made or varied by the Council) one Associate Member. They shall satisfy the Council that:-
 - (i) they have received a good general education;
 - (ii) they are following or have completed a form of practical training in engineering which has been approved by the Council;
 - (iii) they have passed such examination or exempting examination as may be prescribed by the Council's examination regulations for the time being.
- (b) Graduate Members, on attaining such age and other qualifications as may be necessary, may apply for transfer to a higher class of membership.

(5) Associate Member

Candidates for election to the class of Associate Member shall be supported by one Corporate Member and one Associate Member. They shall be not less than 23 years of age and shall satisfy the Council that:-

- (a) they have had such periods of practical training and experience (minimum three to five years, depending on educational qualifications) as authorised by the Council. Experience shall involve responsibility in the application and utilisation of engineering techniques whilst engaged in or associated with the practice of a Discipline;
- (b) they are, disregarding temporary unemployment, engaged in or associated with a Discipline;
- (c) they have passed such examination or exempting examination as may be prescribed by the Council's examination regulations for the time being.

(6) Companion

- (a) Candidates for admission to the class of Companion, not being engineers by profession and not being under 25 years of age, shall hold positions of a standard comparable to Member in related professions and shall have held for a sufficient period positions of authority involving

managerial responsibility for, or control of, functions pertaining to engineering. They shall be supported by one Corporate Member.

- (b) Companions may describe themselves as “Companion of the Hong Kong Institution of Engineers” and shall be subject to the provisions of Article 4.
- (7) Student Member
- (a) Candidates for election to the class of Student Member shall be supported by one Corporate Member or one Associate Member. They shall satisfy the Council that they have received a good general education and that they are following, or have completed, a form of engineering education approved by the Council.
 - (b) Student Members, on attaining such age and other qualifications as may be necessary, may apply for transfer to a higher class of membership.
- (8) Affiliate

Candidates for election to the class of Affiliate shall be supported by one Corporate Member. They shall not be less than 21 years of age and shall satisfy the Council that:-

- (a) they have an interest in engineering or in a technology represented in the Institution;
- (b) they have an understanding of the Rules of Conduct with which they will be required to comply on becoming members.

7. Application for membership

- (1) At least two of the four Corporate Members supporting a candidate for Corporate Membership shall be in the same Discipline as the candidate. For all other membership classes the Corporate Member supporting the candidate must be in the same Discipline as the candidate or one closely related. The supporters on signing the application form shall certify that they consider the candidate worthy of consideration for election and shall endorse the correctness of those parts of the application form which they identify by their initials. Supporters may be called upon to supply additional information as to a candidate’s suitability for election.
- (2) It shall be a condition of the election of every candidate and the continuation of his membership that his application contains no false representation or untrue or misleading statement; and the election of any candidate may be set aside by a resolution of the Council expressing the belief that the particulars given in such person’s application or recommendation were in some respect untrue or misleading and/or declaring that such election or membership be annulled. However before the candidate is notified of the intention to propose any such resolution, the Council shall first consider any

statement or explanation in regard to the matter in question which such person may think fit to give, either orally or in writing at his option, and shall make such other investigation as it may think proper. Forthwith after the passing of any such resolution the name of the person to whom it relates shall be removed from the Roll, and this fact published in the Journal, thus nullifying his election and/or membership.

8. Professional Assessment

- (1) Candidates for election as Members who appear to satisfy the education and training qualifications may be interviewed and tested in order to determine whether they have acquired during their practical training and experience adequate knowledge of the appropriate Discipline.
- (2) The Council shall determine the fees (if any) to be paid or deposited by the candidates in respect thereof and shall also fix the remuneration (if any) to be paid to interviewers.

9. Election of members

- (1) Election of members shall be by the Council, and shall take place at least five times each year.
- (2) The Council shall at its first meeting after each Annual General Meeting appoint a committee for the purpose of considering and making recommendations to the Council in regard to each application for election to any class of membership. The committee which shall be known as the "Q & M Board" shall comprise at least ten registerable Corporate Members, a majority of whom shall be Honorary Fellows or Fellows, one shall be an Officer and at least two others shall be Council Members. The Q & M Board shall have the power to co-opt a nominee of any Discipline, from which candidate(s) are to be considered but which is not ordinarily represented on the Q & M Board. The quorum for meetings of the Q & M Board shall be five. The Q & M Board shall be responsible for arranging professional interviews, regulating their conduct and appointing qualified persons as interviewers. The Q & M Board shall be responsible for the allocation of members to Disciplines.
- (3) The Council shall ensure that the members of the Q & M Board are as representative as possible of the principal Disciplines. Each Discipline may nominate one Corporate Member either to the Q & M Board or for co-option to the Q & M Board as required. A representative of a Discipline may require any decision taken by the Q & M Board in respect of a candidate for his Discipline to be referred to the Council for endorsement prior to its implementation.
- (4) The Council shall cause successful candidates to be notified of their election, but the names of the candidates shall not be entered in the Roll, nor will the

admission, transfer or inclusion take place, until the fees and subscriptions, or difference between fees and subscriptions as between those classes of membership concerned, notified to them have been paid. Failure to pay such amounts within three months of notification shall nullify the election and/or membership of a candidate and a minute to this effect shall be recorded in the minutes of a subsequent Council meeting.

- (5) In the case of non-election or non-transference, no mention thereof shall be made in the Council minutes.
- (6) The Council may from time to time make, vary or rescind regulations for reinstatement of the membership of any person who has ceased to be a member pursuant to Article 13(1) or (2) notwithstanding any of the provisions of this Constitution. Upon the reinstatement of the membership of any person, he shall be deemed to be elected or admitted as a member and his name shall be restored in the Roll.
- (7) All those admitted to membership of the Institution in any class shall be considered as belonging thereto until their names have been removed from the Roll and having agreed to observe and being bound by the provisions of this Constitution.

