

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee, ARTICLES OF ASSOCIATION OF

HONG KONG SOCIAL WORKERS ASSOCIATION 香港社會工作人員協會

1. Part A Mandatory Articles Company Name The name of the company is

“Hong Kong Social Workers Association
香港社會工作人員協會”

2. Members' Liabilities

The liability of the members is limited.

3. Liabilities or Contributions of Members

Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within 1 year afterwards, for the payment of the debts and liabilities of the company contracted before he ceases to be a member, and the 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 the amount specified below:

Class of Members

Member

Amount to be contributed by each of the members in this class

HKD10.00

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Part 1 Interpretation

1. Interpretation

(1) In these articles—

articles means the articles of association of the company;

associated company means—

- (a) a subsidiary of the company;
- (b) a holding company of the company; or
- (c) a subsidiary of such a holding company;

co-opted council member means a Council Member appointed by the Council under article 24(1);

Council has the meaning of “board” or “board of directors” given by the Ordinance;

Council Member(s) have the meaning of “director(s)” given by the Ordinance;

mental incapacity has the meaning given by section 2(1) of the Mental Health Ordinance (Cap. 136);

mentally incapacitated person means a person who is found under the Mental Health Ordinance (Cap. 136) to be incapable, by reason of mental incapacity, of managing and administering his or her property and affairs;

Ordinance means the Companies Ordinance (Cap. 622), including the related subsidiary legislation;

proxy notice—see article 48(1).

- (2) Unless otherwise specified, “**member**” means a full member under article 31 and “**membership**” shall be construed accordingly.
- (3) Unless otherwise specified, any reference to Council Member(s) includes the President, the Vice-President, the Secretary or the Treasurer.
- (4) Other words or expressions used in these articles have the same meaning as in the Ordinance as in force on the date these articles become binding on the company.
- (5) For the purposes of these articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.

Part 2 Objects

2. Objects

The objects for which the company is established are-

- (a) To foster a high standard of professional practice and ethics in social work in Hong Kong : -
 - (i) by promoting among social workers the interchange of knowledge in social work through meetings, discussions and publications;
 - (ii) by producing from time to time materials relevant to social work;
 - (iii) by presenting, when appropriate, the views of professional social workers on social conditions, social legislation and other social measures.
- (b) To investigate matters affecting the professional status and welfare of social workers and to make recommendations to the authorities/organizations concerned.
- (c) To organize social activities for members and their family.

- (d) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

Part 3

Application of Income and Property

3. Application of income and property:

- (1) The income and property of the company shall be applied solely towards the promotion of the objects as set out in these articles.
- (2) Subject to paragraph (4), no member of the Council of the company shall be appointed to any salaried office of the company, or any office of the company paid by fees and no remuneration or other benefit in monies or monies' worth shall be given by the company to any member of its Council.
- (3) Subject to paragraph (4), none of the income or property of the company may be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any member of the company.
- (4) The requirement under paragraphs (2) and (3) above does not prevent the payment by the company:
 - (a) of reasonable and proper remuneration to a member of the company not being a Council Member for any goods or services supplied by him or her to the company;
 - (b) of reimbursement to a member of the company for out-of-pocket expenses properly incurred by him or her for the company;
 - (c) of interest on money lent by a member of the company to the company at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar Loans;
 - (d) of rent to a member of the company for premises let by him or her to the company: Provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
 - (e) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the company is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (5) A reference to "member" in this article includes associate member and student member.

Part 4

Council Members and Company Secretary

Division 1—Council Members' Powers and Responsibilities

4. Council Members' general authority

- (1) Subject to the Ordinance and these articles, the business and affairs of the company are managed by the Council Members, who may exercise all the powers of the company.

- (2) An alteration of these articles does not invalidate any prior act of the Council Members that would have been valid if the alteration had not been made.
- (3) The powers given by this article are not limited by any other power given to the Council Members by these articles.
- (4) A Council Members' meeting at which a quorum is present may exercise all powers exercisable by the Council Members.

5. Members' reserve power

- (1) The members may, by special resolution, direct the Council Members to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the Council Members have done before the passing of the resolution.

