

The Companies Ordinance (Cap. 622)

**Memorandum
And
Articles of Association**

of

**THE ASSOCIATION OF
CONSULTING ENGINEERS
OF HONG KONG**

香 港 顧 問 工 程 師 協 會

Incorporated the 15th day of April 1977

(As amended up to 16th December 2019)

A Company Not for Profit and Limited by Guarantee

THE COMPANIES ORDINANCE

Chapter 622 of the Laws of Hong Kong

Revised Edition, 1975

SECTION 21

WHEREAS His Excellency the Governor of Hong Kong has in exercise of the powers conferred on him by Section 63 of the Interpretation and General Clauses Ordinance deputed, among others, the person holding the office of Registrar General to exercise or perform on his behalf such powers or duties as are conferred or imposed upon him by Section 21 of the Companies Ordinance.

AND WHEREAS it has been proved to my satisfaction that THE ASSOCIATION OF CONSULTING ENGINEERS OF HONG KONG 香港顧問工程師協會 which is about to be registered under the said Companies Ordinance as a company limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by Section 21 of the said Ordinance and that it is the intention of the said Association that the income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association, and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise howsoever by way of profit, to the persons who are members of the Association;

NOW THEREFORE I, PIERS JACOBS, Registrar General of Hong Kong, in exercise of the said powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by seven members thereof on the 24th

day of March, 1977, do on behalf of His Excellency the Governor by this my licence direct THE ASSOCIATION OF CONSULTING ENGINEERS OF HONG KONG 香港顧問工程師協會 to be registered with limited liability without the addition of the word “Limited” to its name.

GIVEN under my hand at Victoria in the Colony of Hong Kong this fourteenth day of April One Thousand Nine Hundred and Seventy Seven.

P. Jacobs

.....
Registrar General,
Hong Kong

No. 52575

(COPY)

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that

THE ASSOCIATION OF CONSULTING

ENGINEERS OF HONG KONG

香港顧問工程師協會

*(The word "Limited" being omitted by Licence
granted by me under delegated powers)*

is this day incorporated in Hong Kong under the Companies Ordinance, and that this Company is limited.

GIVEN under my hand this Fifteenth day of April One Thousand Nine Hundred and Seventy Seven.

Leslie Foo
For Registrar of Companies
Hong Kong

The Companies Ordinance (Cap. 622)

A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

**Memorandum of Association
OF
THE ASSOCIATION OF
CONSULTING ENGINEERS OF HONG KONG**

香港顧問工程師協會

1. The name of the Association is “ THE ASSOCIATION
OF CONSULTING ENGINEERS OF HONG KONG

(香港顧問工程師協會)”

2. The registered office of the Association will be situate in
Hong Kong.

3. The objects for which the Association is established are:-

- (a) To establish standards for the conduct of Consulting
Engineers in Hong Kong;
- (b) To promote the advancement of the Profession of
Consulting Engineering;
- (c) To associate Consulting Engineers as defined in the
Articles of Association for the purposes of
cooperation and mutual advantage and consultation;
- (d) To promote the professional interests, rights, powers
and privileges of Consulting Engineers;

II

- (e) To give the Legislature, Public Bodies and others facilities for conferring with and ascertaining the collective views of Consulting Engineers;
- (f) To confer with Associations, representing Manufacturers, Contractors and other persons engaged in engineering works, on matters of consulting engineering;
- (g) To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Association may think necessary or convenient for the purpose for which the Association is formed as expressed in this Memorandum of Association;
- (h) To sell, let, mortgage, denote, dispose of or return to account, all or any of the property, rights or privileges of the Association;
- (i) To undertake and execute any trusts which may seem to the Association conducive to any of its objects;
- (j) To borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit;
- (k) To invest the moneys of the Association not immediately required for its purpose, in or upon such investments, securities or property as may be thought fit;
- (l) To establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects;

III

- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (n) To seek to promulgate appropriate Conditions of Engagement and fair terms and generally to represent the profession to the Hong Kong Government and to the public;
- (o) To do all such other things as are incidental or the Association may think conducive to the attainment of the above objects or any of them.

Provided always that the Association shall not support with its funds or endeavour to impose on or procure to be observed by its members or others, any regulation restriction or condition which if an object of the Association would make it a Trade Union. And provided that:

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) 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.
4. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association.

