

CONSTITUTION AND RULES  
OF  
HONG KONG SENIOR GOVERNMENT OFFICERS ASSOCIATION

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TITLE

1. The name of the Association is Hong Kong Senior Government Officers Association (香港高級公務員協會).

REGISTERED ADDRESS

2. The registered address of the Association shall be Room 328, 3/F, East Wing, Central Government Offices, 2 Tim Mei Avenue, Tamar, Hong Kong , and all changes shall be notified to the Registrar of Trade Unions.

OBJECTS

3. (1) The objects of the Association are as follows: -
- (a) To promote and protect the interests and welfare of all Senior Government Officers in the Civil Service of the Government of Hong Kong Special Administrative Region.
  - (b) To improve the conditions of service of the said officers.
  - (c) To promote sympathy and understanding between the Government and the said officers.
- (2) To achieve the aforesaid objects, the Association may: -
- (a) promote the consideration and discussion of all questions affecting the interests of the said officers and to submit to Government the opinions of the said officers on all such matters;
  - (b) diffuse amongst the members of the Association information on all matters affecting the status, interests and conditions of service of all the said officers, and print, publish, issue and circulate such books, circulars and other papers as may seem conducive to any or all of the objects of the Association;
  - (c) support with its funds any or all of the objects of the Association or of other objects which the Association may lawfully participate or engage in ;
  - (d) afford legal advice and legal assistance to members of the Association at the discretion of the Council of the Association;
  - (e) subscribe to, and co-operate with any other association , whose objects are,

altogether or in part, similar to those of the Association and to procure from and communicate to any such other Association such information as may be likely to further the objects of the Association;

- (f) purchase, take on lease, or otherwise acquire any lands, buildings easements, or property, real or personal, which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association;
- (g) generally to promote the material, social and educational welfare of members in any lawful manner which the Council of the Association may from time to time deem expedient.

## MEMBERSHIP

4. In these Rules, unless there be something in the subject or context inconsistent therewith :-

“Association” means Hong Kong Senior Government Officers Association (香港高級公務員協會).

“Council ” means the Council of the Association for the time being constituted under these Rules.

“ Government ” means the Government of Hong Kong Special Administrative Region.

“Government Officers ” means such persons who for the time being are serving in the Civil Service of the Government of Hong Kong Special Administrative Region and who are, regardless of race and nationality, accorded terms of services as Local Appointment in accordance with CSR100(14) on their first appointment to the Government of Hong Kong Special Administrative Region or the Government of Hong Kong before 1st July 1997.

- 5A. Membership is open to all Government Officers holding posts:-

- (a) in the Directorate Scale;
- (b) in any class or grade for which the initial salary is at or above the 34th point on the Master Pay Scale;
- (c) in any other grade for which the initial salary is at or above the 27th point on the Master Pay Scale, and in respect of which the salary scale extends, without

any intervening promotion bar, to a point at or above the 35th point on the Master Pay Scale or the equivalent thereof in the Disciplined Services Pay Scale;

- (d) in any grade not specified in sub-paragraphs (a), (b) and (c) above, but which the Council may in its absolute discretion consider to be equivalent to or comparable with any grade specified in sub-paragraph (c) above.

5B. Affiliate Membership is open to those Government Officers who are members of any professional or other grade Associations, whose membership scopes and objects are, altogether or in part, similar to those of the Association as stipulate respectively in Rules 3(2) and 5A. Admission or otherwise of affiliate members are subject to the sole discretion of the Council.

5C. Subject to Rules 10A and 11, any member who has been a paid-up member of the Association for a period of 20 or more consecutive years shall be eligible for Life Membership/Life Affiliate Membership of the Association and shall be exempt from paying annual subscriptions. Paid-up members with less than 20 consecutive years membership shall also be eligible for Life Membership/Life Affiliate Membership on payment of a lump sum of subscription for the remaining number of years required to make up a total 20 years, calculated at the rate laid down in Rule 7 in force, Life Member shall have the same rights, privileges and obligations as paid-up members. If Life Members/Life Affiliate Members retire from the civil service on account of age or ill health they shall be eligible to apply for Life Associate Membership of the Association subject to the same provisions of Rule 10C governing Associate Members save that Life Associate Members are exempt from paying annual subscriptions.