10. Roll of members

- (1) The Council shall cause to be kept a Roll of members of the Institution in such form as may be specified by the Council and the Secretary shall be responsible for the safe custody thereof.
- (2) Upon election of a candidate and receipt by the Institution of the appropriate entrance fee and subscription or charges, or the difference between fees and subscriptions as between those classes concerned (as the case may be), admission or transfer shall be deemed to have taken place.
- (3) The following particulars shall be recorded in the Roll:-
 - (a) For admission:-
 - (i) name and any aliases;
 - (ii) address for correspondence;
 - (iii) class of membership to which the candidate is elected in the first instance and the date of election;
 - (iv) Discipline to which the candidate is elected;
 - (v) such other particulars as the Council may direct.
 - (b) For transfer:-
 - (i) class of membership to which the candidate is transferred;
 - (ii) date of transfer.
 - (c) For election to additional Disciplines:-
 - (i) Discipline to which the candidate is elected.

- (4) Any member who changes his name or alias or address for correspondence shall forthwith inform the Secretary who shall thereupon record the change or changes in the Roll.
- (5) The Secretary may from time to time make available or disclose to the public, or publish or cause to be published in the journal, yearbook or other official publications or the website of the Institution, any or all of the particulars of members as recorded in the Roll under Article 10(3) (except those referred to in Article 10(3)(a)(ii) and (v)).

11. Membership of Disciplines

Subject to rules for Disciplines determined by the Council, all registerable Corporate Members and Associate Members of the Institution shall become members of the Discipline in which they are, at the time of election, deemed competent to practise.

12. Conduct of members

- (1) To facilitate the advancement of the science of engineering by preserving the respect in which the community holds persons who are engaged in the practice of engineering, every member shall at all times so order his conduct as to uphold the dignity and reputation of the Institution, and act with fairness and integrity towards all persons with whom his work is connected and towards other members.
- (2) Every member shall at all times so order his conduct as to uphold the dignity and reputation of his profession and to safeguard the public interest in matters of safety and health and otherwise. He shall exercise his professional skill and judgement to the best of his ability and discharge his professional responsibilities with integrity.
- (3) For the purpose of ensuring the fulfilment of the requirements of clauses (1) and (2) of this Article, but without prejudice to their generality, the Council may make, vary and rescind rules to be observed by members of any class with regard to their conduct. No such rule, variation or rescission shall be in any way repugnant to the Ordinance or this Constitution.

13. Resignation, expulsion and suspension

- (1) Any member on sending written notice to the Secretary that he is desirous of resigning from the Institution shall cease to be a member upon receipt of such notice by the Institution and his name shall be removed forthwith from the Roll subject to any regulations for reinstatement as provided under Article 9(6).
- (2) If any member shall leave his annual subscription in arrear for six months from the commencement of the financial year, and shall fail to pay such arrear within three months after a written application has been sent to him

at his last known address, his name shall be struck off the Roll pursuant to a resolution by the Council in that behalf at any time afterwards, and he shall thereupon cease to be a member subject to any regulations for reinstatement as provided under Article 9(6).

- (3) No member whose subscription is more than six months in arrear shall be entitled to attend or take part in any meeting of the Institution or to enjoy or exercise any of the privileges of membership, provided always that the Council shall be free, at its discretion, to waive the enforcement of this provision.
- (4) (a) The Council shall, at its first meeting after each Annual General Meeting, appoint a panel from which Boards of Inquiry may be formed for the purpose of considering and making recommendations to the Council in regard to any case of improper conduct of a member.
 - (b) The panel shall include Past Presidents and such senior Fellows of the Institution as the Council may deem appropriate. A Board of Inquiry shall be chaired by the President, the Immediate Past President or a Past President and shall have the power to call witnesses. Any investigation of improper conduct shall be conducted by such person, body or Committee as provided and dealt with in accordance with such regulation as the Council may specify pursuant to clause (6) of this Article.
 - (c) If any member ceases to be a member, any pending investigation or proceedings relating to his alleged improper conduct may be suspended or terminated by such person, body or Committee having conduct of such investigation or proceedings as it deems fit. In particular, in respect of any member whose membership is reinstated after he has ceased to be a member under Article 13(1) or (2), investigation or proceedings relating to his alleged improper conduct which were suspended or terminated at the time when he so ceased to be a member may be re-activated and/or continued by such person, body or Committee as newly appointed in accordance with such regulation as the Council may specify pursuant to clause (6) of this Article.
 - (d) If a member of any class shall be found by the Board of Inquiry to have been guilty of improper conduct, the Council may, by a resolution passed at a meeting of the Council at which at least three-fourths of the Members thereof present and voting vote in favour of the resolution (i.e. three-fourths of the total number of votes for and against the proposed resolution), order him to be expelled from the Institution, or that his membership be suspended for any period, or that he be reprimanded or admonished and/or that he be removed from the Roll.
- (4A) (a) An appeal by an accused member against any order of the Council under Article 13(4)(d) (including for this purpose any finding of the Board of Inquiry) for improper conduct shall lie to an Appeal Committee compris-

ing a barrister under the Legal Practitioners Ordinance (Cap.159) of at least 7 years' standing and two (2) Past Presidents to be nominated by the Executive and approved by the Council. The decision of the Appeal Committee shall be by simple majority thereof (which however must comprise the decision of the barrister).