IV

- (2) Subject to sub-clauses (4) and (5) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to Members of the Association.
- (3) No member of the Council or Registered Principal of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (5) below) shall be given by the Association to any member of the Council or Registered Principal.
- (4) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable or proper remuneration to any officer or servant of the Association or to any Member of the Association in return for any services actually rendered to the Association.
- (5) Nothing herein shall prevent the payment, in good faith, by the Association:-
 - (a) To any member of the Council of out-of-pocket expenses;
 - (b) of interest on money lent by any Member of the Association or member of the Council at a reasonable and proper rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(c) of reasonable and proper rent for premises let by any Member to the Association. 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;

(d) of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Association or a member of its Council 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 one hundredth part of its votes.

(6) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (4) and (5) above.

5. No addition, alteration or amendment shall be made to or in the regulations contained in the Memorandum and Articles of Association for the time being in force unless the same shall have been previously 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 Companies Ordinance (Cap. 622).

6. The liability of the Members is limited.

7. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that it is a Member or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which it ceases to be a Member, and of the costs, charges and expenses of winding up the same and for the

adjustments of the rights of the contributories amongst themselves, such amount as may be required not exceeding two hundred and fifty Hong Kong dollars (HK\$250).

8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property 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 or property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of the fourth paragraph of this Memorandum, such institution or institutions to be determined by a resolution of the Members of the Association at or before the time of dissolution, or in default thereof by such judge of the High Court of the Hong Kong Special Administrative Region as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to such provision, then to some charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Association; and, manner of inspecting the same that may be imposed in accordance with the Ordinance and the regulations of the Association for the time being in force, shall be open to the inspection of the Members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.

10. The Association 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.

VII

We, the several persons whose names and addresses are subscribed, are desirous of being formed into the Association in pursuance of this Memorandum of Association.

VIII

Names	Addresses	Description of Subscribers
Hon. Szeto Wai	One, Hysan Avenue 11th Floor Causeway Bay Hong Kong	Engineer
R. Banham	1801 Guardian House Oi Kwan Road Causeway Bay Hong Kong	Engineer
C.R. Coulson	Jubilee Commercial Building 42-46 Gloucester Road Hong Kong	Engineer
J.W. Downer	14th Floor 1 Kowloon Park Drive Kowloon	Engineer
S.G. Elliott	1720 Star House Kowloon	Engineer: Chairman of the ad-hoc Committee of the Association
A.M.T. Koo	1/F Caroline Mansion 4 Yun Ping Road Hong Kong	Engineer
P.S. Molyneux	1717 Star House Kowloon	Engineer: Honorary Secretary of the ad-hoc Committee of the Association

Dated the 24th day of March 1977. Witness to the above signatures

T.J. GREGORY
SOLICITOR
ONG KON

THE COMPANIES ORDINANCE (CAP. 622)

A COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

**Articles of Association
OF
THE ASSOCIATION OF
CONSULTING ENGINEERS OF HONG KONG**

香 港 顧 問 工 程 師 協 會

GENERAL

1. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Ordinance	The Companies Ordinance (Cap. 622) (including the related subsidiary legislation) as amended from time to time thereafter and every other Ordinance for the time being in force in The Hong Kong Special Administrative Region concerning companies and affecting the Association.
These Articles	These Articles of Association and the regulations of the Association from time to time in force.

Consulting Engineer ..	<p>A person who</p> <p>(a) is practising and as his principal occupation advises on engineering matters or designs or supervises or monitors the construction of engineering work, and</p> <p>(b) has responsibility for the management of the whole or a significant part of a Firm irrespective of the title by which he is described, and</p> <p>(c) has no direct or indirect concern or interest in any commercial or manufacturing or contracting business such as would tend to influence his exercise of an independent professional judgement in the class of work in which he or his Firm engages.</p>
Registered Principal ..	A Consulting Engineer whose name has been entered on the Register of Principals on behalf of a Member and is normally resident in Hong Kong.
A Firm	Either a Firm of Consulting Engineers or a Multiprofessional Firm practising and intending to continue practising in Hong Kong.
An Associate Firm ...	Either a Consulting Engineer, or a partnership or a company as defined for a Firm of Consulting Engineers or a partnership or a company as defined for a Multiprofessional Firm except that the conditions set out in (1)(i) to

(iii) in the definition of a Firm of Consulting Engineers shall not apply.