5D. Alliance Association Membership is open to any professional or other grade Associations in the Civil Service. An Alliance Association should generally agree with the objects of the Association, and should pass a resolution of becoming an Alliance Association of the Association in their either AGM, EGM, Executive Committee or council meeting. Upon application, the Alliance Association should submit a membership profile and a list of the name, Government bureau/department and grade of their Executive Committee or Council members. The Chairman or his authorized representative(s) of the Alliance Association must be a full member of the Association. Admission or otherwise of Alliance Associations are subject to the sole discretion of the Council. The Alliance Association should update their list of Executive Committee or Council members upon any change of the above list.

5E. (1) The Council may invite any person whom the Council desires to honour for his/her exceptional services to the Association or notable contributions towards enhancing

the image of the Senior Government Officers to be an Honorary Member for such a period that it thinks fit.

- (2) An Honorary Member is an honorary title carrying no duties whatsoever. Honorary Member shall enjoy all the rights and privileges of the membership except that an Honorary Member shall have no right of voting at any meetings of the Association or to be elected a member of the Council. An Honorary Member shall pay the relevant membership fee as prescribed by the Council from time to time.

5F. (1) The Association, subject to its Council's approval, may accept any persons to join as Friends of the HKSGOA, but not membership, including:

- (i) former members/affiliate members who ceased to serve in the Civil Service on their own accord;
  - (ii) retired civil servants who had not been member of the association prior to his/her retirement and had previously worked in any class or grade in the Government for which the initial salary is at or above the 34th point on the Master Pay Scale in the Government;
  - (iii) Non-Civil Service Contract staffs who are currently working in the Government on Non-Civil Service Contracts on companion ranks equivalent to or above 34th point on the Master Pay Scale; or
  - (iv) any person that have been invited by the Council.
- (2) A person wishing to join the Association as a Friend of the HKSGOA must submit a completed application form with a joining fee to the Association. The joining fee for Friends of the HKSGOA is a one-off fee of \$400.
  - (3) A Friend of the HKSGOA shall have no right of voting at any meetings of the Association or to be elected a member of the Council. However, Friends of the HKSGOA shall enjoy the benefits available to the members.

6. Where any qualified officer desires to be admitted to membership of the Association, he must sign and deliver to the Secretary of the Association an application for admission in such terms as the Council shall require.

7A. The annual subscription payable by a member and an affiliate member shall be the sum of \$200 and \$20 respectively, or any other sum decided on by any general meeting. All annual subscription shall become due and payable in advance on the 1st day of April in each year, the financial year of the Association being the first day of April of each year to the 31st day of March of the following year. A member shall only be required to pay the sum of \$100 for his/her annual subscription up to the end of the financial year if he/she newly joins the Association after 1st day of October in each year.

7B. The annual subscription payable by an Alliance Association shall be the sum of \$1000, or any other sum decided on by any general meeting. All annual subscription shall become due and payable in advance on the 1st day of April in each year.

8. Subject to Rule 10C, every member shall be entitled to all the rights and privileges and be subject to all the duties and obligations of a member of the Association, including the right to be elected a member of the Council and to attend and vote at any general meeting of the Association. Provided that any member whose subscription has been unpaid by the first day of July in any year shall cease ipso facto to be a member of the Association but he may be reinstated at the discretion of the Council on payment of all the arrears for the year in which he ceased to be a member together with the annual subscription for the year in which he seeks reinstatement. Affiliate members are not entitled to be elected a member of the Council and to vote at any general meeting of the Association.

9. Any member/affiliate member wishing to resign from the Association shall give one month's notice in writing of his intention to do so and send it to the Secretary. Upon expiration of such notice he shall cease to be a member/affiliate member.

10A Subject to Rule 10B, any member/affiliate member who ceases to serve in the said Civil Service shall ipso facto cease to be a member/affiliate member of the Association.

10B. All current members/affiliate members of the Association who immediately prior to their ceasing to be such members/affiliate members as aforesaid pursuant to Rule 10A of these Rules shall be eligible to apply for Associate membership of the Association provided only that they have been retired from the Civil Service on account of age or ill health.