- (b) The Council may from time to time make, vary or rescind regulations for the purpose of regulating the practice and procedures of the Appeal Committee provided that notwithstanding such regulations, the Appeal Committee may at its discretion from time to time adopt and regulate its own practice and procedures as it deems fit. No such regulation, or variation or rescission thereof, or such practice or procedures regulated or adopted by the Appeal Committee shall be in any way repugnant to the Ordinance or this Constitution.
 - (c) Upon any such appeal, the Appeal Committee may confirm, amend, add to, or reverse the order of the Council and/or order that the costs of and incidental to the proceedings of the Appeal Committee to be payable to the Institution by the accused member or an amount that the Appeal Committee considers is a reasonable contribution towards those costs shall be paid by the accused member. The decision of the Appeal Committee shall be final.
- (4B) Any order of costs made by the Appeal Committee against the accused member may be recoverable by the Institution as a debt against the accused member.
- (5) For the purposes of this Article "improper conduct" shall include:-
- (a) the making of any false representation or untrue or misleading statement in applying for election or transfer to any class of membership of the Institution or inclusion on the Register; or
 - (b) any breach of this Constitution or of any regulation, rule or direction made or given thereunder; or
 - (c) conviction by a competent tribunal of a criminal offence which in the opinion of the Council renders a member unfit to be a member; or
 - (d) any conduct injurious to the Institution.
- (6) The Council may make, vary or rescind regulations for the purpose of:-
- (a) regulating the procedure of proceedings, investigation and inquiries relating to any member's alleged improper conduct; and
 - (b) providing for any other matter relating to the conduct of members.

No such regulation, or variation or rescission thereof shall be in any way repugnant to the Ordinance or this Constitution.

- (7) The said regulations shall be designed to secure that any case of improper conduct of a member shall be adjudicated by impartial tribunals consisting either wholly or partly of Council Members; that an accused member shall be informed of the complaint or allegation before being called on to comment upon it; that before adjudication is made, the accused member shall be given a full and fair opportunity of being heard and of calling witnesses and of cross-examining any other witness; that in all respects the adjudication shall be made and the proceedings conducted and the decision reached in accordance with natural justice; that any decision shall be made known to the accused member and to members and others so far as may appear to be necessary or desirable with a view to the furtherance of the objects of the Institution; and that member shall not be expelled or have his membership suspended or be removed from the Roll unless at least three-fourths of the Council Members present and voting (i.e. three-fourths of the total number of votes for and against the proposed resolution for such expulsion, suspension or removal) upon his case so resolve after having received the report of the Board of Inquiry.

14. Fees and Subscriptions

- (1) The Council shall from time to time determine and publish entrance fees, transfer fees, subscriptions and any other fees to be charged along with regulations regarding their payment.
- (2) In order to secure admission, new members on election shall pay an entrance fee.
- (3) In order to secure admission to a higher class of membership, members on election shall pay a transfer fee.
- (4) A member of the Institution, other than an Honorary Fellow, shall pay an annual subscription, due at the commencement of the financial year, in respect of each year.
- (5) Every member of any class, other than Honorary Fellow or Student Member, whose place of residence is abroad and who wishes to maintain contact with the Institution through the receipt of the Institution's Journal and Annual Report, may pay a reduced annual subscription known as the "non-resident subscription" and become a non-resident member.
- (6) Any member who has retired from the practice of his profession or business, and is not in full time employment, may apply to the Council to pay a reduced annual subscription, dependent on the length of his continuous membership.
- (7) The Council may charge other fees as may be required.

Part II: The Council

15. Composition of the Council

- (1) The Council shall consist of:-
 - (a) Officers
The President
Three Vice Presidents
The Immediate Past President
 - (b) Council Members (Division)
Each Division shall have one representative on the Council. If, at any time, any Division fails to meet or comply with, or to continue to meet or comply with, the relevant requirements for a Division (as stated in the guidelines that apply at that time), then the Council shall have the power to suspend or remove the Division's status and to suspend its representative from sitting on the Council. Such suspension will continue until the Council is satisfied that the failure to meet or comply with the relevant guidelines have been remedied.
 - (c) Elected Ordinary Members
Not more than twenty and not less than twelve Elected Ordinary Members.
 - (d) Ex-officio Associate Member
The elected Chairman of the Associate Members Committee.
 - (e) Ex-officio Young Member
The elected Chairman of the Young Members Committee.
 - (f) Co-opted Members
The Council may co-opt not more than two Corporate Members if deemed necessary.
 - (g) Honorary Members
The Patron for the time being of the Institution and all Past Presidents (excluding the Immediate Past President) of the Institution and of the Society shall be honorary Council Members, without voting rights.
- (2) All Council Members, except where stated to the contrary above, shall have full voting rights, but so that no Council Member shall have more than one vote.
- (3) Officers shall not concurrently be Chairman or Deputy Chairman of a Division.

16. Election of the Council

The vacancies on the Council shall be filled in accordance with the following requirements:-