6. Council Members may delegate

- (1) Subject to these articles, the Council Members may, if they think fit, delegate any of the powers that are conferred on them under these articles—
 - (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the Council Members so specify, the delegation may authorize further delegation of the Council Members' powers by any person to whom they are delegated.
- (3) The Council Members may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

7. Committees

- (1) The Council Members may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

Division 2—Decision-taking by Council Members

8. Council Members to take decision collectively

- A decision of the Council Members may only be taken—
- (a) by a majority of the Council Members at a meeting; or
 - (b) in accordance with article 9.

9. Written decisions

- (1) A decision of the Council Members may take the form of a resolution in writing, copies of which have been signed by 2/3 (two-thirds) majority of the total membership of the Council Members or to which 2/3 (two-thirds) majority of the total membership the Council Members have otherwise indicated agreement in writing.
- (2) The following procedure and requirements shall apply to a resolution referred to in this article:-
 - (a) A resolution is taken to have been signed by a Council Member if a fax or other electronic transmission of a document bears the signature of the Council Member.
 - (b) Proper notice of the proposed resolution shall be given to all Council Members. For the avoidance of doubt, no resolution shall take effect unless proper notice of the proposed resolution has been given to all Council Members.

- (c) For the purpose of sub-paragraph (b), proper notice is deemed to be given to a Council Member if the proposed resolution is:-
 - (i) Sent to a postal address designated by the Council Member for such purpose,
 - (ii) Sent to an email address designated by the Council Member for such purpose,
 - (iii) Transmitted by fax to a number designated by the Council Member for such purpose,
 - (iv) Personally served on the Council Member, or
 - (v) Personally served on a person duly authorised by the Council Member.
- (d) The date of a resolution referred to in this article is the date on which the last of the Council Members constituting a 2/3 (two-thirds) majority of the Council Members signs or otherwise indicates agreement in writing to the resolution.
- (3) A reference in this article to eligible Council Members is a reference to Council Members who would have been entitled to vote on the matter if it had been proposed as a resolution at a Council Members' meeting.

10. Calling Council Members' meetings

- (1) Any Council Member may call a Council Members' meeting by giving notice of the meeting to the Council Members or by authorizing the company secretary to give such notice.
- (2) Notice of a Council Members' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a Council Members' meeting must be given to each Council Member, but need not be in writing.

11. Participation in Council Members' meetings

- (1) Subject to these articles, Council Members participate in a Council Members' meeting, or part of a Council Members' meeting, when—
 - (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Council Members are participating in a Council Members' meeting, it is irrelevant where a Council Member is and how they communicate with each other.
- (3) If all the Council Members participating in a Council Members' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

12. Quorum for Council Members' meetings

- (1) At a Council Members' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for Council Members' meetings shall be 7.

13. Meetings if total number of Council Members less than quorum

- If the total number of Council Members for the time being is less than the quorum required for Council Members' meetings, the Council Members must not take any decision other than a decision—
- (a) to appoint further Council Members; or
 - (b) to call a general meeting so as to enable the members to appoint further Council Members.

14. Chairing of Council Members' meetings

- (1) The President shall chair Council Members' meetings, failing which the Vice President shall chair their meetings, failing which the Council Members may appoint a Council Member to chair their meetings.
- (2) The President shall or the person appointed for the time being (as the case may be) is known as the chairperson.
- (3) In the case where the chairperson is appointed by the Council Members to chair their meetings, the Council Members may terminate the appointment of the chairperson at any time.
- (4) If the chairperson is not participating in a Council Members' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating Council Members may appoint one of themselves to chair it.

15. Chairperson's casting vote at Council Members' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other Council Member chairing the Council Members' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other Council Member is not to be counted as participating in the decision-making process for quorum or voting purposes.