10C. All such associate members shall pay an annual subscription of \$20 or a one-off payment of \$400 for Life Associate Membership and shall enjoy all the rights and privileges of membership except that all associate members shall have no right of voting at any meetings of the Association or to be elected a member of the Council. Provided however that such an associate member may be elected a Secretary, an Assistant Secretary or Treasurer of the Association or, subject to Rule 41A(3), to membership of the Board of Advisers by members of the Association in a General Meeting for such term or terms as may be prescribed by a resolution of such meeting and provided also that no associate member may be elected Chairman, Senior Vice-Chairman or Vice-Chairman of the Association. An associate member becoming an officer of the association or becoming the Chairman of the Retired Civil Servants Branch shall have the right to vote only at Council Meetings. All such associate members shall be eligible for joining and for service on the Retired Civil Servants Branch.

11. If any member, affiliate member or associate member or life associate member or Honorary Member or Friend of the HKSGOA shall willfully refuse to comply with these rules

or shall be guilty of conduct prejudicial to the Association, as the case may be, he shall be liable to expulsion by resolution of the members of the Council: Provided that at least one week before the meeting at which such resolution is passed, he shall have had written notice thereof, and of the intended resolution, and he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense he may think fit. A member of any membership expelled under this Rule shall have a right of appeal to the Association in general meeting, whose decision shall be final.

#### ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING

12. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and the meeting shall not be held later than 31st October of each year. The annual general meetings shall be held at such time and place as the Council shall appoint. All other general meetings shall be called extraordinary general meetings.

13. The Council may, whenever it thinks fit, and it shall upon a requisition in writing by any fifteen or more members addressed to the Secretary convene an extraordinary general meeting. If the Council does not within 21 days after the receipt of the said requisition proceed duly to convene any such meeting, the members making the requisition may themselves convene an extraordinary general meeting. Any requisition made by the members shall express the object or objects of the meeting proposed to be called and shall be sent to the registered address of the Association.

14. At least twenty-one days before every meeting notice thereof specifying the place, the day, and the hour of the meeting, and in case of special business the general nature of such business shall be given to the members hereinafter mentioned, or in such other manner, but the accidental omission to give such notice to or the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

15. All business shall be deemed special that is transacted at any extraordinary general meeting, and all that is transacted at any annual general meeting, with the exception of the accounts, balance sheet, and the report of the Auditors thereon, and the annual report of the Council, the election of members of the Council in place of those retiring and the appointment and remuneration of the Auditors.

16. The annual report referred to in the above rule shall after its presentation to the annual general meeting be submitted to the Registrar of Trade Unions together with the following information, if such information is not already included in the annual report:

- (i) A statement of the total number of members/affiliate members of the Association as at the date of its compilation;
- (ii) A copy of the Treasurer's report on the finances of the Association in respect of the preceding financial year;
- (iii) A copy of the report of the Auditors on the said finances of the Association in respect of the preceding financial year;
- (iv) All other particulars which may lawfully be required by the Registrar of Trade Unions;
- (v) An account of all activities which the Association participated in during the preceding year.

17. No business shall be transacted at any general meeting, whether annual or extraordinary, unless a quorum of not less than fifteen members is present at any such meeting.

18. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.

19. The Chairman, or in his absence, the Senior Vice-Chairman or a Vice-Chairman of the Council, shall preside at every general meeting of the Association. If the Chairman, the Senior Vice-Chairman and the Vice-Chairmen of the Council are not present within half an hour of the time appointed for holding the meeting the members present shall choose one of their members to be Chairman of such meeting.

20. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

21. At any general meeting, a declaration by the Chairman that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the Association shall be conclusive evidence of the fact.

22. Subject to Rule 10C, every member who has paid his annual subscription as provided in these rules shall be entitled to attend and vote at all general meetings of the Association and every member shall be entitled to one vote. Votes may be given personally

only and no votes shall be given by proxy. No person other than a member shall be entitled to be present or vote on any question at any meeting. In the case of an equality of votes the Chairman of the meeting at which the voting take place shall be entitled to a second or casting vote. Affiliate members are not entitled to vote at any general meetings.