A Firm of Consulting ..
Engineers

Any of the following:-

- (a) a Consulting Engineer who is a sole practitioner; or
- (b) a partnership in which Consulting Engineers constitute a least a majority of the partners and have control of the partnership's affairs and the only other partners (if any) are persons considered suitable by the Council; or
- (c) a company in which Consulting Engineers hold at least a majority of votes in meetings of directors and (whether or not the company is directly or indirectly wholly or partly owned by persons other than Consulting Engineers) have (to the satisfaction of the Council) control of the company's affairs

Provided always that:

- (1) There shall be excluded from this definition any firm:
 - (i) that engages in or is a subsidiary or holding company of a company which engages in development manufacturing or contracting such as would in the opinion of the Council tend to influence a Consulting

Engineer in such firm in the exercise of his independent professional judgement in relation to the matters in which the firm advises; or

- (ii) whose holding company has or holding companies have any other subsidiary which engages in development manufacturing or contracting unless the Council are satisfied that the activities as Consulting Engineers of the firm are not influenced by the interests of such other subsidiary; or
- (iii) that (in the opinion of the Council) is in substance owned by the State or a similar public body or is in substance the design department of a development, manufacturing or contracting enterprise; or
- (iv) the ownership of which (in the opinion of the Council) is such as would tend to influence a Consulting Engineer in such firm in the exercise of his independent professional judgement in relation to the matters in which the firm advises; or
- (v) where any persons directly or indirectly interested in the capital of the firm are

considered unsuitable by the Council.

- (2) In this definition where the context admits reference to a company shall include any body corporate wherever incorporated.

A Multiprofessional ...
Firm

Either of the following:-

- (a) a partnership in which Consulting Engineers do not constitute a majority of the partners but comprise at least 25% of the partners and in which
- (i) 75% of the partners are in professions considered acceptable by the Council; and
- (ii) all partners are considered acceptable by the Council; or
- (b) a company not falling within clause (c) in the definition of a Firm of Consulting Engineers, but in which the directors of the company who are in professions considered acceptable by the Council control the company's affairs, and in particular
- (i) exercise not less than 75% of the votes in meetings of directors provided that not less than one third of such proportion of votes shall be exercisable by directors who are Consulting Engineers;

and

- (ii) together with the employees of the company and any trust set up for the benefit of such employees exercise not less than 75% of the votes in meetings of the company provided that at least one third of such proportion of votes shall be exercisable by those directors who are Consulting Engineers

Provided always that the conditions set out in (1)(i) to (v) inclusive and (2) in the definition of a Firm of Consulting Engineers shall also apply, with the necessary changes, to the definition of a Multiprofessional Firm.

The Association	The Association of Consulting Engineers of Hong Kong
The Council	The Council for the time being of the Association
A Member	has the meaning specified in Article 5
The Office	The registered office of the Association
The Seal	The Common Seal of the Association
Month	Calendar month
In writing	Written, printed, lithographed or otherwise represented or reproduced words in a visible or locked electronic form; or partly one and partly another.
Normally Resident	Liable for Hong Kong tax.
A member of the Council	means any person for the time being appointed as a member of the Council and the person so appointed shall be deemed to be a “director” of the Association for the purpose of the Ordinance.

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.

Words importing persons shall include corporations.

Subject as aforesaid and unless the context otherwise requires, any words or expressions defined in the Ordinance shall, if not inconsistent with the subject or context, bear the same meaning in these articles.

2. For the purposes of registration the number of Members of the Association shall not exceed 250 but the Council may from time to time register an increase of Members.

3. Every Registered Principal of the Association shall sign a written consent to become a Registered Principal.

4. The Association is established for the objects expressed in the Memorandum of Association.

MEMBERSHIP

5. The Members of the Association shall comprise Firms conforming to the definition given in these Articles and which have been in practice continuously in Hong Kong for a minimum of 36 months and intend to continue to practise in Hong Kong. Firms conforming to the definition given in these Articles and which have been in practice in Hong Kong for less than 36 months but for more than 6 months may apply to be Associate Members of the Association. Application can be made to become a Member of the Association after the firm has been in practice for 36 months and intends to continue to practice in Hong Kong.

6. It shall be a condition of Membership and Associate Membership that on admission and at all times thereafter:

- (A) all Consulting Engineers in each Firm and Associate Firm who conform to the requirements of Article 12 shall be Registered Principals; and

- (B) each Firm and Associate Firm shall have a minimum of 1 Consulting Engineer who conforms to the requirements of Article 12 and is registered as Registered Principal, the minimum number being determined from time to time by the Council and approved by the Members by ordinary resolution in General Meeting; and
- (C) all Firms or Associate Firms in a group of firms conforming to the definition of a Firm in Article 1, and practising wholly or partially in or from Hong Kong shall register separately as Members or Associate Members, unless the circumstances are such that the Council in its absolute discretion permits an exception to be made.