16. Conflicts of interest

- (1) This article applies if—
 - (a) a Council Member is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the company that is significant in relation to the company's business; and
 - (b) the Council Member's interest is material.
- (2) The Council Member must declare the nature and extent of the Council Member's interest to the other Council Members in accordance with section 536 of the Ordinance.
- (3) The Council Member must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the Council Member is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) If the Council Member contravenes paragraph (3)(a), the vote must not be counted.
- (5) Paragraph (3) does not apply to—
 - (a) an arrangement for giving a Council Member any security or indemnity in respect of money lent by the Council Member to or obligations undertaken by the Council Member for the benefit of the company;
 - (b) an arrangement for the company to give any security to a third party in respect of a debt or obligation of the company for which the Council Member has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
 - (c) an arrangement under which benefits are made available to employees and Council Members or former employees and Council Members of the company or any of its subsidiaries, which do not provide special benefits for Council Members or former Council Members.
- (6) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

17. Validity of acts of meeting of Council Members

The acts of any meeting of Council Members or of a committee of Council Members or the acts of any person acting as a Council Member are as valid as if the Council Members or the person had been duly appointed as a Council Member and was qualified to be a

Council Member, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the Council Members or of the person acting as a Council Member;
- (b) any one or more of them were not qualified to be a Council Member or were disqualified from being a Council Member;
- (c) any one or more of them had ceased to hold office as a Council Member; or
- (d) any one or more of them were not entitled to vote on the matter in question.

18. Record of decisions to be kept

The Council Members must ensure that the company keeps a written record of every decision taken by the Council Members under article 8 for at least 10 years from the date of the decision.

19. Council Members' discretion to make further rules

Subject to these articles, the Council Members may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to Council Members.

Division 3—Appointment and Retirement of Council Members

20. Composition, appointment and retirement of Council Members

- (1) The Council comprises:-
 - (a) 16 Council Members appointed under this article, comprising:-
 - (i) one President;
 - (ii) one Vice-President;
 - (iii) one Secretary;
 - (iv) one Treasurer;
 - (v) 12 other Council Members, which comprise:-
 - (I) 8 full members;
 - (II) 2 associate members;
 - (III) 2 student members.
 - (b) not more than 5 Co-opted Council Members appointed under article 24; and
 - (c) the Immediate Past President (if any).
- (2) Subject to these articles, a full member, associate member or student member (as the case may be) who is willing to act as a Council Member, and is permitted by law to do so, may be appointed to be a Council Member by election from full members, associate members or student members respectively in accordance with these articles. Elections shall be carried out as follows:-
 - (a) In one year, the following offices are elected in the annual general meeting:-
 - (i) President;
 - (ii) Treasurer;
 - (iii) 4 other Council Members being full members;
 - (iv) 1 other Council Member being an associate member;
 - (v) 2 other Council Members being student members;
 - (b) In alternate years, the following offices are elected in the annual general meeting of the respective year:-
 - (i) Vice-President;
 - (ii) Secretary;
 - (iii) 4 other Council Members being full members;
 - (iv) 1 other Council Member being an associate member;
 - (v) 2 other Council Members being student members.
- (3) Subject to these articles, a full member who is willing to act as a Council Member, and is permitted by law to do so, may be appointed to be a Co-opted Council Member by the Council Members under article 24.

- (4) Subject to these articles, without prejudice to the appointment of co-opted council members under article 24, a full member who is willing to act as a Council Member, and is permitted by law to do so, may be appointed by the Council Members to fill casual vacancies of Council Members referred to under paragraph (1)(a) in the midst for the unexpired term except the office of President. In the event the office of the President becomes vacant, the Vice-President shall become President for his or her unexpired term.
- (5) The term of appointment of a Council Member shall be 2 years, except;-
 - (a) the term of appointment of a Council Member being a student member shall be 1 year;
 - (b) the term of appointment of a Co-opted Council Member shall be 1 year.
- (6) Subject to these articles:-
 - (a) a Council Member appointed from full members under paragraphs (2) or (4) holds office until the conclusion of the next annual general meeting of the year in which election of the relevant position(s) of the Council Member is held under paragraph (2);
 - (b) a Council Member appointed from associate members under paragraph (2) holds office until the conclusion of the next annual general meeting of the year in which election of the Council Member to be appointed from associate members is held under paragraph (2);
 - (c) a Council Member appointed from student members under paragraph (2) holds office until the conclusion of the next annual general meeting following the appointment.
- (7) The Immediate Past President:-
 - (a) is appointed as an ex-officio Council Member with a term of appointment of 1 year;
 - (b) holds office until the conclusion of the next annual general meeting following the commencement of his or her office.