23. Voting in respect of any or all of the following matters shall be by means of secret ballot : -

- (i) The election of members of the Council.
- (ii) The change of name of the Association.
- (iii) The amalgamation of the Association with any other trade union.
- (iv) The federation of the Association with any other trade union or with any other trade union federation.

### COUNCIL

24(1) There shall be a Council consisting of not less than seven nor more than nineteen members, who shall be elected in the manner prescribed in Rule 25, provided that not more than three such members shall be of the same Government department or of the same grade or of the same profession. Provided further that notwithstanding the aforesaid restrictions, the Immediate Past Chairman and the Chairman of the Retired Civil Servants Branch shall, ex officio, be voting members of the Council.

(2) Where the simple counting of votes at an election held for the purpose would have resulted in four or more members of the same Government department or of the same grade being elected to the Council, only those three who have received the highest number of votes amongst such four or more members shall be deemed to have been elected.

(3) For the purposes of this Rule, a member belonging to any General Grade shall not be deemed to be a member of the Government department to which he is attached for the time being.

(4) The Council may elect not more than 18 co-opted members from members/affiliate members/associate members of the Association into the Council each year. These co-opted members shall not have the right to vote in the Council meetings. Their term of service shall be annual. There will not be any restriction as to whether these co-opted members are of the same Government department, or of the same grade or of the same profession as the Council members.



25. The election of the members of the Council shall take place at the annual general meeting and shall be conducted in the following manners : -

- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as a member of the Council.
- (b) Nomination for election to the Council shall be in writing signed by the Candidate and one proposer and one seconder who shall be members of the Association and shall reach the Secretary at least seven days before the date set for the annual general meeting.
- (c) Any nominations shall be open for inspection at the annual general meeting and the declaration of the Chairman of the number of nominations received shall be deemed final.
- (d) If two or more candidates obtain an equal number of votes, another ballot shall, if necessary, be taken in respect of such candidates. If two or more candidates again obtain an equal number of votes, the retiring members of the Council shall elect by lot from such candidates the candidate or candidates who is or are to be elected.

26. Subject to Rule 24, a casual vacancy arising from among the members of the Council (who have not been elected officers of the Association) shall be filled by the unsuccessful candidate who secured the next highest number of votes at the last Annual General Meeting and the person so chosen to fill the vacancy shall retain his office only for the same period as the vacating member would have retained the same as if no vacancy had occurred.

27. The Council shall carry into effect the objects for which the Association is constituted as hereinbefore set forth in such manner and by such means as it may determine subject nevertheless to these rules and as prescribed by the Association in general meeting. Contracts made by the Council on behalf of the Association shall bear the signatures of the Chairman and Secretary (or of such members who for the time being and under the rules of the Association act as Chairman and Secretary) and such other member or members appointed by the Council for such purpose.

27A.(1) The Association shall have a common seal which shall be in the safe custody of the Secretary, and this common seal shall only be used by the authority of the Executive Council in resolution.

- (2) Contracts or instruments made by the Executive Council on behalf of the Association to which the common seal of the Association shall be affixed shall be signed by an officer or a member appointed by the Council for the purpose and countersigned by the Chairman, Treasurer or Secretary (or by such other members who for the time being and under the Rules of the Association act as Chairman, Treasurer or Secretary).

28(1). The Council may from time to time delegate any of their powers to such committee or committees consisting of two or more members of the Association, and not necessarily members of the Council, as they shall think fit to appoint, and may recall or revoke any such delegation or appointment. Any such committee shall in the exercise of the powers so delegated, conform to any regulations that may be prescribed by the Council.

28(2). Appointment of Co-opted Members

(a) The Council may appoint not more than 18 members/affiliate members/associate members of the Association to be co-opted members who are enthusiastic about union affairs, and are willing to help organizing activities of the Association. The appointed co-opted members are not Council members and shall serve for a term of 1 year.

(b) Upon invitation of the Council, co-opted members can attend Council Meetings to report on the work done. They shall have no voting rights in the Council Meetings.

