

MEMORANDUM OF ASSOCIATION OF BUILDINGSMART INTERNATIONAL (HK) LTD

1. The name of the Company is buildingSMART International (HK) Ltd.(bSHK)(hereinafter called "the Association").
2. The Registered Office of the Association shall be situated in Hong Kong.
3. The objectives for which the Association is established are as follows:
 - (a) to provide a universal basis for information sharing and process improvement in the construction, property management, property development, asset management, design and information sharing industries
 - (b) to promote and advance the knowledge, study and practice of information sharing and process improvement in the construction , asset and property management industries
 - (c) to assist constituent Chapters of buildingSMART International (hereinafter called "the bSI") in other countries in identifying and implementing common strategies to further the goals of the bSI , including the definition, publication and promotion of Industry Foundation Classes (IFCs). Such assistance may take the form of retaining, directing and supporting necessary professional consultants to accomplish goals of the bSI
 - (d) to approve the programme of work, to share out the responsibilities for resourcing the work and to monitor progress
 - (e) to promote market awareness and adoption of interoperability among various information systems through the use of IFCs
 - (f) to ensure that intellectual property management of the Association and the bSI are suitably protected
 - (g) to encourage and monitor implementation of IFCs

In furtherance of the above objects but not further or otherwise the Association shall have the following powers:

- (i) to promote and advance the knowledge, study and practice of each and all the arts and sciences concerned with the information sharing and process improvement in the construction and property management industries
- (ii) to promote an advisory service on all matters relating to the information sharing and process improvement in the construction and property management industries for members of the Association and the public generally;
- (iii) to provide or assist in providing an education, training and careers counselling service for persons engaged or about to be engaged in information sharing and process improvement in the construction and property management industries or any employment in connection therewith;
- (iv) to encourage and develop the role of the information sharing and process improvement in the construction and property management industries professions in the community at large;
- (v) to promote and carry out or assist in promoting and carrying out action on recruitment, education, training, continuing professional education, raising of standards and promotion of quality and efficiency; other pertinent issues;
- (vi) to promote and stimulate the improvement of the technological, managerial and general knowledge of persons engaged or about to be engaged in construction, property management, property development, asset management, design and information sharing industries or in any employment in connection therewith and with a view thereto, to provide for the delivery of lectures and the holding of classes and to test by examination or otherwise the competence of such persons and to award diplomas, certificates, medals, prizes and other distinctions and to collaborate with any Government department or educational or professional body in all or any of these matters;
- (vii) to association, promote and establish or assist in instituting, promoting and establishing, chairs or lectureships (whether controlled by the Association or not) in connection with any College, University, Institution of learning or otherwise and to subsidize or assist the teaching of any subjects relating to construction, property management, property development, asset management, design and information sharing industries and kindred matters, arts and sciences or tending to further the objects of the Association;
- (viii) for the purpose of education and training to establish scholarships, bursaries and studentships, to make payments for or towards the fees and expenses reasonably incurred by students and to establish and administer a fund or funds for any one or more of these purposes;
- (ix) for the purpose of continuing professional education to arrange and provide for or assist in the arranging and providing for the holding of meetings, lectures, seminars, conferences and courses of study;
- (x) to arrange and provide for or assist in the arranging and providing for the holding of exhibitions and competitions and to award certificates, medals and prizes therefor;
- (xi) to co-operate and confer with, or otherwise assist and advise, government departments, municipal authorities, charitable trustees, universities, colleges, schools and other educational institutions and other public or private bodies or corporations;
- (xii) to promote and carry out or assist in promoting and carrying out research, surveys and investigations and to publish results thereof;

- (xiii) to encourage research and invention, to investigate and make known the nature and merits of the results of any research and/or invention which may be capable of being used by persons engaged in the construction, property management, property development, asset management, design and information sharing industries and to acquire patents or licences relating to any such inventions with a view to the use thereof by members of the Association or others either gratuitously or upon such terms as may be deemed expedient;
- (xiv) to procure, compile, print, publish, lend or distribute gratuitously or otherwise a journal and such other literature, documents or films as may be desirable for the purposes of disseminating information and advancing the objects of the Association and of keeping members and other informed on subjects connected to the work theory and practice relating to the construction, property management, property development, asset management, design and information sharing industries, including statistics, scientific, investigation, business and similar subjects or by contribution to or by advertising in any newspaper, periodical or journal to achieve like objects;
- (xv) to make, promulgate and publish from time to time standing orders, by-laws and regulations which may be deemed desirable or convenient for the administrative efficiency of the Association or its Council or any Committee or for the conduct of, or qualification for entry into, any examination set by the Association in relation to each class of membership of the Association or any authorized activity of the Association;
- (xvi) to provide facilities for the social and professional intercourse between the members of the Association, and to afford them such privileges, advantages, conveniences, and accommodations as may from time to time be decided;
- (xvii) to originate and promote improvements and to support or oppose alterations in the law relating to the construction, property management, property development, asset management, design and information sharing industries and kindred matters, arts and sciences and to effect improvements in administration in matters, arts and sciences and to take all necessary or proper steps in national, local, municipal or other authorities in any place in which the Association may have interests, for the purpose of furthering the interests of the Association; to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interests of the Association or of its members; and to procure the registration or incorporation of the Association in or under the laws of any place outside Hong Kong;
- (xviii) to promote excellence in information sharing and process improvement in the construction and property management industries, and just and honorable practice in the conduct of business; to represent generally the views of members of the Association and others engaged in the information sharing and process improvement and kindred matters, arts and sciences, and to preserve and maintain the integrity and status thereof and to suppress dishonorable and unprofessional conduct and practices and with a view thereto to make, promulgate and publish from time to time rules which may be deemed desirable for the professional conduct of members of the Association;
- (xix) to arrange and promote the adoption of equitable forms of contract and other documents for use in construction, property management, property development, asset management, design and information sharing industries by members of the Association and others, and to encourage the settlement of disputes by conciliation and to nominate arbitrators and umpires on such terms and in such cases as may be deemed expedient;
- (xx) to establish, subsidize, promote, co-operate and confer with, arrange for the union, alliance, or incorporation with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, lend money either with or without security, or give financial assistance by way of donation, subscription to, or otherwise assist any associations and institutions, incorporated or not incorporated, having objects wholly or in part similar to those of the Association;
- (xxi) to establish, undertake, superintend, administer and contribute to any charitable or benevolent fund whence may be made donations, periodical payments, or advances to deserving persons who may be or have been engaged in information sharing and process improvement, or connected with any person who may be or has been engaged therein and to contribute or otherwise assist any charitable or benevolent institutions or undertakings;
- (xxii) to accept any gift, endowment or bequest made to the Association generally or for any specific object connected with information sharing and process improvement, and to undertake and execute and trust attached to such gift, endowment or bequest;
- (xxiii) to enter into any guarantee, contracts of indemnity or suretyship;
- (xxiv) to purchase, rent or otherwise acquire and hold for the purposes of the Association, lands, houses, or buildings and to erect, alter, or adapt houses or buildings accordingly;
- (xxv) to sell, improve, manage, develop, lease, mortgage, exchange, charge, dispose of, turn to account or otherwise deal with all or part of the property management of the Association as may be thought expedient or desirable in the interests of the Association;
- (xxvi) subject to such consents as may be required by law to borrow or raise or secure the payment of money in such manner as the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or to her engagement incurred or to be incurred or to be entered into by the Association in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any part of the Association's properties (both present and future) and to purchase, redeem or pay off any such securities;