21. Retiring Council Member eligible for reappointment

A retiring Council Member is eligible for reappointment to the office provided that:-

- (a) if he is to be appointed by election under article 20(2), he has not been a Council Member for a continuous period of more than 4 years at the time of appointment, or
- (b) if he is to be appointed by the Council Members under article 20(4), he has not been a Council Member for a continuous period of more than 4 years at the time of appointment, or
- (c) if he is to be appointed to be a Co-opted Council Member under article 24(1), he has not been a Council Member for a continuous period of more than 5 years at the time of appointment.

This article is not applicable to the office of Immediate Past President.

22. Election of Council Members

Subject to these articles, the Council Members may make rules as they think fit about—

- (a) the procedures for the nominations of candidates for the election of Council Members; and
- (b) the procedures for the election of Council Members.

23. Termination of Council Member's appointment

A person ceases to be a Council Member if the person—

- (a) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (b) becomes bankrupt or makes any arrangement or composition with the person's creditors generally;
- (c) becomes a mentally incapacitated person;

- (d) resigns the office of Council Member by notice in writing of the resignation in accordance with section 464(5) of the Ordinance;
- (e) for more than 6 months has been absent without the Council Members' permission from Council Members' meetings held during that period; or
- (f) is removed from the office of Council Member by an ordinary resolution of the company.

Division 4 — Co-opted Council Members

24. Appointment and removal of Co-opted Council Members

- (1) Subject to these articles, a full member who is willing to act as a Council Member, and is permitted by law to do so, may be appointed to be a Co-opted Council Member by a decision of the Council Members.
- (2) A Co-opted Council Member appointed under paragraph (1) holds office until the conclusion of the next annual general meeting following the appointment.
- (3) A Co-opted Council Member must:-
 - (a) retire from office at the conclusion of the next annual general meeting following the appointment; or
 - (b) if the company has dispensed with the holding of annual general meetings or is not required to hold annual general meetings, retire from office before the end of 9 months after the end of the company's accounting reference period by reference to which the financial year in which the Council Member was appointed is to be determined.

25. Rights and responsibilities of Co-opted Council Members

- (1) A Co-opted Council Member has the same rights as an elected council member in relation to any decision taken by the Council Members under article 8.
- (2) Unless these articles specify otherwise, Co-opted Council Members—
 - (a) are deemed for all purposes to be Council Members; and
 - (b) are liable for their own acts and omissions.

26. Termination of co-opted council membership

A Co-opted Council Member's appointment as a Co-opted Council Member terminates if:-

- (a) the decision under article 24(1) is withdrawn or revoked;
- (b) he is removed from the office of Council Member by an ordinary resolution of the company.

Division 5—Council Members' Indemnity and Insurance

27. Indemnity

- (1) A Council Member or former Council Member of the company may be indemnified out of the company's assets against any liability incurred by the Council Member to a person other than the company or an associated company of the company in connection with any negligence, default, breach of duty or breach of trust in relation to the company or associated company (as the case may be).
- (2) Paragraph (1) only applies if the indemnity does not cover—
 - (a) any liability of the Council Member to pay—
 - (i) a fine imposed in criminal proceedings; or
 - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
 - (b) any liability incurred by the Council Member—
 - (i) in defending criminal proceedings in which the Council Member is convicted;
 - (ii) in defending civil proceedings brought by the company, or an associated company of the company, in which judgment is given against the Council Member;

- (iii) in defending civil proceedings brought on behalf of the company by a member of the company or of an associated company of the company, in which judgment is given against the Council Member;
 - (iv) in defending civil proceedings brought on behalf of an associated company of the company by a member of the associated company or by a member of an associated company of the associated company, in which judgment is given against the Council Member; or
 - (v) in connection with an application for relief under section 903 or 904 of the Ordinance in which the Court refuses to grant the Council Member relief.
- (3) A reference in paragraph (2)(b) to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings.
- (4) For the purposes of paragraph (3), a conviction, judgment or refusal of relief—
- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
 - (b) if appealed against, becomes final when the appeal, or any further appeal, is disposed of.
- (5) For the purposes of paragraph (4)(b), an appeal is disposed of if—
- (a) it is determined, and the period for bringing any further appeal has ended; or
 - (b) it is abandoned or otherwise ceases to have effect.