- (a) The President shall be elected by the outgoing Council from among those who are Vice Presidents, normally in order of seniority; failing whom, from among those who have been Vice Presidents or those Fellows who are or have been Council Members for at least two years. The President shall normally hold office for one year but, should the Council determine that circumstances are exceptional, he may be re-elected for a maximum of one further year.
- (b) The Vice Presidents shall be nominated by the Council from among the Fellows who have been Council Members for at least two years for election by Corporate Members on the day of the Annual General Meeting. Incumbent Vice President(s) may be re-elected for up to two further consecutive years provided that the total period of service as Vice President shall not exceed three consecutive years.
- (c) The Immediate Past President shall be the person who most recently has vacated the office of President.
- (d) All Council Members (Division) must be:-
 - (i) a Corporate Member of the corresponding Discipline, and
 - (ii) a Corporate Member of the Institution for at least three years, and
 - (iii) (iiia) a past or current Discipline representative, or
 - (iiib) a past or current Division Committee member who had or has served on the Division Committee for at least two years.
- (e) The Council shall determine from time to time the number of Elected Ordinary Members of the Council. No member shall be eligible for election to the Council without having been a Corporate Member of the Institution for at least three years.
- (f) Normally such number as is nearest to one-quarter of the Elected Ordinary Members of the Council shall retire each year and shall not be eligible for re-election in that capacity until at least eleven months have elapsed following retirement, those to retire being those who shall have been longest in office since the date of their last election but as between persons who became Council Members on the same date, those to retire being determined by lot. For the purpose of this Article, the number of Elected Ordinary Members retiring shall include those ceasing to be Elected Ordinary Members for any reason, e.g. resignation, promotion, vacation of office or death. No person shall serve as an Elected Ordinary Member for more than four years consecutively.
- (g) At no time shall the Council include in its Membership in any capacity such a number of persons employed by or otherwise engaged with any one company, public service, undertaking, firm or other organisation as to constitute a majority of the voting Council Members.
- (h) Not later than twenty-eight (28) days before the date of the Annual General Meeting the Council shall circulate to all Corporate Members the names

of the President, the Immediate Past President and the Council Members (Division) for the ensuing year, and a list of Council's nominations for the other Officers. Not later than twenty-one (21) days before the Annual General Meeting any two Corporate Members may submit to the Secretary in writing a nomination, accompanied by the nominee's consent to serve if elected, of any other person duly qualified to fill a vacancy for Elected Ordinary Member for the Council. Not later than fourteen (14) days before the Annual General Meeting the Council shall circulate a list of all nominations for Officers and for Elected Ordinary Members of the Council to be elected pursuant to Article 16(j).

- (i) Council Members (Division) shall be elected by their respective Divisions at their own annual general meetings. Only Corporate Members and Fellows of the corresponding Discipline of the Division will be eligible to vote for the Division representative on Council. The term of office for a Council Member (Division) shall normally be two years from the Institution's Annual General Meeting immediately following the election and the incumbent shall not be eligible for re-election in the capacity of Council Member (Division) until at least eleven months have elapsed following retirement.
- (j) The Vice President(s) and Elected Ordinary Members shall be elected on the day of the Annual General Meeting by the Corporate Members voting in person at voting centre(s) by way of secret ballot. The new Council shall assume office immediately after the closure of the Annual General Meeting. The venue of the Annual General Meeting and voting centre(s) shall be determined by the Council.
 - (i) To be re-elected as Vice President, each incumbent Vice President must receive a simple majority of the total number of valid votes (i.e. total number of votes for and against) cast in his favour.
 - (ii) In the event that the number of new candidates (excluding any incumbent Vice President) for election as a Vice President
 - (aa) is the same or less than the number of vacancies (including any vacancy not filled by any incumbent Vice President), each such new candidate must satisfy the condition provided in Article 16(j)
 - (i) as if he was an incumbent Vice President; or
 - (bb) is more than the number of vacancies (including any vacancy not filled by any incumbent Vice President), the method of election for such new candidates shall be on "*first past the post*" basis provided that where there is equality of votes among such new candidates, their election shall be determined by lot.
 - (iii) In the event that there shall still remain any vacancy in respect of Vice President, the vacancy shall be filled by applying Article 17(1)(b)(i) as if a casual vacancy in respect thereof had occurred.
 - (iv) The method of election of Elected Ordinary Members shall be on "*first past the post*" basis. In the event that the number of candidates for

election as Elected Ordinary Members is the same as or less than the number of vacancies, a ballot shall not be required to be held for their election and such candidates shall be deemed to be elected at the Annual General Meeting. In the event that there is equality of votes among the candidates for election as Elected Ordinary Members whose number is more than the remaining number of vacancy or vacancies, their election shall be determined by lot.

- (k) The term of office for Co-opted members shall normally be for up to one year to be determined by the Council upon appointment, although they shall be eligible for a successive co-option for up to one further year.
- (l) The term of office of the ex-officio elected Chairman of the Associate Members Committee shall be the period during which he is the holder of that office.
- (m) The term of office of the ex-officio elected Chairman of the Young Members Committee shall be the period during which he is the holder of that office.

17. Casual vacancies

- (1) Without prejudice to the generality of the provisions contained in Article 16, any casual vacancies which may occur on the Council shall be filled in accordance with the following requirements:-
 - (a) If a casual vacancy shall occur in the office of the President, it shall be filled by the Council as soon as practicable by appointing one of the Vice Presidents for the time being in the order of their seniority on the Council and who is able and willing to serve the Institution as the new President, provided that any President so appointed shall hold office for the remainder of the term left vacant; and for one further year subject to confirmation by the outgoing Council.
 - (b)
 - (i) If a casual vacancy shall occur in the office of any of the Vice Presidents, the Vice Presidents in the order of seniority will move up to fill the relevant vacant position in any of the Committees as referred to in Article 22(3). The Council shall appoint one of the three non-office bearing Council Members on the Executive; failing this, one from among their number, to be the acting Vice President and perform the duties that are pertinent to that of the most recently elected Vice President or such duties as the Council may otherwise assign to him until the next Annual General Meeting.
 - (ii) If a casual vacancy shall occur in the office of any of the Elected Ordinary Members, the election of the new Elected Ordinary Member to fill the remaining term of the vacancy will take place in the following Annual General Meeting.
 - (c) If a casual vacancy shall occur in the office of any of the Council Members (Division), Ex-officio Associate Member and Ex-officio Young Member,

the mechanism to fill the vacant position shall follow the same manner when such a position was filled.