- (xxvii) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property management as may be thought fit; acquire and hold any shares, stock securities or debentures of, or other investments in, any company having objects wholly or in part similar to those of the Association or carrying on any business capable of being conducted so as directly or indirectly to benefit the Association;
- (xxviii) to grant pensions or gratuities to, and provide for the relief in need of, any persons who are or at any time have been employee of the Association or the predecessors in any business of the Association or any company in which the Association is in any way interested, and the families, relations, connections or dependants of any such person; and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Association or its members; and to make payments towards insurances and to Association or contribute to pension schemes;
- (xxix) to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any purposes which the Association considers is likely directly to indirectly to further the objects of the Association or the interests of its members;
- (xxx) to draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, cheques, warrants, debentures and other negotiable or transferable instruments; and
- (xxxi) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- (a) in case the Association shall take or hold any property management which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) the objects of the Association shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

The objects contained in any paragraph of this Memorandum of Association shall not be restrictively constructed but shall be given the widest interpretation, and shall not be limited to or restricted by reference to, or inference from, any object or by the name of the Association. No object is, or shall be deemed to be, subsidiary or ancillary to any other object mentioned in this paragraph.

4. The income and property management of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no member shall have any personal claim on any property management of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Association.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any service actually rendered to the Association, nor prevent the payment of interest on money lent as a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited, or 3% whichever is the greater, or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Council of the Association shall appoint to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council except repayment or out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council may be a member and in which such member shall not hold more than one hundredth part of the capital, any such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member, or within one year afterwards for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Hong Kong Ten Dollars.
7. If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property management whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property management amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provisions then to some charitable object.

ARTICLES OF ASSOCIATION OF BUILDINGSMART INTERNATIONAL(HK) LTD.

PRELIMINARY

1. In these Articles unless there be something in the subject or context inconsistent therewith: **Interpretation**
- "the Association" means the above-named Company;
- "the Ordinance" means the Companies Ordinance Chapter 32 including any statutory modification or re-enactment thereof;
- "the Memorandum" means the Memorandum of Association of the Association;
- "the Articles" means the Articles of Association of the Association;
- "members" or "membership" means all persons who are corporate or non-corporate members of the Association;
- "the Council" means the Council for the time being of the Association;
- "Member of Council" means a member of the Association appointed to the Council in accordance with the Articles;
- "Committees" means the committee of the Council;
- "the Office" means the registered office of the Association;
- "Regulations" means the Regulations made by the Council under the Articles from time to time;
- "the Seal" means the common seal of the Association;
- "month" means calendar month;
- "clear days" in relation to the period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- "in writing" means written, printed or lithographed or partly one or partly another, and other forms of representing or reproducing works in visible form;
- "executed" included any mode of execution;
- Words importing the singular number only shall include the plural number, and vice-versa. Words importing the masculine gender only shall include the feminine gender.
- Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Ordinance but excluding any statutory modification thereof not in force when the Articles become binding on the Association. Words importing persons or bodies shall include corporations, unincorporated associations, learned societies and bodies or persons.
- Table C contained in the Ordinance and any re-enactment and modification thereof shall not apply to the Association.
- The headings hereto shall not affect the construction of these Articles.

OFFICE

2. The office shall be at such place as the Council shall from time to time appoint. **Registered Office**

MEMBERSHIP

3. The number of members of the Association is unlimited. **Number of Members**
4. The members of the Association shall be such persons as the Council and any committee to which the Council may delegate their powers for this purpose, shall admit to membership in accordance with the Regulations. Membership of the Association shall be personal to the member and shall not be transferable. **Approval of candidature**
5. There shall be five classes of membership, namely, Founding Members, Honorary Members, Members, Company Members and Student Members, whereby Founding Members and Members are entitled to vote at general meetings and Honorary Members, Company Members and Student Members are not entitled to vote at general meetings. Non-local membership will be allowed. **Classes of membership**

6. Save for the Founding Members of the Association, every candidate for membership shall be proposed by two voting members of the Association. Such application shall be in writing and signed by the candidate and his proposers and shall be in the form prescribed by the Association at the time of the application. The application for membership shall be considered by the Council which may approve or reject the same without assigning any reason therefore.

7. The qualification of the membership shall be as follows:

Qualification for membership

- (a) Founding Members: Members who participated in the setting up of buildingSMART International (HK) Ltd at the 1st year, and are approved by the founding Council. The candidate should be above 18 years of age.
- (b) Honorary Members: Any interested party who agree with the objective of the association and is of importance or substantial contribution for the promotion of the objectives of the Association. The candidate shall be recommended and introduced by two council members and approved with simple majority votes in the Council. The recommending members should be required to present the summary and CV of the candidate during the council meeting for approval by the Council. The candidate should be above 18 years of age.
- (c) Members: Any interested party who agree with the objective of the association could apply as members. The candidate shall be required to submit an application form and should be above 18 years of age.
- (d) Company Members: Any company with recognized Business Registration via corresponding government offices could apply as a Company Members. Companies with 10 or more Founding and/or members (hereinafter known as "members") could apply for the Platinum Company Membership, while for those with 5-9 members could apply for Gold Company Membership. Companies which have 1-4 members could apply for Silver Company Membership.
- (e) Student Members: A Student Member shall be a person who agrees with the objective of the association and who either shall be a full-time student at the date of adoption of these Bye-laws, or has enrolled in a recognized degree course as approved by the Council may be elected as a Student. The candidate shall be required to submit an application form and there would be no age limit for student members.