(c) The Council may dismiss any co-opted member for reasons deemed good and sufficient in the interests of the Association.

(d) There will not be any restriction as to whether these co-opted members are of the same grade or of the same profession as the Council members.

28(3) Retired Civil Servants Branch, Hong Kong Senior Government Officers Association  
(香港高級公務員協會退休公務員分會)

(a) The Council shall form a Retired Civil Servants Branch under the Association to deal with matters related to retired civil servants as the Council may deem necessary and may delegate authority to the Branch.

(b) The objects of the Branch shall be: -

- (i) To represent the interests of Branch members in the General Meeting or Council of; on all issues related to retired civil servants;

- (ii) To represent the interests of Branch members in dealing with the Hong Kong SAR Government; on issues related to retired civil servants, such as pension and related retirement benefits of the Branch members;
  - (iii) To promote the general welfare of Branch members, such as the provision of social and recreational activities to the Branch members.
- (c) Membership is open to all members of the Association who are (i) retired from the Civil Service on account of age or ill health. All retired life members and life associate members of the Association will automatically become members of the retired Branch, without any joining fee; (ii) for other retired civil servant members who are not life members or life associate members of the Association, they are required to register with the Branch with a payment of membership fee either a one-off of \$400 or an annual fee of \$20, as laid down in Rule 10C.
- (d) The Branch shall hold an annual general meeting once a year within the period from September to December. The annual general meeting of the Branch shall be held at such place and time as the Branch Executive Committee may decide. All members of the Branch are entitled to be present at the general meeting. The quorum for all general meeting shall be one-tenth of, or not less than 8 of the members of the Branch, whichever is the less. With the exception of (i) matters regarding amalgamation with other trade unions and (ii) matters for which requisite votes are prescribed by the Trade Unions Ordinance or by the rules of the Union, all decisions of the General Meeting shall be valid if they are made with the majority support of all voting Branch members present constituting a quorum. Except for the arrangements of holding an annual general meeting of the Branch provided in clause 28(3), the provisions on arranging an annual general meetings by the Association shall apply to the Branch.
- (e) The businesses of the Branch Annual General Meeting shall be:
  - (i) To present reports from the Branch Executive Committee;
  - (ii) To consult members' view on issues referred by the Branch Executive Committee;
  - (iii) To plan any activities of the Branch and report to members.
- (f) The governance of the Branch and the conduct of its affairs shall be vested in its Executive Committee. The Executive Committee of the Branch shall be formed by members of the Branch composing with not less than 5 committee members, namely 1 Chairman, 1 Vice-chairman, 1 Secretary, 1 Treasurer and at least 1 committee members.
- (g) The Chairman shall be nominated by the Council while other members of the Executive Committee shall be nominated by the Chairman with prior agreement of the Council. The appointment of Executive Committee of the Branch shall be approved by secret ballot of voting members at the General Meeting of the Association. The term of office of the members of the Executive Committee is 1 year and they shall be eligible for re-appointment.

- (h) The Executive Committee shall meet at least once every six month(s). Over one-half of the total number of members of the Executive Committee shall form a quorum. With the exception of (i) amalgamation with other trade unions, and (ii) matters for which requisite votes are prescribed by the Trade Unions Ordinance or by the rules of the Union, all decisions of the Executive Committee shall be valid if they are made with the majority support of members of the Executive Committee present and shall be properly recorded.
- (i) The Executive Committee shall act in accordance with the objects of the Branch and the Association as well as the resolutions of the General Meeting of the Branch and the Association and the meeting of the Executive Committee. The Executive Committee shall conduct its businesses under the control of the Council, brief the Council of its businesses and submit its work plan for approval of the Council as the Council may deem necessary. The Officers of the Council shall have the right to attend the general meetings and meeting of Executive Committees of the Branch. The Executive Committee shall be accountable to members of both the Branch and the Association.
- (j) The Branch shall be bound by the constitution of the Association to contribute to the Association's funds. The provisions on financial and administration of the Association shall apply to the Branch while the disciplinary arrangements to the Council shall apply to the Executive Committee of the Branch.
- (k) The branch may seek funding from the Association for routine operating expenses. The amount of cash to be held by the Branch shall be capped at \$10,000. If the Executive Committee would like to raise fund for the Branch, prior approval of the Council shall be required. The treasurer of the Council shall be responsible for the budget and annual statement of accounts of the Branch. The budget and annual statement of accounts shall be submitted the Council and be incorporated in the annual statement of accounts of the Association.
- (l) The Branch may be dissolved by the Council or through a resolution of a general meeting of the Association. All the surplus assets and funds remaining after the satisfaction of the debts and liabilities shall be transferred to the Association.