- (d) If a casual vacancy shall occur in the office of the Immediate Past President, it shall be filled by the Council as soon as practicable by appointing a most recent Past President who is able and willing to serve the Council as the new Immediate Past President.
- (2) The continuing Council Members may act notwithstanding any vacancies in the Council, provided that if the number of Council Members (including Officers) shall be reduced below twelve (12), the continuing Council Members may act for the purpose of filling vacancies in their body or of summoning a Special General Meeting but for no other purpose.
- (3) A Council Member shall vacate his office if (a) he becomes bankrupt or of unsound mind or resigns his office by notice in writing to the Secretary or if he ceases for any reason to be a member of the Institution or (b) he is absent from more than three consecutive meetings of the Council without giving adequate reason and the Council thereupon resolves that he has vacated office.

18. Proceedings, powers and duties of the Council

- (1) The Council shall meet as often as the business of the Institution requires at such times and places as shall be determined by the Council from time to time. Provided however that upon the written request of three (3) Council Members given at any time, the Secretary shall summon a meeting of the Council by notice served upon the Council Members. Council Members shall be given at least seven (7) days notice in writing of all meetings of the Council.
- (1A) Only Council Members shall be entitled to receive notice of and attend meetings of the Council. Notwithstanding the aforesaid, the Council may invite observers (including visitors and members) to meetings of the Council in such manner as it deems appropriate and such observers may provide information on their respective areas. Any Committee may invite any of its members to attend meetings of the Council on matters or issues relating to such Committee which are to be discussed at such meetings. Such attendance upon the invitation of the Council or any Committee shall not constitute the observer a Council Member nor afford him any right to vote at such meetings.
- (1B) Notwithstanding any provisions stipulated to the contrary in this Constitution, a meeting of the Council may be held by way of a virtual meeting as determined by the Council from time to time. Such arrangement shall be proposed by the Secretary to all Council Members entitled to attend such meeting upon the written request of three (3) Council Members received within two (2) days of the issuance of the relevant notice of such meeting.

The Secretary shall issue a notice requesting for all Council Members entitled to attend such meeting to vote through electronic mails on the said proposed arrangement ("**Voting Notice**") on the business day immediately following the receipt of the said written request. The decision to conduct such meeting by way of a virtual meeting shall be determined by a majority of Council Members voting through electronic mails (i.e. a majority of the total number of votes received by the Secretary at his designated electronic mail address within three (3) days of the issuance of the Voting Notice through electronic mails). The proceedings of such virtual meeting of the Council shall follow the provisions of this Article 18. For the avoidance of doubt, any proposal, resolution or questions arising in such virtual meeting shall be determined through the Electronic Voting Facility as determined by the Council. For the purpose of this Article 18, any reference to a "business day" means a day (other than a Saturday, Sunday, public holiday or day on which a tropical cyclone warning no.8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business.

- (1C) In this Constitution, any notice, document or communication given to or by any Council Member by electronic mail shall be deemed to be duly given to or by such Council Member if it is sent to or from his last known electronic mail address registered with the Institution. Every Council Member shall register with the Institution (through written notice to the Secretary) an electronic mail address to which notices, documents or communications can be served upon him in the capacity as a Council Member.
- (2) The Council shall direct and manage the property and affairs of the Institution except those matters that are required by the Ordinance or this Constitution to be exercised or done by the Institution in General Meeting. No resolution passed in General Meeting shall invalidate any prior act of the Council.
- (3) Unless and until otherwise determined by the Council, twelve (12) voting Council Members shall form a quorum. Questions arising at a meeting of the Council shall be determined by a majority of those present and voting (i.e. a majority of the total number of votes for and against the proposed resolution), except as otherwise provided for in this Constitution. Any resolution involving a proposal to revoke, amend or add to the Ordinance or this Constitution shall not be carried unless three-fourths of the Council Members then present and voting shall vote in favour of the resolution (i.e. three-fourths of the total number of votes for and against the proposed resolution). At meetings of the Council every Council Member shall have one vote even though he may be serving in more than one capacity. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- (4) The Council shall have power to invite and appoint any person of prominence to act as the Patron of the Institution and to terminate his appointment at any time.

- (5) Implementation of the policy and direction of the Council and urgent matters arising between Council meetings shall be dealt with by the Executive, which shall comprise the President, who shall be the Chairman; the Immediate Past President, the Vice Presidents, three Council Members, normally belonging to different Disciplines, to be elected by the Council, and the Secretary. Two more Council Members may be co-opted to the Executive with the approval of the Council. Terms of reference and duties of the Executive shall be laid down from time to time by the Council. The Executive may invite observers (including visitors and members) to meetings of the Executive in such manner as it deems appropriate and such observers may provide information on their respective areas. Any Committee may invite any of its members to attend meetings of the Executive on matters or issues relating to such Committee which are to be discussed at such meetings. Such attendance upon the invitation of the Executive or any Committee shall not constitute the observer a member of the Executive nor afford him any right to vote at such meetings. Any decision affecting policy made at an Executive meeting shall be notified as soon as possible to all members of the Executive. Any one member of the Executive may require any decision taken to be referred to the Council for endorsement prior to its implementation. The Executive, being ex-officio, shall come into existence immediately after the closure of the Annual General Meeting.
- (6) (a) The Council shall appoint standing or temporary Committees to deal with such matters as the Council may deem necessary and may delegate authority to such Committees. The terms of reference, constitution, regulations, rules, powers and duties of each standing or temporary Committee together with powers to appoint sub-committees, or any variation or rescission in respect thereof shall be made from time to time by the Council. The Chairman of each such Committee shall be appointed by the Council. The Chairman of a standing Committee shall retire at the end of each session and shall be eligible for reappointment each year up to three consecutive years but under exceptional circumstances may serve not more than five consecutive years in that capacity.
- (b) All members shall be eligible for service on standing or temporary Committees, subject to any restrictions stated elsewhere in this Constitution. The term of re-appointment of members of standing and temporary Committees should be the same as for the Chairman unless otherwise specified in the Management and Administration Manual for ex-officio posts.
- (c) The Officers shall have the right to attend the meetings of all standing or temporary Committees.
- (d) Save as provided for in clause (2) of Article 9, the quorum for any

meeting of a standing Committee shall not be less than three (3) Corporate Members, unless otherwise approved by the Council.