8. No person shall be eligible for admission as a member of the Association, or for transfer from one class of membership to another, unless he has fulfilled all the requirements applicable to the class of membership to which he seeks admission contained in the Articles and Regulations.

9. An application for membership, or for transfer from one class of membership to another, shall be accompanied by the relevant fee and annual subscription for the time being payable or such part thereof as the Council shall from time to time prescribe.

Application fees and annual subscriptions

10. The form of application for membership, or for transfer from one class of membership to another, and the method of admission to membership, or transfer from one class of membership to another, shall be as the Council may from time to time determine.

Application for membership

11. Any application for membership of the Association, or for transfer from one class of membership to another, shall be subject to the approval of the Council or of any duly appointed Committee thereof, and the Council or Committee shall not be bound to give any reason for their refusal to admit any person to membership, or to transfer a person from one class of membership to another.

Approval or refusal of applications

12. The re-admission to membership of any person who has for any reason ceased to be a member of the Association of any class whether he seeks re-admission to his former or any other class, shall be dealt with in the same manner as an original admission; provided that the Council have power if they think fit to re-admit any such person either to his former or any other class upon such terms as the Council may determine.

Re-admission to membership

13. Any member shall, if required by the Council, satisfy the Council in such manner as the Council may from time to time reasonably require, that he continues to be qualified to retain his membership of the Association.

Member to continue to satisfy

FEES AND SUBSCRIPTION

14. The fees payable by persons applying for membership or for transfer from one class of membership to another shall be such as may be from time to time determined by the Council. **Fees**
15. The annual subscriptions payable by the members of the Association shall be such as may be from time to time determined by the Council. **Annual Subscriptions**
16. Save as provided in Article 9, subscriptions shall be due and payable annually on the first day of July. **Subscriptions due**
17. No member of any class whose annual subscription remains unpaid for a period of three months shall be entitled to attend and take part in the meetings of the Association or to receive the notices or publications of the Association. **Subscriptions in arrears**
18. If the annual subscription of any member is in arrears and unpaid for five months after the same became payable, then the Secretary shall give notice thereof in writing to the member concerned, and if such subscription shall still be unpaid one month after such notice shall have been given then the member concerned shall forthwith cease to be a member automatically without further notice, unless the Council considers there to be extenuating circumstances, but without prejudice to his obligation to pay such subscription. For reinstatement of membership within one year, the member have to pay up all outstandings, upcoming annual subscription and a reinstatement fee as determined by the council from time to time. For cease of membership for whatever reason of over one(1) year, new application has to be made afresh. **Non-payment of subscriptions**
19. The Council may, whenever they consider there is due cause, waive or reduce the amount of any admission or transfer fee or subscription of any member. **Power to waive fees or subscriptions**

TERMINATION OF MEMBERSHIP

20. Upon the Council being satisfied of the death of any member, his name shall be removed from the Register of members of the Association. **Death of member**
21. Any member may at any time by notice in writing sent by post or delivered to the Secretary at the Office of the Association and accompanied by his certificate of membership resign his membership, provided that a member who is under any financial liability to the Association shall not be exempted from such liability without the sanction of the Council. Any member whose resignation is not received before the 30th June in any year shall, notwithstanding his resignation, remain liable to pay his annual subscription for the next ensuing year. **Resignation**
22. No member who ceases being a member of the Association for whatsoever reason shall be entitled to be repaid any annual subscription to the Association previously paid by him or any part of such subscription. **No repayment of subscription**

CERTIFICATES AND DIPLOMAS

23. The Council may issue to any member, of any class of membership as the Council may from time to time determine, who has been admitted or transferred and has paid all fees, subscriptions and dues payable by him, a certificate of membership in respect of the year to which the first subscription paid by him applies, and shall, so long as he remains a member of the Association, be entitled to hold the said certificate upon payment in advance of his subscription for each subsequent financial year. **Certificate of membership**
24. The certificate of membership issued by the Association shall be in such form as the Council may from time to time determine, and shall be the property of the Association, and upon a person to whom it is issued ceasing to be a member of the Association (except for reason of death) shall forthwith be returned to the Council. **Certificates to be issued**
25. The Council may award certificates and diplomas to candidates who pass the Association's examinations and the Council may also award certificates and diplomas to members or non-members certifying proficiency in particular subjects. **Examination certificates and diplomas**

26. If any certificate of membership or other aforesaid certificate or diploma shall be defaced, lost or destroyed, the Council may on such evidence to that effect as they may consider satisfactory renew such certificate of membership or other aforesaid certificate or diploma on payment of such fee as they may determine **Loss of certificate**

CONDUCT

27. The Council may at any time define conduct which in their opinion is prejudicial to the interests of the Association. **Conduct of members**

RULES OF CONDUCT

28. The Council may from time to time promulgate Rules of Conduct and shall have power to require all members to conform to such codes as are appropriate to their class of membership. The Rules of Conduct may be amended, varied or rescinded as the Council may think fit. **Rules of Conduct**