7. A firm or Associate Firm wishing to become a Member or Associate Member shall make its application in writing on such form as shall be approved by the Council from time to time. On receipt of such application form the Honorary Secretary shall submit the same to a meeting of the Council who shall decide whether such application shall be approved or refused. Notice of such nomination giving the name and address of the Firm or Associate Firm and the names and qualifications of any person proposed by such Firm or Associate Firm to be Registered Principals of such Firm or Associate firm (unless such person shall be deemed to have satisfied the requirements for registration under Article 15) shall be sent to each Member. If any Member wishes to object to the election of a Firm, Multiprofessional Firm or Associate Firm, or to the registration of a person proposed as a Registered Principal, their objection shall be sent in writing to the Honorary Secretary within three weeks of the date of such notice.

8. If any objection is received it shall be considered by the Council who shall decide whether or not such objection shall be sustained. The final decision whether or not the Firm or Associate Firm shall be elected as a Member or Associate Member and whether

or not a person shall be registered as a Registered Principal shall rest with the Council.

9. In the event of a Firm or Associate Firm being elected as a Member or Associate Member the Honorary Secretary shall so inform the Firm or Associate Firm and shall enter the Firm's name into the Register of Members and Associate Members.

10. Those firms who have applied for Membership prior to the adoption of these Articles, whose applications shall have been examined by the Council then constituted and approved, shall be Members as from the adoption of these Articles provided that in the opinion of the Council they satisfy all the requirements for membership under these Articles.

11. The privileges of Membership and Associate Membership shall not be transferable or transmissible.

QUALIFICATION OF REGISTERED PRINCIPALS

12. In order to qualify for admission to the Register of Principals of the Association a person must be:

- (A) a Consulting Engineer of standing and experience acceptable to the Council, and be
- (B) professionally qualified either:
 - (i) as a Fellow or an equivalent where such a designation does not exist of one or more of the following institutions:-
 - (a) The Hong Kong Institution of Engineers.
 - (b) The Institution of Civil Engineers, London.

- (c) The Institution of Mechanical Engineers, London.
- (d) The Institution of Engineering & Technology, London.
- (e) The Institution of Structural Engineers, London.
- (f) The Institution of Chemical Engineers, London.
- (g) The Institution of Materials, Minerals and Mining, London.
- (h) The Chartered Institution of Building Services Engineers, London.
- (i) The Chartered Institution of Highways & Transportation, London.
- (j) The Chartered Institution of Water and Environmental Management, London.
- (k) China Association for Science and Technology.
- (l) Energy Institute, London.
- (m) The Institution of Professional Engineers New Zealand (Engineering New Zealand).
- (n) The Institution of Engineers, Australia (Engineers Australia).
- (o) The Canadian Council of Professional Engineers (Engineers Canada).
- (p) The Institution of Engineers of Ireland (Engineers Ireland).
- (q) The Institute of Marine Engineering, Science & Technology, London.
- (r) The Institute of Measurement and Control, London.
- (s) The Institution of Fire Engineers, London.
- (t) Institution of Gas Engineers and Managers, London.

- (u) The Society of Operations Engineers, London.
 - (v) Any other professional institution applicable to the special branch of engineering in which he practises which may be approved by the Council as being, in the opinion of the Council, of high standing, or
- (ii) as a Corporate Member of one or more of the institutions (a) to (v) above and have demonstrated to the satisfaction of the Council that he:-
- (-w) has more than 10 (ten) years of relevant experience since election to corporate membership of the appropriate institution,
 - (x) is over 35 years of age,
 - (y) has held a position of recognised managerial responsibility for a period of at least 5 (five) years.

13. A Registered principal shall not cease to be a Registered Principal by operation of Article 27(c) only by reason that the institution of which he is a fellow or a member ceases to be so recognised by the Association.

THE REGISTER OF PRINCIPALS

14. The Association shall keep a Register of Principals. The names of Registered Principals shall be entered into the Register at the same time as the name of the Firm or Associate Firm of which they propose to be Registered Principals is entered into the Register of Members and Associate Members. These Registers shall be open to inspection by any Member or Associate Member at reasonable notice.