28. Insurance

The Council Members may decide to purchase and maintain insurance, at the expense of the company, for a Council Member of the company, or a Council Member of an associated company of the company, against—

- (a) any liability to any person attaching to the Council Member in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the company or associated company (as the case may be); or
- (b) any liability incurred by the Council Member in defending any proceedings (whether civil or criminal) taken against the Council Member for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the company or associated company (as the case may be).

Division 6—Company Secretary

29. Appointment and removal of company secretary

- (1) The Council Members may appoint a company secretary for a term, at a remuneration and on conditions they think fit.
- (2) The Council Members may remove a company secretary appointed by them.

Part 5 Honorary Officers

30. Honorary Officers

- (1) The Council Members may appoint such persons to hold honorary offices (including but not confined to honorary patrons, honorary presidents, honourable presidents, honorary advisors and honorary legal advisors) ("**Honorary Officer(s)**") however named on such terms as they think fit.
- (2) An Honorary Officer shall be entitled to participate in all activities organized by the company, receive notice of all general meetings and attend all general meetings in person, but an Honorary Officer per se shall not be entitled to requisition or propose a resolution or vote in general meetings.

Part 6 Members

Division 1—Becoming and Ceasing to be Member

31. Classes of Membership

- (1) There are 3 classes of members: (i) full member, (ii) associate member and (iii) student member.
- (2) Full member. Any person who is a social worker registered under Social Workers Registration Ordinance (Cap. 505) at the time of application may apply to be a full member.
- (3) Associate member. Any person who is an individual who contributes towards the objects of the company may apply to be an associate member.
- (4) Student member. Any person who is a student in social work in any educational institution may apply to be a student member.
- (5) Unless otherwise specified, an associate member or a student member shall be entitled to participate in all activities organized by the company, receive notice of all general meetings and attend all general meetings in person, but shall not be entitled to requisition or propose a resolution or vote in general meetings.
- (6) For the avoidance of doubt, subject to these articles, an associate member or a student member shall be entitled to elect and to be elected to be a Council Member in accordance with article 20.

32. Application for membership

- (1) A person may become a member of the company only if—
 - (a) that person has completed an application for membership in a form approved by the Council Members; and
 - (b) the Council Members have approved the application.
- (2) The qualification of a member shall be subject to the payment of the annual subscription of such amount as the Council Members shall determine from time to time. For the avoidance of any doubt, no full member, associate member or student member whose yearly subscription (if any) is in arrears for two months (or for such period as the board of directors may from time to time determine) shall be entitled to vote on any occasion whatsoever until he has fully discharged all claims as to membership fees which the company may have against him and her.
- (3) A reference to “member” in this article includes associate member and student member.

33. Termination of membership

- (1) A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- (2) Membership is not transferable.
- (3) A person's membership terminates when that person dies or ceases to exist.
- (4) Subject to this article, the Council Members may terminate the membership of a member by notice in writing where:-
 - (a) the member has failed to pay the annual subscription; or
 - (b) the member has engaged in conduct in flagrant breach of these articles or which may otherwise bring the company into disrepute.
- (5) Any decision to terminate the membership of a member must be approved by 2/3 (two-thirds) majority of the total membership of the Council Members.
- (6) The member whose membership is terminated under paragraph (5) may, within 14 days, appeal to an appeal panel constituted by 3 persons as appointed by the Council Members from any of (i) honourable presidents of the company appointed article 30, (ii) past presidents of the company or (iii) such other respectable persons

- not being Council Members. The appeal procedures shall be decided by the Council Members.
- (7) A reference to “member” in paragraphs (1) to (6) above includes associate member and student member.
 - (8) The Council Members may terminate the membership of a full member if the full member ceases to be a social worker registered under Social Workers Registration Ordinance (Cap. 505), and in such event paragraphs (4) to (6) are not applicable.