- (7) The Council may sub-divide the membership of the Institution for learned society or kindred purposes into Divisions, sections, chapters or other form, at its discretion, if sufficient evidence is produced of the demand for the formation of such Divisions, sections, chapters or other form.
- (8) The number and composition of Divisions shall be determined by the Council which shall also determine their rules. Any change in the number of Divisions must be approved by a resolution passed at a meeting of the Council at which at least three-fourths of the Members thereof present and voting vote in favour of the resolution (i.e. three-fourths of the total number of votes for and against the proposed resolution). Division rules shall be common and applicable to all Divisions respectively. The Council shall also determine the rules for any sections or chapters that may be formed. A general section for young members may operate under special rules approved by the Council. The Council shall also determine the rules for the Associate Members Committee.
- (9) The office of a member of a Committee or a sub-committee shall be vacated if (a) he ceases to be a member of any class of the Institution or (b) he is absent from more than three consecutive meetings of the body concerned without giving adequate reason and the Council thereupon resolves that he has vacated office.
- (10) No act done by the Council, whether ultra vires the Council or not, which shall have received the sanction of a General Meeting, shall be afterwards impeached by any member on any ground whatever, but shall be deemed to be an act of the Institution, provided that, although ultra vires the Council, it be within the powers of the Institution.
- (11) All acts done by any meeting of the Council or a Committee or by any person acting as a Council Member or member of a Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of any such body or person acting as aforesaid or that they or any of them were disqualified, but as valid as if every such body or person had been duly appointed or had duly continued in office and been qualified.
- (12) The Council shall draw up an annual report on the state of the Institution and shall present it together with a statement of income and expenditure of the Institution during the financial year to which the annual report relates and a statement of the assets and liabilities of the Institution made up to the last day of the financial year, together with the report of the Auditors thereon, at each Annual General Meeting.

- (13) It shall be the duty of the Council to take all necessary steps to protect the Institution's intellectual property rights (including but not limited to rights in the Institution's insignia) from being infringed or otherwise violated and to procure strict observance of the terms and conditions on which any licence in respect of such rights is granted.

19. Regulations

The Council may from time to time make, vary or rescind any regulations, rules, procedures, directions, guidance notes, guidelines or manuals governing academic requirements, examinations, training, continuing professional development, professional interviews, election, conduct and other matters incidental to the objects or business of the Institution. Such regulations, rules, procedures, directions, guidance notes, guidelines or manuals shall be interpreted by the Council whose decisions in respect thereof shall be conclusive and binding. No such regulations, rules, procedures, directions, guidance notes, guidelines or manuals, or variation or rescission in respect thereof shall be in any way repugnant to the Ordinance or this Constitution, save for those relating to the means of attendance at, participation in and voting at a meeting of a Committee or a Division or a Division Committee (other than any general meeting of a Committee or a Division). For the avoidance of doubt, in the event of any discrepancy between (i) the Constitution and (ii) such regulations, rules, procedures, directions, guidance notes, guidelines or manuals, or variation or rescission in respect thereof relating to the means of attendance at, participation in and voting at a meeting of a Committee or a Division or a Division Committee (other than any general meeting of a Committee or a Division), the latter shall prevail.

20. The Secretary

The Secretary of the Institution shall be appointed by the Council, which shall determine the terms and conditions of the appointment. It shall be the duty of the Secretary in person or by deputy, under the direction of the Council, to conduct the correspondence of the Institution, attend all meetings of the Council and other committees as directed by the Council, take minutes of the proceedings of such meetings and conduct the collection of all entrance fees, subscriptions and other charges. He shall also engage and be responsible for persons employed under him. The Secretary may be the Registrar appointed under the Engineers Registration Ordinance 1990. He shall keep the Roll up-to-date and provide for the security of the same in accordance with the instructions of the Council. He shall conduct the ordinary business of the Institution in accordance with this Constitution and the directions of the Committee responsible for the administration. The Secretary shall hold, and be responsible for, the uninvested funds of the Institution, shall keep all accounts necessary and proper for the purpose of the Institution, shall from time to time submit financial statements at the request of the Committee responsible for the administration, and shall, upon receipt, pay all monies into a bank approved by the Council. With the approval of the Committee responsible

for the administration, the Secretary may make arrangements to employ deputies or assistants or the professional services of Certified Public Accountants, lawyers, other professional advisers and firms undertaking secretarial services.

21. The Seal

The Common Seal of the Institution shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the case of all instruments the seal shall be affixed only in the presence of the President and of the Secretary or such other persons as the Council may appoint for the purpose; the President and the Secretary or other person as aforesaid shall sign every instrument to which the Common Seal of the Institution is so affixed.