DISCIPLINARY POWERS

29. If after inquiry a member is found to have contravened the Memorandum or the Articles or the Regulations, or any bye-laws, codes, rules or directions made or given thereunder, the Association shall have power to take any one or more of the following courses of action, that is to say:
- (a) To require the member to give an undertaking in writing to refrain from continuing or repeating the conduct which is found to have constituted the contravention;
 - (b) To admonish the member;
 - (c) To reprimand the member;
 - (d) To suspend the member from membership of the Association for such period as the Council may determine;
 - (e) To expel the member from the Association.
30. If a member is proved to the satisfaction of the Council;
- (a) To have been convicted by a Court of competent jurisdiction of a criminal or civil offence which in the opinion of the Council renders him unfit to be a member; or
 - (b) To have been adjudicated bankrupt or to have entered into any composition or arrangement with or for the benefit of his creditors;
- the Council may without further inquiry forthwith expel him from the Association or may refer the matter to the appropriate Committee for inquiry and action under Article 34. The Council may if they think fit temporarily suspend the member from membership pending such inquiry as last aforesaid. **Expulsion or suspension**
31. If a member is expelled his name shall be removed from the Register of Members and he shall thereupon cease for all purposes to be a member of the Association. His certificate of membership shall be immediately null and void and he shall not be entitled to use any designation or description which implies membership or former membership of the Association. **Removal of name from the Register**
32. If a member is suspended his certificate of membership shall be immediately null and void and he shall not be entitled during the period of his suspension to exercise any of the rights or privileges of membership of the Association or (in particular) to use any such designation or description as aforesaid. He shall however remain in all other respects subject to the provisions of the Articles and to the exercise of the Association's disciplinary powers in respect of any contravention of those provisions committed by him during the period of his suspension. **Suspension of membership**
33. A person who ceases to be a member by virtue of the provisions of Article 29 or Article 30 may be re-admitted after a period of at least twelve months, by a majority vote of the Council in favour of such re-admission, taken upon due notice of motion, such motion to appear in the agenda for the meeting of the Council at which the vote is to be taken, following notice of it in the agenda for preceding meeting. **Re-admission**
34. The disciplinary powers of the Association under Article 29 shall be exercised by the Council or any Committee to which the Council may delegate their powers in that behalf. **Disciplinary powers**

GENERAL MEETINGS

35. Subject to the provisions contained in the Articles and Regulations, meetings of the Association shall be held at such times and places as the Council may appoint. **Generally**
36. In every year the Association shall 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. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. **Annual General Meetings**
- The ordinary business of the Annual General Meeting shall be to receive the Council's Report, the Annual Accounts and the Report of the Auditors thereon, and to appoint Auditors and fix their remuneration and, after such aforesaid ordinary business has been disposed of, to deal with any special business which has been included in the notice of the meeting of the Council.
37. All General Meeting other than Annual General Meeting shall be called Extraordinary General Meeting. **Extraordinary General Meeting**

REQUISITION OF MEETINGS

38. An Extraordinary General Meeting may be called at any time by the Council. Extraordinary General Meeting shall also be convened by the Council on the requisition of the members representing not less than one-tenth of the total voting right of all the members having at the said date a right to vote at the general meetings of the Company and in the manner as set out in Section 113 of the Ordinance. **Requisition of meetings**

NOTICE OF GENERAL MEETINGS

39. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. Subject to the provisions of the Articles the notice shall be given to all members having the right to attend and vote. **Notices**
40. The Council may if they think fit from time to time permit non-voting members of the association to receive notices of, to attend and with the previous permission of the Chairman of the meeting, to speak but not to vote at any General Meeting. **Notice to non-corporate members**
41. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting. **Failure to give notice**

PROCEEDINGS AT GENERAL MEETINGS

42. No business shall be transacted at any meeting unless a quorum is present. For all purposes the quorum shall be eleven members personally present and entitled to vote. **Quorum**
43. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned for fourteen days, at the same time and place or at such other place as the Chairman shall appoint. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum. **Adjournment or dissolution**
44. The Chairman may, with the consent of a meeting at which a quorum is present (shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice. **Notice of adjournment**

45. The Chairman of the Association shall chair every General Meeting. If there be no such Chairman or, if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or he shall not be desirous of presiding, one of the Vice Chairman (to be chosen by ballot if more than one is present) shall preside or a member of the Council chosen by members present shall preside. If no member of the Council be present, or if all members of the Council present decline to take the chair, the members shall choose one of their members to be Chairman. **Chairman**
46. At all General Meetings a resolution put to the vote of the meeting shall, except as herein otherwise provided, be decided on a show of hands, unless, before or on the declaration of the result of the show of hands, a ballot or poll be demanded by the Chairman (whether as an individual member or as representing the Council), or by at least five members present in person and entitled to vote. **How resolutions decided**
47. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against the resolution. **Entry in minutes**
48. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. **Poll**
49. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and a place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. **Mode of taking poll**
50. In the case of an equality of votes, either on a show of hands or at a ballot or poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have. **Casting vote**
51. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. **Other business when poll demanded**
52. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. **Notice of poll**

VOTES OF MEMBERS

53. (a) Every voting member whose subscription is not in arrears by more than six months and who has paid every other sum which shall be due and payable to the Association in respect of his membership shall be entitled to be present at any General Meeting and upon a show of hands and at a poll he shall have one vote. All votes must be given personally and proxies shall not be allowed. **Voting**
- (b) Save for consent given under Article 40 no person other than a voting member shall be entitled to be present or to vote either personally or by post at any General Meeting or to join in requisitioning any General Meeting.
54. If at any General Meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the meeting, be of sufficient magnitude to affect the result of the relevant resolution. **Errors in voting not to affect result**

OFFICERS

55. The Council shall appoint the following Honorary Officers, namely, a Chairman, a Vice Chairman, and Honorary Secretary and an Honorary Treasurer, and such other Honorary Officers as the Regulations may from time to time provide. **Honorary Officers**
56. Any casual vacancy among the Honorary Officers may be filled by the Council but the person appointed to fill the vacancy shall hold office so long only as if he had been appointed on the same date as the person whose place he fills. **Casual vacancies**
57. (a) The Honorary Secretary shall ensure that the administration of the Association is carried out in the most efficient manner in the interests of the Association and shall ensure that the Council's resolutions are interpreted correctly and put into effect without delay. **Honorary Secretary**
- (b) The Honorary Treasurer shall ensure that adequate accounts and records are kept of the Association's financial and contractual transactions and shall advise the Council and keep the Council informed on all matters of finance. **Honorary Treasurer**
58. The Council may from time to time appoint honorary overseas representative, honorary corresponding members and other officers or persons, as may be deemed expedient for the proper carrying on of the work and management of the Association. **Overseas representative**