Division 2—Organization of General Meetings

34. General meetings

- (1) Subject to sections 611, 612 and 613 of the Ordinance, the company must, in respect of each financial year of the company, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
- (2) The Council Members may, if they think fit, call a general meeting.
- (3) If the Council Members are required to call a general meeting under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance.
- (4) If the Council Members do not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

35. Notice of general meetings

- (1) An annual general meeting must be called by notice of at least 21 days in writing.
- (2) A general meeting other than an annual general meeting must be called by notice of at least 14 days in writing.
- (3) The notice is exclusive of—
 - (a) the day on which it is served or deemed to be served; and
 - (b) the day for which it is given.
- (4) The notice must—
 - (a) specify the date and time of the meeting;
 - (b) specify the place of the meeting (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting);
 - (c) state the general nature of the business to be dealt with at the meeting;
 - (d) for a notice calling an annual general meeting, state that the meeting is an annual general meeting;
 - (e) if a resolution (whether or not a special resolution) is intended to be moved at the meeting—
 - (i) include notice of the resolution; and
 - (ii) include or be accompanied by a statement containing any information or explanation that is reasonably necessary to indicate the purpose of the resolution;
 - (f) if a special resolution is intended to be moved at the meeting, specify the intention and include the text of the special resolution; and
 - (g) contain a statement specifying a member’s right to appoint a proxy under section 596(1) of the Ordinance.
- (5) Paragraph (4)(e) does not apply in relation to a resolution of which—
 - (a) notice has been included in the notice of the meeting under section 567(3) or 568(2) of the Ordinance; or
 - (b) notice has been given under section 615 of the Ordinance.
- (6) Despite the fact that a general meeting is called by shorter notice than that specified in this article, it is regarded as having been duly called if it is so agreed—

- (a) for an annual general meeting, by all the members entitled to attend and vote at the meeting; and
- (b) in any other case, by a majority in number of the members entitled to attend and vote at the meeting, being a majority together representing at least 95% of the total voting rights at the meeting of all the members.

36. Persons entitled to receive notice of general meetings

- (1) Notice of a general meeting must be given to—
 - (a) every full member, associate member and student member; and
 - (b) every Council Member.
- (2) If notice of a general meeting or any other document relating to the meeting is required to be given to a member, the company must give a copy of it to its auditor (if more than one auditor, to everyone of them) at the same time as the notice or the other document is given to the member. A reference to “member” in this paragraph includes associate member and student member.

37. Accidental omission to give notice of general meetings

Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

38. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when the person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions that the person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) the person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) the person’s vote can be taken into account in determining whether or not those resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Council Members may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any 2 or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at the meeting, they are able to exercise them.

39. Quorum for general meetings

- (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, at least 20 full members or 1% of the total membership of full members, whichever is lower, for the time being who shall be present either personally or by proxy shall be a quorum.
- (2) No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- (3) For the avoidance of doubt, associate members and student members shall not be counted towards the quorum for general meetings.

40. Chairing general meetings

- (1) If the chairperson (if any) of the Council (i.e. the President) is present at a general

- meeting and is willing to preside as chairperson at the meeting, the meeting is to be presided over by him or her.
- (2) The Council Members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) there is no chairperson of the Council;
 - (b) the chairperson is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the chairperson is unwilling to act; or
 - (d) the chairperson has given notice to the company of the intention not to attend the meeting.
 - (3) The members present at a general meeting must elect one of themselves to be the chairperson if—
 - (a) no Council Member is willing to act as chairperson; or
 - (b) no Council Member is present within 15 minutes after the time appointed for holding the meeting.

41. Attendance and speaking by non-members

- (1) Council Members may attend and speak at general meetings, whether or not they are members of the company.
- (2) The chairperson of a general meeting may permit other persons to attend and speak at a general meeting even though they are not—
 - (a) members of the company; or
 - (b) otherwise entitled to exercise the rights of members in relation to general meetings.