15. The persons who were individual Members of the Association immediately prior to the adoption of these Articles, save for any who are no longer practising as Consulting Engineers, shall unless the contrary be shown be deemed to satisfy the requirements under these Articles for registration as Registered Principals.

16. A Member or Associate Member who wishes to apply to register a person as a Registered Principal in respect of that Member or Associate Member shall make an application in writing on such form as shall be approved by the Council from time to time. On receipt of such application the Honorary Secretary shall submit the same to a meeting of the Council who shall decide whether such application shall be approved or refused. If the Council shall approve the application, the person shall be nominated for registration. Notice of such nomination giving the name and qualifications of the person and the name and address of the firm making such application, shall be sent to each Member. If any Member wishes to object to the registration of such person as a Registered Principal, details of such objection shall be sent in writing to the Honorary Secretary within three weeks of the date of such notice.

17. If any objection is received it shall be considered by the Council. The final decision whether or not the person shall be registered as a Registered Principal shall rest with the Council.

18. In the event of the application being approved, the Honorary Secretary shall so inform him and the name of the person shall be entered into the Register of Principals. The following, and no other abbreviation, may be used to signify that a person is a Registered Principal of a Member of the Association: MConsE.(H.K.).

19. A person may be a Registered Principal of more than one Member or Associate Member.

THE HONORARY LIST

20. Any person who was an Honorary Member of the Association immediately prior to the adoption of these Articles shall have his name entered into the Honorary List.

21. The Council may on the retirement from practice of any Registered Principal in consideration of his outstanding service to the profession and, provided that he is not otherwise ineligible, enter his name into the Honorary List. Any person in the Honorary List shall be entitled to notice of and to attend all General Meetings and to take part in discussions thereat, but he shall not vote on any question nor shall he have any other privilege attaching to Membership, except that he may receive such communications regarding the Association as decided by the Council.

SUBSCRIPTION OF MEMBERS

22. Every new Member or Associate Member shall immediately upon election pay the subscription due for the then current year and no election shall become effective until such subscription shall have been paid.

23. The subscription shall be such an amount calculated in such a manner and payable on such a date or dates, as shall from time to time be fixed by the Council and approved by the Members at a General meeting.

24. In the event of any Member or Associate Member not paying the subscription, within three months after the same has become due, the Honorary Secretary shall remind the Member or Associate Member and notify the Council of the action taken. The Council may if the subscription remains unpaid remove the name of such Member or Associate Member and the names of its Registered Principals from the respective Registers of the Association. The Member or Associate Member may be re-instated to the respective Registers of the Association upon payment of the outstanding

subscription and any such other compensation as may be determined by Council, subject to discretion for repeat offenders.

RULES FOR PROFESSIONAL CONDUCT

25. (1) A Member or Associate Member, in his responsibility to Clients and the profession, shall have full regard to these Rules, to the rules of the professional institution or institutions to which his Registered Principals belong and to the public interest and shall discharge his duties with complete fidelity.
- (2) A Member or Associate Member shall accept remuneration only from his Client unless he has his Client's authority in writing to do otherwise. He shall not accept any trade commission, discount, allowance or indirect payment or other such consideration in connection with any professional work on which he is engaged.
- (3) No Member or Associate Member shall, without disclosing the fact in writing to his Client, be a shareholder in or have a financial interest in any company, firm or person carrying on any commercial, contracting or manufacturing business which might influence his professional advice to that Client.
- (4) No Member or Associate Member shall receive directly or indirectly any royalty on or any gratuity or commission in respect of any patented or protected article or process used on or for the purpose of the work in respect of which he is acting for a Client unless and until such royalty, gratuity or

commission has been authorised in writing by such Client.

- (5) No member or Associate Member shall be the medium of payments made on his Client's behalf (unless specially so requested in writing by his Client) but shall only issue certificates for payment.
- (6) A Member or Associate Member shall only procure goods and services on behalf of a Client if it is made explicitly clear in the order that the goods or services are being procured on behalf of the Client.
- (7) When a Member or Associate Member is invited to submit a fee proposal to a client, quality of service is recognised as a primary factor in the selection process based on the nature and scope of the duties as fully defined in the invitation. Any fee proposal once made may not be revised unless procurement procedures permit.
- (8) No Member or Associate Member shall offer any commission, allowance or indirect payment or other such consideration in an attempt to secure professional employment.
- (9) A Member or Associate Member shall safeguard confidential information relating to his client. He shall not disclose such information to third parties without the written consent of the client. A Member or Associate Member shall not receive any advantage or favour for disclosing client information to third parties nor make use of it for its own gain.
- (10) A Member or Associate Member shall not accept excessive entertainment in relation to his client's

business because his decisions might be seen by others as having been influenced by such entertainment.