29. The Council shall give instructions to the Secretary and other officers of the Association for the conduct of the business of the Association. It may suspend or dismiss any officer of the Association for neglect of duty, dishonesty, incompetence, refusing to carry out the decisions of the Council or for any other reason which it deems good and sufficient in the interests of the Association. Any officer suspended or dismissed from his post shall have a right of appeal to the annual general meeting or extraordinary general meeting. It shall give instructions to the Treasurer for the investment of the funds of the Association.

30. The office of a member of the Council shall be vacated : -

- (a) if he ceases to be a member of the Association;

- (b) if by notice in writing he resigns his office;
- (c) if he is removed by a resolution of the Association in general meeting passed by three-fourths of the members present thereat and entitled to vote;
- (d) if he absents himself from meetings of the Council continuously for a period of six months without leave of absence from the Council.

31. The continuing members of the Council may act notwithstanding any vacancy in their body provided that in case the number of members of the Council shall at any time be reduced below that provided in Rule 24 hereof, such remaining members of the Council may act only for the purpose of filling vacancies.

32. The members of the Council may hold meeting, adjourn or otherwise regulate their meetings as they think fit. Five members of the Council shall constitute a quorum at any meeting of the Council. Questions arising at any meeting shall be decided by a majority of votes but in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote. Meetings of the Council shall be held at least once in every three months.

33. The members of the Council shall cause proper minutes to be made of all the proceedings of all meetings of the Association and of the Council and of all committees and of all business transacted at such meetings, and any such minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of next succeeding meeting shall be sufficient evidence, without further proof, of the facts therein stated.

#### OFFICERS

34. The officers of the Association, that is to say, the Chairman, the Senior Vice-Chairman, two Vice-Chairmen, the Treasurer, the Secretary and the Assistant Secretary, shall be elected, except as otherwise provided in Rule 10C, from amongst the members of the Council themselves at a meeting of the Council convened for that purpose to be held within two weeks after the holding of the annual general meeting of the Association. All the above-named officers shall hold office from their election or appointment, as the case may be, until the election or appointment of officers at the corresponding meeting of the Council in the year next following. No member of the Council shall hold office as Chairman for more than three consecutive terms : Provided however that notwithstanding the aforesaid rule, any member of the Council so affected may be re-appointed Chairman by a resolution passed by at least two-thirds of the members present and entitled to vote at the annual general meeting at which such resolution is to be proposed : AND Provided further that Notice of such

resolution together with the written consent of the candidate and the names of the proposer and seconder thereof shall be forwarded to the Secretary at least two weeks before the date of the said meeting. Any casual vacancy arising from amongst the officers of the Association shall be filled from amongst the members of the Council (see also Rule 26 hereof ).

35A. The Chairman of the Association shall preside at all annual and extraordinary general meetings and Council meetings and shall be responsible for the proper conduct of the business at all such meetings. He shall sign the minutes of each meeting at the time they are approved. He shall sign all other documents as the Chairman of the Association, save that in his discretion he may direct the Senior Vice-Chairman, a Vice-Chairman, the Secretary or the Assistant Secretary of the Association to sign on his behalf. He shall in conjunction with the Secretary and Treasurer superintend the general administration of the affairs of the Association and shall endeavour to secure the observance of these rules by all the members.

35B. Upon relinquishing his office the Chairman shall be accorded the style and title of Immediate Past Chairman and shall retain the same until there is a subsequent change in Chairmanship.

36A. The duties of the Senior Vice-Chairman and the Vice-Chairmen shall be defined by the Council. In the absence of the Chairman or in the event of his inability to perform his duties, the Senior Vice-Chairman or a Vice-Chairman shall act for him.