22. Duties of the Officers of the Institution

- (1) The President, or in his absence the Immediate Past President, or in his absence one of the Vice Presidents, shall take the chair at all General Meetings of the Institution and at the Council meetings and shall regulate the proceedings. If, however, neither the President, the Immediate Past President nor any of the Vice Presidents are present within fifteen (15) minutes of the time appointed for a meeting of the Council or within thirty (30) minutes of the time appointed for a General Meeting of the Institution, then, in the case of a meeting of the Council, the Members present may elect one of their number to take the chair for that meeting; in the case of a General Meeting of the Institution the chairman shall be determined in accordance with clause (4) of Article 26.
- (2) The President shall personally act in all matters between the Institution and the Government or the Institution and any other institution or society, unless he shall have specifically delegated his authority to another Officer, Council Member, or the Secretary.
- (3) Unless the Council otherwise determines, the Vice Presidents shall in their order of seniority act as the Chairman of the Administration Board (who shall also be addressed as Senior Vice President), Q & M Board and Learned Society Board respectively or such other Committees as the Council may from time to time determine.

23. Auditors

- (1) At each Annual General Meeting, the Institution shall appoint a recognised firm of Certified Public Accountants as the Auditors of the Institution who shall hold office until the next Annual General Meeting.
- (2) The Auditors shall be entitled, at any time, to have all books of account, vouchers and other financial records of the Institution and to require information and explanations thereon as they think fit.

- (3) The Auditors shall audit the annual accounts drawn up as required by clause (12) of Article 18 as soon as possible and shall make a report to the Council.
- (4) A copy of the signed and audited statement of accounts together with the Auditors' report shall be:-
 - (a) sent to each member at least seven (7) days prior to the Annual General Meeting; and
 - (b) submitted for approval to the Annual General Meeting following the end of the financial year to which it relates.
- (5) Auditors shall be eligible for re-appointment and shall be deemed to have been nominated for re-election unless a representative of the firm for the time being in office informs the Council in writing, not less than fourteen (14) days before the Annual General Meeting, that the firm does not wish to be reappointed.
- (6) The Institution may, at an Annual or Special General Meeting, by resolution passed by not less than three-fourths of the Corporate Members present and voting thereon (i.e. three-fourths of the total number of votes for and against the proposed resolution), remove a firm of auditors from office and may, by resolution passed at the same Meeting by a majority of the Corporate Members present and voting thereon (i.e. a majority of the total number of votes for and against the proposed resolution), appoint another firm of auditors in its place. If no such appointment is made, the Council may appoint another firm of auditors in place of the firm so removed.

Part III: Meetings

24. Annual General Meetings

- (1) Annual General Meeting shall be held in accordance with clause (2) of this Article and shall be specified as such in the notice convening it. All other General Meetings shall be called Special General Meetings.
- (2) An Annual General Meeting shall be held in each calendar year at such time and place as shall be determined by the Institution in General Meeting or by the Council provided that it is not less than nine (9) months nor more than fifteen (15) months after the previous Annual General Meeting.

25. Special General Meetings

A Special General Meeting may be convened at any time by the Council and shall be convened by it on the requisition of not less than sixty (60) Corporate Members. Any such requisition must state the objects of the Meeting and must be signed by the requisitionists and be deposited with the Secretary of the Institution

but may consist of several documents in like form each signed by one or more requisitionist. If the Council shall not, within twenty-one (21) days from the date of the deposit of the requisition, proceed to convene a Meeting the requisitionist or any of them representing more than half their total may themselves convene a Meeting but any such Meeting so convened shall not be held after the expiration of three months from the said date of deposit. A Meeting convened by requisitionists under this Article shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Council and the reasonable expenses incurred by the requisitionists by reason of the failure of the Council duly to convene a Meeting shall be repaid to the requisitionists by the Institution.

25A. General Meetings during special circumstances

- (1) Notwithstanding any provisions stipulated to the contrary in this Constitution, the Council may, at its absolute discretion, determine by a majority of at least three-fourths of the Council Members present and voting at a meeting of the Council that circumstances are exceptional such that any Annual General Meeting or Special General Meeting shall be conducted by way of a virtual meeting when convening such Annual General Meeting or Special General Meeting.
- (2) The notice requirements and the procedure of any Annual General Meeting or Special General Meeting conducted by way of a virtual meeting shall follow the provisions of Article 26. Any resolution put to the vote of the Annual General Meeting or the Special General Meeting shall be decided through the Electronic Voting Facility as determined by the Council from time to time.
- (3) For the avoidance of doubt, notwithstanding the provisions in Article 16(j), any election for the Vice President(s) and Elected Ordinary Members on the day of an Annual General Meeting which has been ordered to be convened by way of a virtual meeting pursuant to clause (1) of this Article shall be conducted through the Electronic Voting Facility as determined by the Council, instead of at physical voting centre(s), and the proceedings of such election shall follow the provisions of Article 16.

26. Notice of and procedure at General Meetings

- (1) Twenty-eight (28) days notice in writing of every Annual and Special General Meeting (exclusive both of the day on which the notice is given or deemed to be given and of the day fixed for the Meeting), specifying the place, day and hour of the Meeting, and the general nature of any special business to be transacted thereat, shall be given to the Auditors and to every person on the Roll (except as provided by Article 28) and no other special business shall be transacted at any such Meeting save that a vote on any amendment to the proposal may be accepted by the chairman provided that the amendment is formally proposed and seconded by Corporate Members present at the Meeting but the chairman shall not accept any amendment which in his

opinion will have the effect of making a major change in the substance of the original proposal. Accidental omission to give the notice described above to, or the non-receipt of such a notice by, any person entitled to receive the same shall not invalidate the proceedings of any such Meeting.