THE COUNCIL

59. The Council shall consist of the Chairman, the Vice Chairman, the Honorary Secretary, the Honorary Treasurer and not less than four members, but not more than nine members and such other members as the Regulations may from time to time provide. **Composition**
60. Members of the Council, unless otherwise provided by the Regulations, shall be chosen from the voting members of the Association. **Eligibility**
61. Any casual vacancy among the members of the Council may be filled by the Council from amongst the appropriate class of members but the person appointed to fill the vacancy shall hold office so long as if he had been appointed on the same date as the person whose place he fills. **Vacancy in Council**

DISQUALIFICATION AND REMOVAL OF MEMBERS OF COUNCIL

62. The office of a member of the Council shall be vacated: **Cessation of office**
- (a) if he ceases to be a member of the Association; or
- (b) if he resigns his office by notice in writing to the Council; or
- (c) if he ceases to hold office by virtue of any provisions of the Ordinance; or
- (d) if he is removed from office by a resolution of the Council duly passed pursuant to Section 157B of the Ordinance; or
- (e) if he is absent from two consecutive Council meetings without giving adequate explanation to the Council, and the Council thereupon resolve that he has vacated his office; or
- (f) if he is adjudicated bankrupt or becomes incapable by reason of mental disorder; or
- (g) if he is removed from office by resolution of members of the Association in General Meeting.

POWERS OF THE COUNCIL

63. Subject to the provisions of the Acts, the Memorandum and the Articles, the Regulations and to any directions given by special resolution, the business of the Association shall be managed by the Council who may exercise all the powers of the Association. No alterations of the Memorandum or the Articles or the Regulations and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council. **General powers**

64. In particular and without prejudice to the generality of the foregoing power, the Council may: **Particular powers**
- (a) from time to time do all acts and things as they may think necessary for the guidance of members in relation to professional conduct;
 - (b) by regulation determine the conditions upon which the Crest or Logo of the Association may be publicly displayed so that under those conditions and those alone such display may be permitted.
 - (c) arrange for the union, alliance or incorporation with the Association of any society having the same or similar objects to those of the Association provided that such union, alliance or incorporation shall be sanctioned by a Special Resolution passed by not less than three-fourths of those present and voting on the resolution at an Extraordinary General Meeting convened for that purpose.

65. The Council shall not be bound in any case to act personally but shall be at full liberty to employ and pay any agent or servant to transact any or all business of whatsoever nature required to be done in furthering the purpose of the Council and shall be entitled to be allowed and paid all charges and expenses incurred by them. All acts and procedures of such agent or servant to whom powers are delegated must be reported back to the Council as soon as possible. **Power to appoint agent of Council**

66. All cheque, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Council shall from time to time by resolution prescribe. **Cheques etc**

67. The Council may, by power of attorney or otherwise, appoint a person to be the agent of the Association for such purposes and on such conditions as they determined, including authority for the agent to delegate all or any of his powers. **Power to appoint agent of the Association**

DELEGATION OF POWERS

68. Subject to the provision of the Articles the Council may delegate any of their powers to any committee. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. All such committees shall act in accordance with a budget which has been previously agreed with the Council and shall report all acts and proceedings as soon as possible to the Council. **Committees of Council**

EXPENSES OF MEMBERS

69. The members of the Council and the members of any committee thereof and the Officers of the Association may be paid traveling, hotel and other reasonable cost, charges and expenses incurred by them in connection with their attendance at meetings of the Council or General Meetings or otherwise in connection with the discharge of their duties subject to any limitation which the Council may from time to time prescribe. **Members' expenses**

INTERESTS OF MEMBERS

70. A member of the Council shall not be disqualified by his office from entering into contracts arrangements or dealings with the Association nor shall any contract arrangement or dealing with the Association be avoided, nor shall a member of the Council be liable to account to the Association for any profit arising out of any contract arrangement, or dealing with the Association by reason of such member of the Council being a party to or interested in or deriving profit from any such contract, arrangement or dealing and being at the same time a member of the Council of the Association, provided that such a member of the Council disclosed to the Council at or before the time of such contract, arrangement, or dealing is determined upon his interest therein, or, if his interest be subsequently acquired, provided that he on the first occasion possible discloses to the Council the fact that he has acquired such interest. But no member of the Council shall vote as a member of the Council in regard to any contract, arrangement, or dealing in which the member is interested or upon any matter arising there out, and if he shall so vote shall not be counted, nor shall he be reckoned for the purpose of constituting a quorum of the Council. **Disclosure of members interests**

PROCEEDINGS OF THE COUNCIL

71. Subject to the provisions of the Articles and the Regulations the members of the Council may regulate their proceedings as they think fit. Questions arising at the meeting shall be decided by a majority of votes. Each member of the Council shall have one vote. The Chairman of the Association or the Vice Chairman in the absence of the Chairman shall be the chair person of the meeting. The Chairman of the meeting or any three members present may demand that the voting shall be by ballot. In the case of an equality of votes, whether on a show of hands or by ballot, the Chairman shall have a second or casting vote. **Voting**
72. The Council at its first meeting shall set down the dates for its regular meetings for the ensuing year. Additional meetings may be called by the Secretary at the request of the Chairman or Vice Chairman or any five members of the Council. Not less than ten clear days' notice of meetings shall be given to the members of the Council. **Dates and notice of meetings**
73. The quorum for the transaction of the business of the Council shall be the Chairman of the Association or the Vice Chairman in the absence of the Chairman and four members of the Council present in person. **Quorum**
74. The continuing members of the Council or a sole continuing member of the Council may act notwithstanding any vacancies in their number, but, if the number is less than the number fixed as the quorum, the continuing members of the Council may act for the purpose of filling vacancies or of calling a General Meeting. **Continuing members to act**
75. The members of the Council may appoint a Chairman of the Council in accordance with the provisions of the Regulations. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Council at which he is present. But, if there is no person holding that office, or if the person holding it is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Council present may appoint one of their number to be the Chairman of the meeting. **Chairman**
76. The Council may appoint Committees which may consist of members of the Council and other persons and may at any time be dissolved by the Council. Committees so appointed may be designed either Standing Committees or Committees for special purposes. All Committees shall conform to any directions given to them by the Council and, subject to such directions, may regulate their procedure as they think fit. **Committees of the Council**
- The Chairman of each Committee, appointed shall be a voting member of the Association. If they think fit Council may co-opt to serve on any Committee any person, whether a member of the Association or not whom they consider specially qualified to assist such Committee provided that any Committee formed to consider changes in the Memorandum, the Articles or the Regulations shall consist solely of voting members and that in no case shall the number of persons who are not members of the Association appointed to any Committee exceed one-fourth of the total membership of such Committee, save that any person who is not a member of the Association shall not be entitled to vote at any meetings of such Committees. The number of members present required to constitute a quorum of the Council shall not apply to any such Committee in relation to any matter delegated to it by the Council.
77. All acts done by a meeting of the Council or of a Committee of the Council, shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Council or any Committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council or Committee member had been entitled to vote. **Validity of bona fide acts**
78. A resolution in writing signed by not less than three-fourths of the members of the Council entitled at the relevant time to notice of a meeting of the Council shall be as valid and effective as if it had been passed at a meeting of the Council duly convened and held and when signed may consist of several documents each signed by one or more members of the Council. **Resolution in writing**

