



THE HONG KONG ASSOCIATION OF BUSINESS AND PROFESSIONAL WOMEN

CONSTITUTION OF **THE HONG KONG ASSOCIATION OF BUSINESS AND PROFESSIONAL WOMEN**

As amended at the Annual General Meeting on 07.11.2007

NAME

Article 1

The name of the Association shall be The Hong Kong Association of Business and Professional Women, hereinafter referred to as "the Association".

ADDRESS

Article 2

The registered address of the Association shall be G.P.O. Box 1526.

AIMS

Article 3

The aims of the Association shall be:

1. To promote the interest of business and professional women in particular and of women in general.
2. To stimulate and encourage women to realise and to accept their responsibilities within and towards their local, national and international communities.
3. To promote friendship, co-operation and understanding between business and professional women everywhere.
4. To encourage women and girls to:
 - (a) Acquire education and occupational training at all levels;
 - (b) Use their skills, intelligence and opportunities for the advantage of others as well as for themselves.
5. To work for:

- (a) Equal opportunities, status and remuneration for women in economic, civil and political life;
- (b) The removal of all forms of discrimination.

6. To promote excellence in performance and ethics in business and the professions.

None of these aims is dominant over any other.

AFFILIATION

Article 4

The Association shall be affiliated with the International Federation of Business and Professional Women as an associate member, in accordance with Article IV, Section 3, of the Constitution of the International Federation of Business and Professional Women.

MEMBERSHIP

Article 5

- (a) Subject To clause (b) of this article, membership of the Association shall be open to women who subscribe to the aims of the Association.
- (b) If acceptance of an application for membership would result in less than 75% of the members of the Association being actively engaged in business or the professions the application shall be deferred.

Article 6

Compliance with article 5(b) shall be monitored by the Membership Committee.

The Membership Committee shall maintain a list of persons whose applications to join the Association have been refused because of compliance with article 5(b) and shall invite reapplication from such persons in temporal order should the circumstances within the Association change.

Article 7

Membership applications shall be determined by the Executive Committee after receiving the advice of the Membership Committee.

Article 8

Any person wishing to join the Association must send a completed application form to the Association for processing by the Membership Committee.

Article 9

A person whose application for membership of the Association has been accepted shall become a member of the Association only upon payment of the prescribed joining and subscription fees.

If a person whose application for membership of the Association has been accepted has not paid the prescribed fees within one month from the date when notification of the acceptance was posted to the applicant, the application shall lapse.

Only in exceptional circumstances will refunds be given on the prescribed subscription or joining fees once a membership application has been approved by the Executive Committee. If under such exceptional circumstances a refund is given, an administration charge equal to the current joining fee will be charged.

Article 10

All members shall be sent a request for payment of dues. A member is considered in arrears if the subscription is not received by the date of the new membership year. Within one month of the due date members in arrears shall be sent a request for immediate payment. If the subscription is not received within one calendar month of the second notice being sent, the Executive Committee may by majority vote, revoke that person's membership forthwith. A person whose membership has been revoked may, by majority vote of the Executive Committee, be accepted as a member upon payment of the prescribed joining and subscription fees.

Article 11

If a member is in arrears to the Association for a period of 3 months or more, whether in respect of membership dues or any other monies due to the Association, the Executive Committee may revoke that person's membership and can refuse to accept a subsequent application for membership renewal and annual subscription fee from that person.

OFFICERS OF THE ASSOCIATION

Article 12

There shall be a President, 2 Vice-Presidents, a Secretary, a Treasurer who shall also be convenor of the Finance Committee. Subject to Article 14(b), selection of these officers shall be by election. No one shall hold the same position on the Executive Committee for more than two consecutive terms. However if there were no nomination for a position on the Executive Committee, current Executive Committee members can stay on for another term even if they already served 2 consecutive terms in the same position for the smooth operation of the Executive Committee.

THE EXECUTIVE COMMITTEE

Article 13

There shall be an Executive Committee consisting of the officers of the Association, the Immediate Past President, and the convenors of the standing committees.