- (2) The quorum for Annual and Special General Meetings shall be sixty (60) Corporate Members personally present and entitled to vote. For any Special General Meeting convened on the requisition of Corporate Members, if a quorum be not present within thirty (30) minutes from the time appointed for the Meeting, the Meeting shall be dissolved. In any other Annual or Special General Meeting, if a quorum be not present within thirty (30) minutes from the time appointed for the Meeting, the Meeting shall stand adjourned and the Corporate Members shall be notified in writing of the revised time, date and place for the Meeting, which shall be within two (2) weeks of the adjournment. If at the adjourned Meeting a quorum is not present within thirty (30) minutes from the time appointed for the Meeting, the Corporate Members present shall be a quorum.
- (3) Special business shall include all business for transaction at a Special General Meeting, and all business for transaction at an Annual General Meeting except for the consideration of the Annual Report of the Council, the annual accounts and report of the Auditors, the elections to fill vacancies on the Council and the appointment of Auditors which shall be deemed ordinary business.
- (4) The President, or failing him the Immediate Past President, or failing him a Vice President, shall preside as chairman at every Annual or Special General Meeting of the Institution. If none of such Officers is present within thirty (30) minutes from the time appointed for holding any such Meeting, the members present shall choose a Council Member, and if none is present one of their number, to act as chairman.
- (5) The chairman may, with the consent of an ordinary resolution of the Meeting, adjourn the Meeting from time to time and from place to place.
- (6) All Corporate Members (except non-resident Corporate Members) shall have the right to vote at any Annual or Special General Meeting of the Institution and each such Corporate Member shall have one vote. In the case of any equality of votes, the chairman of any such Meeting shall have a second or casting vote. All votes shall be given personally and proxies shall not be allowed.
- (7) No member whilst he is in receipt of any salary or emoluments from the Institution shall be entitled to vote at any General Meeting, Council or Committee meeting, although he may express his views at such a meeting.
- (8) At any Annual or Special General Meeting of the Institution, a resolution put to the vote of the Meeting shall be decided on a show of hands unless a ballot

is demanded by at least twelve (12) Corporate Members present and entitled to vote before the declaration of the result of the show of hands. Unless a ballot is 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, or not carried by a particular majority, and any entry to that effect in the Minute book of the Institution 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. If a ballot is duly demanded, it shall be taken at such time and place and in such manner as the chairman shall direct and the result of it as determined by two scrutineers appointed by the Council shall be deemed to be the resolution of the Meeting at which it was demanded. The result of the ballot shall be notified to the members in the manner provided in Articles 27 and 28. No ballot may be demanded on the election of a chairman of an Annual or Special General Meeting, or on a question of adjournment which shall be decided by a show of hands.

Part IV: Miscellaneous

27. The Journal

- (1) The Council shall cause to be published an official publication of the Institution (hereinafter called "the Journal") which as and when published shall be sent to each member. Papers read before the Institution or any of its technical groups, Divisions or chapters may be published in the Journal or in the 'HKIE Transactions', as appropriate, and where possible the publication shall include any recorded discussion. At the discretion of the Council or Committee nominated by the Council, papers not read before the Institution or Divisions may be published. The Journal may be used by the Council or by the Secretary of the Institution for the publication of such notices, including notices of General Meetings, results of ballots, and other information as the Council or the Secretary of the Institution shall think fit.
- (2) To defray the cost of publication of the Journal, the Council may in its absolute discretion allow advertising of a commercial nature in the Journal but the Council shall ensure that any such advertisements are of a proper nature.

28. Service of notices

- (1) A notice, which may or may not be contained in the Journal, may be served by the Institution upon any member, either personally or by sending it by prepaid letter post addressed to the member at his address for correspondence on the Roll. It is the obligation of each member to update the Secretary of any changes to his address for correspondence from time to time.
- (2) Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter or wrapper containing the same was

posted and in proving such service it shall be sufficient to prove that the letter or wrapper containing the notice was properly addressed, stamped and posted.

- (3) Only a member who has an address for correspondence within Hong Kong shall be entitled to receive notices.

29. Property and funds

- (1) Donations may be accepted by the Institution.
- (2) All the monies of the Institution in excess of such current balance in the hands of the Secretary as the Council shall from time to time require the Secretary to keep in current account or in hand to meet the current expenses of the Institution shall be invested subject to the provisions of the Ordinance.

30. Council Members not to incur personal liability

- (1) Each Council Member shall be accountable in respect of his own acts only and shall not be accountable for any acts done or authorised to which he shall not have expressly assented. Subject as hereinafter provided, no Council Member shall incur any personal liability in respect of any loss or damage incurred through any act, matter or thing done, authorised or suffered by him, being done in good faith for the benefit of the Institution, if believed by him to be within, although actually in excess of, his legal power, provided nevertheless that no Council Member shall be exempted from or indemnified against any liability which by virtue of any rule or law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Institution, but the Institution may indemnify him against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour, or in which he is acquitted.
- (2) The Institution shall indemnify Council Members individually and collectively against claims by third parties in any matter connected with the affairs of the Institution to such amount as the Council from time to time shall agree.

31. Amalgamation

The Institution may enter into agreements for the purposes of amalgamating with any kindred institution, or society, having objects similar to those of the Institution. Any such amalgamation must be approved by a resolution passed by not less than three-fourths of the Corporate Members present and voting (i.e. three-fourths of the total number of votes for and against the proposed resolution) at an Annual or Special General Meeting of the Institution called for this purpose, in accordance with the Constitution. Thereafter the members of such kindred institution or society shall, subject to such conditions as the agreements may prescribe, be Corporate or Non-Corporate Members of the Institution.

32. Amendment of Constitution or Ordinance

A resolution to amend, revoke or add to this Constitution or to propose to amend, revoke or add to the Ordinance shall not be valid unless:-

- (a) the intention to propose it shall have been specified in a notice convening a Special General Meeting at which it is proposed;
- (b) it shall have been set forth in the notice convening such Special General Meeting; and
- (c) it is carried by not less than three-fourths of the Corporate Members present and voting (i.e. three-fourths of the total number of votes for and against the proposed resolution).

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