42. Adjournment

- (1) If a quorum is not present within half an hour from the time appointed for holding a general meeting, the meeting must—
 - (a) if called on the request of members, be dissolved; or
 - (b) in any other case, be adjourned to the same day in the next week, at the same time and place, or to another day and at another time and place that the Council Members determine.
- (2) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy constitute a quorum.
- (3) The chairperson may adjourn a general meeting at which a quorum is present if —
 - (a) the meeting consents to an adjournment; or
 - (b) it appears to the chairperson that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (4) The chairperson must adjourn a general meeting if directed to do so by the meeting.
- (5) When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
- (6) Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
- (7) If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (8) If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Division 3—Voting at General Meetings

43. General rules on voting

- (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.
- (2) If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.
- (3) On a vote on a resolution on a show of hands at a general meeting, a declaration by the chairperson that the resolution—
 - (a) has or has not been passed; or
 - (b) has passed by a particular majority,is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (4) An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.

44. Errors and disputes

- (1) Any objection to the qualification of any person voting at a general meeting may only be raised at the meeting or adjourned meeting at which the vote objected to is tendered, and a vote not disallowed at the meeting is valid.
- (2) Any objection must be referred to the chairperson of the meeting whose decision is final.

45. Demanding a poll

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before or on the declaration of the result of a show of hands on that resolution.
- (2) A poll on a resolution may be demanded by—
 - (a) the chairperson of the meeting;
 - (b) at least 2 members present in person or by proxy; or
 - (c) any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting.
- (3) The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
- (4) A demand for a poll on a resolution may be withdrawn.

46. Number of votes a member has

- On a vote on a resolution, whether on a show of hands at a general meeting or on a poll taken at a general meeting—
- (a) every member present in person has 1 vote; and
 - (b) every proxy present who has been duly appointed by a member entitled to vote on the resolution has 1 vote.

47. Votes of mentally incapacitated members

- (1) A member who is a mentally incapacitated person may vote, whether on a show of hands or on a poll, by the member's committee, receiver, guardian or other person in the nature of a committee, receiver or guardian appointed by the Guardianship Board.
- (2) The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

48. Content of proxy notices

- (1) A proxy must be a member of the company.
- (2) A proxy may only validly be appointed by a notice in writing (proxy notice) that—
 - (a) states the name and address of the member appointing the proxy;

- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated, or is signed on behalf of the member appointing the proxy; and
 - (d) is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- (3) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
 - (4) If the company requires or allows a proxy notice to be delivered to it in electronic form, it may require the delivery to be properly protected by a security arrangement it specifies.
 - (5) A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions dealing with any business to be transacted at a general meeting.
 - (6) Unless a proxy notice indicates otherwise, it must be regarded as—
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
 - (7) This article applies to associate member and student member for the purpose of election of Council Members under article 20. A reference to "member" in this article includes associate member and student member.

49. Execution of appointment of proxy on behalf of member appointing the proxy

If a proxy notice is not authenticated, it must be accompanied by written evidence of the authority of the person who executed the appointment to execute it on behalf of the member appointing the proxy. This article applies to associate member and student member for the purpose of election of Council Members under article 20.

50. Delivery of proxy notice and notice revoking appointment of proxy

- (1) A proxy notice does not take effect unless it is received by the company—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking the appointment only takes effect if it is received by the company—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (4) This article applies to associate member and student member for the purpose of election of Council Members under article 20.

51. Effect of member's voting in person on proxy's authority

- (1) A proxy's authority in relation to a resolution is to be regarded as revoked if the member who has appointed the proxy—
 - (a) attends in person the general meeting at which the resolution is to be decided; and
 - (b) exercises, in relation to the resolution, the voting right that the member is entitled to exercise.
- (2) A member who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of the meeting or any

adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of the member.

52. Effect of proxy votes in case of death, mental incapacity, etc. of member appointing the proxy

- (1) A vote given in accordance with the terms of a proxy notice is valid despite—
 - (a) the previous death or mental incapacity of the member appointing the proxy; or
 - (b) the revocation of the appointment of the proxy or of the authority under which the appointment of the proxy is executed.
- (2) Paragraph (1) does not apply if notice in writing of the death, mental incapacity or revocation is received by the company—
 - (a) for a general meeting or adjourned general meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
 - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
- (3) This article applies to associate member and student member for the purpose of election of Council Members under article 20.