An Office Bearer may also hold a position as Convenor of the Standing Committee.

The quorum for an Executive Committee meeting shall be not fewer than 5 members.

Article 14

The administration of the Association's activities shall be the responsibility of the Executive Committee. The Executive Committee shall carry out the policies of the Association as from time to time determined by the membership.

In particular The Executive Committee

- (a) May constitute such standing committees or special committees as the Executive Committee or the membership may decide are required;
- (b) May appoint a member to fill any vacancy among the officers or convenors of the standing committees, including a vacancy caused by no one having been elected for the vacant position at the preceding Annual General Meeting, which appointee will fill that position until the next Annual General Meeting;
- (c) Shall receive and consider reports from all standing committees and special committees,
- (d) Ensure that the annual accounts are properly audited as soon as possible after the end of the financial year;
- (e) Ensure that members of the Executive Committee act in accordance with such guidelines relevant to their particular positions as the Executive Committee may from time to time lay down.
- (f) Ensure that members of the Executive Committee attend the monthly Committee meeting. When a member of the Executive Committee missed three meetings in a year, the position would automatically be opened for nomination. The Executive Committee can nominate a member to fill in the opening until the next Annual General Meeting.

STANDING COMMITTEES

Article 15

Each standing committee shall have a convenor. Subject to article 14(b), selection of these convenors shall be by election at the Annual General Meeting.

ELECTIONS

Article 16

Only members who are or have been gainfully engaged in business or the professions shall be eligible for office or for election to the Executive Committee.

Nominations for the election of persons as officers or convenors of standing committees shall be signed by two members of the Association and, together with the written consent of the nominee, shall be submitted to the Secretary of the Association one month before the day of the Annual General Meeting. Where no written nominations have been properly received with respect to a particular position on the Executive Committee, nominations of persons to fill that particular position may, if duly moved and seconded, be received from the floor. The consent of the nominee is still required.

The election of officers and of the convenors of the standing committees shall take place at the Annual General Meeting. Members shall be informed at least two weeks before the Annual General Meeting of timely written nominations received. All elections shall be by secret ballot.

Where a vacancy is filled subsequent to the Annual General Meeting, this shall be ratified by resolution of the Executive Committee passed at a duly convened meeting.

Proxies for the election of officers and members of the Executive Committee shall be received provided the proxy is evidenced in writing on the official HKABPW proxy form. A proxy shall not be counted for the purposes of a quorum. No member shall hold more than three proxies at any one meeting. Proxies for any purpose other than an election of officers or convenors of standing committees shall not be received.

REMOVAL FROM OFFICE

Article 17

Officers, convenors or the Executive Committee as a whole may be removed from office at an Emergency General Meeting called for that purpose. No person shall be removed from office or as a convenor without being given an opportunity to make a written submission to all the members of the Association and to make oral representations at The Emergency General Meeting. Nor shall any Officer, convenor or the Executive Committee as a whole be removed from office except by the vote of three quarters of the members of the Association present at an Emergency General Meeting called for the purpose, provided those voting for removal are equal in number to at least one half of the membership of the Association at the time of the meeting.

MEETINGS

Article 18

Each Executive Committee shall arrange at least 10 Programme Meetings during the course of its term of office. No quorum is required for such meetings. Members may bring guests to these meetings.

The Executive Committee shall call at least 2 Business Meetings during the course of its term of office for the purpose of receiving reports from the Standing Committees, from IFBPW and any such other matters as may be of interest to members save that no binding decisions can be made on matters reserved for the Annual General Meeting in article 19 nor can all or any of the Executive Committee be removed from office. Notice of Business Meetings must be sent to all members not less than 7 days before the meeting is to be held. The notice should include an agenda. Where the Agenda contains notice of a motion or resolution to be voted on at the meeting a quorum of 18 members or 15 % of the membership, whichever is the smaller is required. Otherwise no quorum is required for a Business Meeting. Non-members may attend by invitation only and may neither speak nor vote.

Article 19

A General Meeting of the Association shall be held annually in the month of November. A quorum of 25 members or 20% of the membership, whichever is the smaller number, is required for an AGM.