36B. In the event that a Member duly appointed by the Council to represent the Association's interests in any place abroad is not holding the post of the Immediate Past Chairman, the elected Senior Vice-Chairman or an elected Vice-Chairman in accordance with Rule 34 hereof, the Member so appointed shall, for the duration of his appointment, be accorded the style and title of Honorary Vice-Chairman.

37. The Secretary shall conduct the business of the Association in accordance with these rules, and carry out the instructions of the Association in general meeting and of the Council. He shall attend all meetings of the Council and shall record the proceedings, provided that in his absence and the absence of the Assistant Secretary, the Council may appoint a Secretary ad hoc from among its members to perform his duties. The Secretary shall have the right to address Council meetings and to vote thereat, provided that where such Secretary is in the full-time employment of the Association and is paid for his services, he shall not have a right to vote at any meeting. He shall prepare the annual report for the annual general meeting and shall also prepare or cause to be prepared the annual return in accordance with the provisions of the Trade Union Registration Ordinance, No.52 of 1961, or any amendment thereof, for submission to the Registrar of Trade Unions of the prescribed

date. The said return shall also be made available by him to all the members of the Association in such manner as may be decided by the Council. He shall also keep an up-to-date list of members of the Association available for inspection of members of the Association at any time and shall in conjunction with the Treasurer sign all cheques on behalf of the Association.

37A The duties of the Assistant Secretary shall be defined by the Council. In the absence of the Secretary or in the event of his inability to perform his duties, the Assistant Secretary shall act for him. The Assistant Secretary shall have the right to address Council meetings and to vote thereat, provided that where such Assistant Secretary is in the full-time employment of the Association and is paid for, he shall not have a right to vote at any meeting. However, he is still required to be elected by secret ballot as provided for in Rule 23(i) and Rule 25.

38. The Treasurer of the Association shall be responsible for the safety of all monies belonging to the Association and shall keep full and accurate accounts thereof. He shall prepare a financial statement for each meeting of the Council and for the annual general meetings. He shall give the Auditors all necessary assistance and documents for the audit of the accounts of the Association. He shall have the right to speak and vote on all matters at all meetings of the Association and of the Council, except upon financial matters pertaining to the Association. He shall in conjunction with the Secretary, sign all cheques on behalf of the Association.

39. The Treasurer shall provide facilities for the inspection of the account books of the Association by any member of the Association upon a notice in writing addressed to him.

40. The Treasurer, on the authority of the Council, may disburse funds of the Association as and when necessary for the following purposes :-

- (a) The payment to the Secretary of such sums as may be necessary to meet the cost of clerical assistance in his work as Secretary.
- (b) The payment of any other expenses of the Association which, in conformity with section 33 of the Trade Union Registration Ordinance, No.52 of 1961, or any amendment thereof, were incurred under the authority of the Council.

#### AUDITORS

41. (1) One or two auditors, who need not be members of the Association shall be appointed at the annual general meeting.

- (2) They shall audit the general accounts of the Association as soon after the close of each financial year as possible. They shall examine all books and accounts of the Association, and shall certify as to their correctness or otherwise. They shall prepare a report to the annual general meeting.
- (3) A copy of the Auditors' report shall be conspicuously displayed in such place as the Council may decide.

#### BOARD OF ADVISERS

- 41A. (1) The Association shall have a Board of Advisers consisting of not more than 18 members. Any member of the Council who has served the Association in such capacity for an aggregate period of not less than five years may upon an ordinary resolution of the Association be elected a member of the Board of Advisers of the Association, provided that no existing member of the Council may be appointed as such advisers as aforesaid for so long as he remains a member of the Council of the Association.
- (2) Members of the Board of Advisers shall be elected upon an ordinary resolution of the members passed at any general meeting of the Association, provided that notice of such resolution shall be given to the members at least twenty-one days prior to the holding of such meetings.
  - (3) No associate member of the Association shall be elected to membership of the Board of Advisers unless he is proposed and seconded by one or more members of the Council of the Association for the time being.
  - (4) The Board of Advisers shall have a Chairman and a Secretary elected amongst the members of the Board and all meetings of the Board may be convened by the Chairman upon requisition by the Council of the Association for the purposes of advising upon all matters concerning the objects and purposes of the Association. The Council shall not be obliged to accept the advice or opinion of the Board so tendered.