79. A member of the Council shall not be counted in the quorum present at a meeting in relation to a resolution on which that member of the Council is not entitled to vote. **Member not to be counted in quorum**
80. The Council may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Council from voting at a meeting of the Council or of a Committee of the Council. **Suspension of prohibition on voting**
81. If a question arises at a meeting of the Council or of any Committee of the Council as to the right of a member to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling shall be final and conclusive. **Validity of members' right to vote**

BORROWING POWERS

82. The Council may exercise all the powers of the Association to borrow money, and to mortgage or change its undertaking and property management, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party and in connection therewith may take out and maintain a sinking fund or redemption policies. **Generally**
83. The register of mortgages shall be open to inspection by any creditor or member of the Association or by any other person without payment. **Register of mortgages**
84. A register of the holders of the debentures or debenture stock of the Association shall be kept at the Office of the Association and shall be open to inspection of the registered holder of any such debentures or stock and any member of the Association subject to such restrictions as the Association in General Meeting may from time to time impose. The Association may close the said register for such periods as they may think fit not exceeding in aggregate thirty days in each year. **Register of debentures**

SECRETARY

85. Subject to the provisions of the Ordinance, the Secretary shall be appointed by the Council and upon such terms and conditions as they shall think fit and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an Assistant or Deputy Secretary if there be no Secretary or no Secretary capable of acting. **Secretary**

MINUTES

86. The Council shall cause proper minutes to be made of the proceedings of all meetings of the Association and of the Council and of Committees of Council, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated. **Minutes of meetings**

THE SEAL

87. (a) The Council shall provide a Seal for the Association and may from time to time destroy the same and substitute a new Seal instead thereof. **Provision, custody and use of seal**
- (b) The Council shall provide for the safe custody of the Seal.
- (c) The Seal shall only be used by the authority of the Council or of a Committee of the Council or of a sole member of the Council authorized by the Council in that behalf.
- (d) The Council may determine who shall sign any document to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Council or by such other person as the Council may from time to time appoint and countersigned by the Secretary or by such other person aforesaid.
88. (a) Any document which is signed by one member of the Council and by the Secretary, or by two members of the Council, and is expressed (in whatever form of words) to be executed by the Association, shall have the same effect as if executed under the Seal of the Association.

- (b) No document which is so expressed and/or which makes it clear on its face that it is intended by the person or persons making it a deed shall be signed pursuant to paragraph (a) of this Article without the authority of the Council or of the Committee of the Council or of a sole member of the Council authorized by the Council in that behalf.
 - (c) The provisions of paragraph (a) and (b) of this Article are in addition and without prejudice to the provisions of Article 87.
89. The Association may exercise the powers conferred by the Ordinance with regard to having official seals, and such powers shall be invested in the Council.

ACCOUNTS

90. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorized by the Council or by ordinary resolution of the Association. ***Right to inspect***

SECTIONS OF THE ASSOCIATION

91. Sections of the Association may be formed from time to time by members of the Association interested in any particular branch of the arts and sciences concerned in the construction, property management, property development, asset management, design and information sharing industries, but no section shall be formed except with the sanction of a resolution of the Council and each Section shall at all times comply with all requirements of regulations prescribed by the Council, and may at any time be dissolved by the Council. ***Sections***

NOTICES

92. (a) A notice which may or may not be contained in the Journal may be served by the Association upon any member either personally or by sending it through the post in a pre-paid letter addressed to such member at the address appearing in the Register of Members. ***Service of notice***
- (b) No member of any class not having a registered address in Hong Kong shall be entitled to receive any notice, and proceedings may be held and taken without notice to such person in the same manner as if he had had due notice.
- (c) Any member described in the Register by an address not in Hong Kong who from time to time gives an address in Hong Kong at which notices may be served upon him shall be entitled to have notices serve upon him at such address, and the Council may at its discretion cause notices to be sent to members other than those having for the time being an address on the Register of Members in Hong Kong.
- (d) Any notice, if served by post shall be deemed to have been effectively served not later than seventy-two hours after the same have been posted, and in providing such service it shall be sufficient to prove that the notice, or letter containing the notice, was properly addressed, pre-paid and posted. ***When service effected***

INDEMNITY

93. Subject to the provisions of the Ordinance but without affecting any indemnity to which a member of the Council may otherwise be entitled: ***Indemnity of members***
- (a) No member of the Council or other officer of the Council shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Council in consequence of the execution of the duties of his office or in relation thereto;

- (b) Every member of the Council or other officer of the Council shall be indemnified out of the assets of the Association against any losses or liabilities incurred by him.
- (i) in defending any civil or criminal proceedings in which he is acquitted or judgment is given in his favour in relation to the affairs of the Association; and
 - (ii) in connection with any application in which relief is granted to him by Court from liability for negligence, default breach of duty or breach of trust in relation to the affairs of the Council; and
 - (iii) in or about the execution of the duties of his office or otherwise in relation thereto.

DISSOLUTION

94. Clause 7 of the Memorandum relating to the winding-up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Winding-up

REGULATIONS, CODES, RULES, AND REGULATIONS

95. The Council may from time to time make, alter or repeal, such Regulations, Codes, Rules, and Bye-laws as they may deem necessary or expedient for ensuring the carrying into effect of the objects of the Association and for its proper conduct and management not involving any amendments or additions to the Articles as could only legally be made by special resolution and not being contrary to the Memorandum.
96. The Council shall adopt such means as they may deem sufficient to bring to the notice of members of the Association all such Regulations, Codes, Rules, and Bye-laws, which so long as they be in force shall be binding on all members of the Association.