53. Amendments to proposed resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) notice of the proposed amendment is given to the company secretary in writing; and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution.
- (2) The notice must be given by a person entitled to vote at the general meeting at which it is to be proposed at least 48 hours before the meeting is to take place (or a later time the chairperson of the meeting determines).
- (3) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if—
 - (a) the chairperson of the meeting proposes the amendment at the meeting at which the special resolution is to be proposed; and
 - (b) the amendment merely corrects a grammatical or other non-substantive error in the special resolution.
- (4) If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the vote on that resolution remains valid unless the Court orders otherwise.

Part 7 Miscellaneous Provisions
Division 1—Communications to and by Company

54. Means of communication to be used

- (1) Subject to these articles, anything sent or supplied to or by the company under these articles may be sent or supplied in any way in which Part 18 of the Ordinance provides for documents or information to be sent or supplied to or by the company for the purposes of the Ordinance.
- (2) Anything sent or supplied by the company to another person under these articles may be sent or supplied, in electronic form or hard copy form, by the company to that other person:-
 - (a) by electronic means to an address specified for the purpose by that other person generally or specifically, or
 - (b) by hand to that other person, or
 - (c) by post to an address specified for the purpose by that other person generally or specifically or the person's address as shown in the company's register of

members, register of debenture holders, register of directors or register of company secretaries.

- (3) This article applies to an associate member and a student member. A reference to “member” in this article includes associate member and student member.
- (4) Subject to these articles, any notice or document to be sent or supplied to a Council Member in connection with the taking of decisions by Council Members may also be sent or supplied by the means by which that Council Member has asked to be sent or supplied with such a notice or document for the time being.
- (5) A Council Member may agree with the company that notices or documents sent to that Council Member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Division 2—Administrative Arrangements

55. Company seals

- (1) A common seal may only be used by the authority of the Council Members.
- (2) A common seal must be a metallic seal having the company’s name engraved on it in legible form.
- (3) Subject to paragraph (2), the Council Members may decide by what means and in what form a common seal is to be used.
- (4) Unless otherwise decided by the Council Members, if the company has a common seal and it is affixed to a document, the document must also be signed by at least 1 Council Member of the company and 1 authorized person.
- (5) For the purposes of this article, an authorized person is—
 - (a) any Council Member of the company;
 - (b) the company secretary; or
 - (c) any person authorized by the Council Members for signing documents to which the common seal is applied.

56. Records of company

- (1) The Council Members must cause the information of the company to be adequately recorded for future reference as required by the Ordinance.
- (2) The records can be kept in hard copy or in electronic form, and arranged in the manner that the Council Members of the company think fit.

57. Accounts

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

58. No right to inspect accounts and other records

A person is not entitled to inspect any of the company’s accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—

- (a) an enactment;
- (b) an order under section 740 of the Ordinance;
- (c) the Council Members; or
- (d) an ordinary resolution of the company.

59. Auditor’s insurance

- (1) The Council Members may decide to purchase and maintain insurance, at the expense of the company, for an auditor of the company, or an auditor of an associated company of the company, against—
 - (a) any liability to any person attaching to the auditor in connection with any negligence, default, breach of duty or breach of trust (except for fraud) occurring in the course of performance of the duties of auditor in relation to the company or associated company (as the case may be); or
 - (b) any liability incurred by the auditor in defending any proceedings (whether civil or criminal) taken against the auditor for any negligence, default, breach of duty or breach of trust (including fraud) occurring in the course of performance of the duties of auditor in relation to the company or associated company (as the case may be).
- (2) In this article, a reference to performance of the duties of auditor includes the performance of the duties specified in section 415(6)(a) and (b) of the Ordinance.

60. Net assets on winding up and dissolution

If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever (***the net assets***), the net assets shall not be paid to or distributed among the members of the company but shall be given or transferred to some other institution or institutions, having similar objects to the company, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the company under or by virtue of article 3 above and this article, such institution or institutions to be determined by a resolution of the members of the company at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

61. Amendments to articles of association

No addition, alteration or amendment shall be made to or in the Articles of Association for the time being in force, unless such addition, alteration or amendment has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance. Subject to the foregoing provision, any addition, alteration or amendment of this article shall be approved by a special resolution passed by the members of the company present and entitled to vote at a meeting of the company, provided that such amendment shall have been previously approved by all the Council Members.

62. Restriction on formation of subsidiary

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