#### HONORARY PRESIDENTS

- 41B. (1) The Council may from time to time invite any distinguished person to be Honorary President for the Association and enlist his/her contributions to the Association. The Honorary President shall be appointed for such a period, but no less than a year, as decided by the Council, and, subject to the approval of



the Council, shall be eligible for reappointment for further terms.

- (2) Honorary President is an honorary title carrying no duties whatsoever. Upon invitation of the Council, Honorary President can attend meetings of the Association and give opinions where appropriate. The Council shall not be obliged to accept the advice or opinion of an Honorary President. However, Honorary President shall not interfere in the administration and affairs of the Association and shall not have the right to vote.
- (3) The general meeting may dismiss Honorary President for reasons deemed good and sufficient in the interests of the Association.

#### USE OF FUNDS

42. The general funds of the Association may be used by the Council for any lawful purpose approved by the general meeting including : -
  - (i) the payment of salaries, allowances and expenses to officers and employees of the Association ;
  - (ii) the payment of expenses for the administration of the Association, including the audit of the accounts of the funds of the Association ;
  - (iii) the promotion of all the objects of the Association ;
  - (iv) the conduct of trade disputes on behalf of the Association or any member thereof ;
  - (v) the prosecution or defence of any legal proceedings to which the Association or any member thereof is a party, when such prosecution or defence is undertaken for the purpose of securing or protecting any rights of the Association as such or any rights arising out of the relations any member with the Government as employer.
43. The funds of the Association which are not required for current expenses may, on the direction of the Council, be deposited in a bank or invested in such public stock, Government securities or other funds as the Council may deem fit.
- 43A. In the event of the Council finding at any time that the general funds of the Association may be insufficient to cover all expenditure incurred in conformity with Section 33 of the Trade Unions Ordinance ( Chapter 332 ) or any amendment thereof, and in

accordance with Rule 42 hereof, or in the event of a deficiency occurring or seeming to the Council likely to occur or if there shall be any change in circumstances which in the reasonable opinion of the Council require any payment of subscriptions, fees and contributions by the members of the Association, each member shall contribute towards the expenses or payments in such manner and in such amount as from time to time to be approved by the general meetings.

43B. The Association can raise fund through:-

- (i) Sponsorship from Honorary Presidents, Honorary Members, members, non-members, Friends of the HKSGOA and interested parties.
- (ii) events and activities.

#### LEGAL ASSISTANCE

44. The Council shall be empowered to provide legal advice and assistance to any member of the Association in accordance with the Constitution on any matter connected with his employment: Provided that the Council is satisfied that such legal advice or assistance is advisable in the interests of the Association.

#### INSPECTION OF BOOKS

45. The minute books, registered rules and the register of members of the Association shall be open to the inspection of members, provided that prior application shall be made to the Secretary to have the said books, registered rules and register of members/affiliate members made available for inspection.

#### AMENDMENT OF CONSTITUTION AND RULES

46. The constitution and rules may be altered, rescinded or added to by a resolution passed by at least two-thirds of the members present and entitled to vote at any extraordinary general meeting of the Association held for that purpose. Provided that the notice calling any such meeting shall specify the proposed alteration, rescission or addition to the constitution and rules.

#### NOTICES

47. A notice may be given by the Association to any member/affiliate member/associate member either personally or by sending it by post to him at his registered address, or by

sending it by electronic means. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the said notice, and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.

## DISSOLUTION

48. The Association shall be wound up if at a general meeting of the Association held for that purpose, a resolution to that effect is passed by at least three-fourths of the members of the Association who are present and entitled to vote thereat.

49. If the Association shall be wound up and dissolved, any surplus assets remaining after the satisfaction of all of its liabilities shall not be paid out or distributed to the members, but shall be given or transferred to such association, having objects similar to those of the Association, as the members shall by resolution direct.