Generally

Notification of members

REGISTER OF MEMBERS

97. A Register of all members of the Association shall, subject to the provision of the Ordinance, be kept and maintained at the Office of the Association. Such Register shall show the class of membership to which each and every member of the Association has been admitted.

Register

THE JOURNAL

98. The Council may cause to be published an official publication (in these Articles called the 'Journal') which as and when published shall be sent to each member. The Journal may be used by the Council or by the Secretary for the publication of such notices, including notices of General Meetings, results of polls and other information as the Council shall direct.

Journal

BYE-LAWS OF BUILDINGSMART INTERNATIONAL(HK) LTD.

PRELIMINARY

1. In these Bye-Laws unless there is something in the subject or context inconsistent therewith: **Interpretation**
- "the Association" means the BuildingSMART International (HK) Ltd;
"the Council" means the Council of the Association;
"members" or "membership" means all persons who are corporate or non-corporate members of the Association;
"corporate members" means the Member classes of members of the Association;
"the Articles" means the Articles of Association of the Association;
"the Office" means the registered office of the Association;
"the Regulations" means the Regulations made by the Council under the Articles from time to time;
Words importing the singular number only shall include the plural number, and vice-versa. Words importing the masculine gender only shall include the feminine gender.
The headings and marginal notes hereto shall not affect the construction of these Bye-Laws.

QUALIFICATIONS OF CORPORATE MEMBERS AND NON-CORPORATE MEMEBRS

2. There shall be the following classes of corporate members which term shall include: **Classes of membership**
- (a) Founding Member
(b) Honorary Member
(c) Member
(d) Company Member
(e) Student Member
3. A **Founding Member** shall be a person who participated in the setting up of buildingSMART International (HK) Ltd , who agrees with the objective of the association and who is not less than eighteen years of age who submitted an application form. **Founding Member**
- Provided that the Council shall have the powers to grant a Founding Membership:
- (a) to applicants who being not less than eighteen years of age
(b) to applicants who dedicate for the setting up of buildingSMART International (HK) Ltd
4. An **Honorary Member** shall be any party who agree with the objective of the association. The candidate shall be required to submit an application form and should be above 18 years of age. **Honorary Member**
- Provided that the Council shall have the powers to grant a Honorary Membership:
- (a) to applicants who being not less than eighteen years of age
(b) to applicants who dedicate for the setting up of buildingSMART International (HK) Ltd in the 1st year
5. A **Member** shall be any interested party who agree with the objective of the association could apply as members. The candidate shall also be required to submit an application form and should be above 18 years of age. **Member**
6. A **Company Member** shall be any business entity with recognized business registration from the HKSAR government. **Company Member**
7. A **Student Member** shall be a person who agrees with the objective of the association and who either shall be a student at the date of adoption of these Bye-laws, or has enrolled in a recognized degree course as approved by the Council may be elected as a Student. The candidate shall be required to submit an application form and there would be no age limit for student members. **Student Member**

RETIREMENT OF MEMBERS

8. Any member who having satisfied the Council that he has retired from practice may be transferred, at the discretion of the Council, to the Retired List on such terms as may be from time to time prescribed by the Council and upon such transfer and for the duration thereof he shall pay such reduced annual subscription as the Council may from time to time determine. No members of any class transferred to the Retired List shall have the right to become members of the Council but they shall otherwise retain the rights applicable to their class of membership.

Retired list

TITLE AND DESIGNATION OF MEMBERS

9. (a) A Honorary member of the Association shall be entitled to use the exclusive designation "Hon.bSHK".
 (b) The following designatory letters of membership may be used by members of the appropriate class so long as membership in that class continues:

Designation of Honorary Member

| | |
|------------------|----------|
| Honorary Members | Hon.bSHK |
| Other Members | MbSHK. |

DESIGNATION OF CHAIRMAN, PAST CHAIRMAN, VICE CHAIRMAN

10. (a) On appointment, and for the duration of his office, the Chairman shall be entitled to use the title "Chairman of the BuildingSMART International (HK) Ltd " and the designatory letters "CbSHK" in addition to the designation appropriate to his class of membership.
 (b) On relinquishing office a Chairman shall be entitled to use the title "Past Chairman of the BuildingSMART International (HK) Ltd " and the designatory letters "P.CbSHK" in addition to the designation appropriate to his class of membership so long as he remains a Corporate member or retired Corporate member of the Association.
 (c) On appointment, and for the duration of his office a Vice Chairman shall be entitled to use the title "Vice Chairman of the BuildingSMART International (HK) Ltd " and the designatory letters "V.CbSHK" in addition to the designation appropriate to his class of membership.

Chairman

Past Chairman

Vice-Chairman

OFFICERS

11. (a) There shall be the following Honorary Officers of the Association:
 (i) Chairman;
 (ii) Vice Chairman;
 (iii) Honorary Secretary; and
 (iv) Honorary Treasurer.
 (b) No person may at the same time hold more than one Office save that in the event of the death or resignation of the Chairman the Council shall appoint an Acting Chairman from among the remaining Officers or Immediate Past Chairman serving on the Council in accordance of Bye-Law 13. He shall have the full powers of the Chairman.

Honorary Officers

THE COUNCIL

| | | | |
|-----|-----|--|-------------------------------|
| 12. | (a) | The Council shall consist of: (i) The Chairman; (ii) The Vice Chairman referred to in Bye-Law 11(a)(ii); (iii) The Immediate Past Chairman, or, subject to Bye-Law 16, any Past Chairman; (iv) The Honorary Secretary; (v) The Honorary Treasurer; (vi) Six Ordinary Members of the Council; (vii) The Chairman of each Standing Committee; and (viii) Such co-opted members of the Council as provided by Bye-Laws 14(a) and 14(b). | Composition of Council |
|-----|-----|--|-------------------------------|

- (b) No person shall be eligible to serve as a member of the Council unless he is a Corporate member save as provided in Bye-Law 14(a) or 14(b).