The President shall call a Second General Meeting within two weeks if the first scheduled AGM failed to obtain a quorum. A quorum of 15% of the membership is required for a Second General Meeting. The SGM has the same powers and functions as the AGM.

The matters reserved for the AGM/SGM include

- (a) To decide upon the policy and general strategy of the Association for the next year.
- (b) To receive and, if approved, to accept the annual report of the Executive Committee and the audited statement of accounts and balance sheet for the preceding year.
- (c) To receive and, if approved, to accept the annual reports of the standing committees and the report of any special committees.
- (d) To fix the amount of the joining fee for the following year.
- (e) To fix the amount of the annual subscription for the following year.
- (f) To elect the officers of the Association and convenors of the standing committees.

Notice convening the AGM shall be sent to members not less than 14 days before the meeting. A notice convening an SGM shall be sent to members not less than 5 days before the meeting. In each case the notice shall include an agenda.

Article 20

- (a) An Extraordinary General Meeting may be convened at any time by the Executive Committee.
- (b) An Extraordinary General Meeting shall be convened within 21 days from the receipt by the Secretary or President of the Association of a notice signed by not less than 15 members specifying the object of the meeting,

Notice of The meeting shall be sent to the members not less than 5 days before the meeting. Such notice shall include an agenda.

A quorum of 25 members or 20% of the membership, whichever is the smaller number, is required before an EGM,

DUES

Article 21

There shall be a joining fee, payable by all applicants for membership. The AGM shall determine the amount of the joining fee payable by the applicants wishing to join in the following year.

Article 22

All members shall pay an annual subscription, the amount of which shall be fixed by the AGM. The amount of the subscription shall be calculated to include a sum representing the annual dues payable by each member through the Association to the International Federation.

The annual subscription is payable on the first day of January of each calendar year.

The Executive Committee may agree to reduce the amount of the first annual subscription payable by a new member whenever that member joins the Association more than six months into the financial year,

FINANCE

Article 23

The funds of the Association shall be used solely to promote the aims of the Association as set out in article 3 of this constitution.

Article 24

The Executive Committee may decide to allocate any portion of the Association funds for any purpose the members of the Committee believe does promote the aims of the Association but no allocation in excess of HK\$10,000.00 shall be made without the approval of the membership at the AGM, an EGM or a business meeting.

No allocation of Association funds shall be made as a donation to any charity or cause not directly concerned with the aims of the Association without the approval of the membership at the AGM, an EGM or a business meeting,

In the event of the Association being wound up in accordance with article 27, and subject to the instructions of the International Federation as provided in that article, any funds belonging to the Association at that time shall be disposed of first in discharging the Association's legitimate debts and second by way of donation or endowment to some charity or for some purpose consistent with the aims of the Association as determined by the membership of the Association at an EGM. The funds of the Association shall not in any event be distributed to or among all or any of the members of the Association.

Article 25

The members shall be jointly liable for the debts of the Association.

AMENDMENTS

Article 26

The Constitution may be amended at any AGM or EGM of the Association by an affirmative vote of two thirds of those present and voting, provided that:

- (a) A written copy of the proposed amendment shall have been received by the Secretary of the Association at least two months before the date of the AGM or EGM as appropriate.
- (b) The proposed amendment shall have been considered by the Executive Committee and shall have been circulated to the members of the Association, with the Committee's recommendations, at least one month before the AGM or EGM as appropriate.
- (c) The amendment, if passed by the membership, shall be subject to the approval of the International Federation and the Registrar of Societies.

DISSOLUTION

Article 27

The Association may only be dissolved if

- (a) A written resolution seeking dissolution, endorsed by at least 50% of the paid-up members of the Association, has been received by the Executive Committee; and
 - (b) A motion to dissolve the Association is passed at the AGM or EGM by a majority of at least two thirds of those present; and
 - (c) The General Secretary of the International Federation has been informed of the receipt of the written resolution by the Executive Committee; and
 - (d) The subsequent instructions of the International Federation have been carried out.
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