PAST CHAIRMAN TO SERVE ON COUNCIL

13. The person who is the Immediate Past Chairman shall be a member of the Council for the year following his term of office as Chairman excepting that if such person is unwilling or unable to serve, the Council may appoint another Past Chairman who is able and willing to serve.

COUNCIL CO-OPTIONS

14. (a) The Council shall have power to co-opt such other members of the Association as the Council may from time to time and at any time think fit but not exceeding two in number.
- (b) A member co-opted under the provisions of this Bye-Law shall serve for a period of one year but shall be eligible for re-appointment. No such member shall be co-opted for more than three consecutive years but may be eligible for re-appointment provided that at least one year has elapsed since the date of his retirement from that appointment.
- (c) Non-corporate members shall be entitled to vote and act in all respects as a member of the Council during the period of their co-option.

Co-option of Associate Other Council Co-option Period of co-options

Votes of non-corporate members

TERM OF OFFICE

15. *The Council shall meet in October or such other time the Council shall decide every TWO years when the Chairman elected in accordance with Bye-Law 18 shall be installed in the chair and at the date of such meeting the outgoing Officers and other members of the Council shall vacate office and their places shall be taken by those newly elected.*
16. Two ordinary members of the Council shall be elected to hold office for three years from the date provided by Bye-Law 15 and at such date two ordinary members of the Council shall retire. The Members to retire shall, subject to Article 61, be those who have been longest in office since their last election save that two of the six ordinary members of the Council first elected as provided by Bye-Law 21 shall retire after one year, but shall be eligible for re-election, and a further three after two years, as determined by lot.
17. Save as provided in Bye-Law 16 and except for the purposes of filling a causal vacancy no member who has held office as an ordinary member of the Council shall be eligible for re-election unless at least one year has elapsed since the date of his retirement from that office. For the purpose of this Bye-Law the period between the close of one Annual General Meeting and the close of the next Annual General Meeting shall be deemed to be a year notwithstanding that a calendar year may not have elapsed. Nothing in this Bye-Law contained shall prohibit the election of any person eligible to hold an Office, to any such office at any time.

Installation of Chairman and members of Council

Rotation of ordinary members of Council

Eligibility for re-election

ELECTION OF OFFICERS AND COUNCIL

18. The Chairman for the next ensuing year of office shall be elected by the Council from amongst the members of the Council, such election to take place and the result notified to the members as provided by Bye-Law 20. The Chairman must be elected from members of the Council who have served on the Council for at least 2 years and one of which as Honorary Officer except in the formation years of the Association.
19. Save as provided by Bye-Law 18 the Officers and such other ordinary members of the Council as under these Bye-Laws fall due for election shall be elected bi-annually by a ballot taken by means of voting papers circulated among the corporate members of the Association or such other electronic means adopted by the Council.
20. Not later than eight weeks before the date of each Annual General Meeting the Honorary Secretary under the direction of the Council shall send to each corporate member entitled to receive notices a notice containing the following:
- (a) the names of the ordinary members of the Council due to retire at the expiration of the respective periods of office as hereinbefore provided;
- (b) the name of the Chairman elected by the Council for the next ensuing year as provided by Bye-Law 18;
- (c) a list of qualified persons whom the Council nominates as candidates for the election as Vice Chairman, as Honorary Secretary, as Honorary Treasurer, and as ordinary members of the Council for the next ensuing year stating in every case the particular office for which each is proposed.

Election of Chairman

Election of Officers and Council

Council's list of candidates

21. The notice referred to in Bye-Law 20 shall be accompanied by an invitation for the nomination in writing of any duly qualified person as a candidate for election as Vice Chairman, as Honorary Secretary, as Honorary Treasurer, or as an ordinary member of Council for the next ensuing year. The nomination shall state the particular office for which the candidate is nominated, and shall be signed by two Corporate members making the nomination together with the assent in writing of the candidate named therein to accept office if elected. Nomination papers shall be delivered at the office the Association not later than twenty-one days after the issue of the notice. No nomination shall be effective unless every person nominated and every person making the nomination shall be entitled to vote at General Meetings of the Association. **Nomination**
22. Not later than five weeks after the issue of the notice referred to Bye-Law 20 the Honorary Secretary under the direction of the Council shall send to each Corporate member of the Association entitled to receive notices of General Meetings a notice of the date time and place of the Annual General Meeting and a voting paper in such form as the Council may from time to time think fit, containing the names of all the candidates properly nominated for election as Officers other than the office of Chairman and as ordinary members of the Council. **Voting paper**
23. Each voting paper shall clearly state the number of vacancies in each group of the Council and the voting form shall specify that the number of votes must not exceed the required number of candidates in each group. Voting papers not completed in accordance with the instructions shall be invalid. Each voting paper shall be returned to the Office of the Association by hand or through the post pre-paid in the envelope provided or electronically to arrive not less than seven clear days before the date fixed for the ensuing Annual General Meeting and any voting paper not so delivered shall be ineffectual and shall be disregarded. **Procedure for voting**
24. The Chairman, or failing him, the Vice Chairman, shall at a convenient time before the Annual General Meeting, appoint from among the Corporate members of the Association not less than four scrutineers, any two of whom shall form a quorum at any meeting of the scrutineers. **Appointment of scrutineers**
25. All voting papers received at the Office of the Association shall be opened in the presence of, and examined by, the scrutineers. **Scrutiny**
26. The scrutineers shall make and sign a report in which they shall state the total number of voting papers received, the number rejected and the grounds for rejection, the total number of votes cast in favour of each candidate, and the names of successful candidates and the offices to which respectively they have secured election. If there is an equality of votes in favour of two or more candidates, one or more of whom must be unsuccessful, the report shall so state. The report shall be enclosed in a sealed envelope delivered by the scrutineers to the Honorary Secretary and shall not be opened except at the Annual General Meeting. **Report on scrutiny**
27. If there be such equality of votes as aforesaid the fact shall be reported to the Annual General Meeting which shall thereupon determine which of the candidates who have received an equality of votes are to be successful and which are unsuccessful. **Equality of votes**
28. The voting papers, after examination by the scrutineers, shall be placed in a packet which shall be sealed and delivered to the Honorary Secretary who shall retain the lists until one month after the Annual General Meeting, and shall then cause them to be destroyed. **Disposal of voting papers**