- (11) No Member or Associate Member shall attempt, directly or indirectly, to supplant another Member or Associate Member nor shall he review or take over work of another Member or Associate Member acting as a Consulting Engineer for the same Client through unethical means or influence.
- (12) No Member or Associate Member shall act so as to injure or attempt to injure, whether directly or indirectly, the professional reputation, prospects or business of another Member or Associate Member - provided that this Rule shall not be taken as prohibiting expression of technical opinion on behalf of his Client before a tribunal or in a commissioned report, or of lodging a complaint of the conduct of another Member or Associate Member to a competent body which lays down rules of conduct.
- (13) No Member or Associate Member shall conduct himself in a manner nor act in any capacity nor hold any appointment which, in the opinion of the Council, prejudices his position as a firm of Consulting Engineers or as a Member or Associate Member of the Association or is prejudicial to its interests.
- (14) No Member or Associate Member shall enter any competition involving the submission of proposals and designs for engineering work unless an assessor who shall be an engineer of acknowledged standing

has been appointed to whom all such proposals and designs are to be submitted for adjudication.

- (15) A Member or Associate Member shall order his conduct according to these Rules in whatever country he is working save that in a country where there are recognised standards of professional conduct laid down by a competent body recognised by the Council he may choose instead to order his conduct according to such standards. A Member or Associate Member operating in a country where there is a competent body which is also a member of the International Federation of Consulting Engineers (FIDIC) shall order his conduct according to the rules and standards of that body.

CESSATION OF MEMBERSHIP

26. A Member or Associate Member shall cease to be a Member or Associate Member upon the happening of any of the following events:-

- (a) upon giving to the Association notice in writing of its resignation from membership;
- (b) if a receiver is appointed over any of the assets of the Member or Associate Member or the Member or Associate Member makes any arrangement or composition with its creditors or becomes subject to an administration order;
- (c) if a Member or Associate Member goes into liquidation otherwise than for the purposes of amalgamation or reconstruction;

- (d) if the number of Registered Principals of the Member or Associate Member falls below the minimum number as determined by the Council under Article 6(B);
- (e) If a Member or Associate Member ceases to conform to the definition of a Firm set out in Article 1 or shall otherwise cease to be qualified as a Member or Associate Member under these Articles;
- (f) upon ceasing to practise in Hong Kong.

27. A Registered Principal shall cease to be a Registered Principal upon the happening of any of the following events:-

- (a) upon giving to the Association notice in writing of his desire to be removed from the Register of Principals;
- (b) if he is or may be suffering from mental disorder and either he is admitted to hospital under the Mental Health Ordinance CAP 136 or an order is made by a Court for a receiver or other person to exercise powers with respect to his property or affairs;
- (c) if he ceases to be qualified as a Registered Principal under these Articles;
- (d) if the Member or Associate Member of which he is a Registered Principal ceases to be a Member or Associate Member and he is not a Registered Principal of any other Member or Associate Member.

28. (1) The Council shall have the power by Resolution of 75% of the members of the Council present and voting to expel any Member or Associate Member from Membership or Associate Membership, or to remove the name of any Registered Principal from the Register of Principals where in the opinion of the Council the Member, or Associate Member, or Registered Principal (as the case may be) shall have committed a breach of the provisions of these Articles or shall have been guilty of such conduct as shall have rendered either the Member or Associate Member or the Registered Principal (as the case may be) unfit to belong to the Association. No such resolution shall have any operation or effect unless the Member or Associate Member or Registered Principal concerned shall have been given a proper opportunity of submitting for the consideration of the Council any statement or explanation in writing. The Member or Associate Member or the Registered Principal (as the case may be) shall be given the opportunity to attend the Council meeting at which their actions or conduct are to be considered.

(2) In the event that a Member or Associate Member or Registered Principal is expelled by a Resolution passed by Council in accordance with Article 28(1) then the Member or Associate Member or Registered Principal may within seven (7) days after the notice of the Resolution is issued appeal from the decision to the general Membership of the Association in a meeting to be convened by the Council. The Members of the Association shall have the power by Special Resolution of 75% of the Registered Principals representing Members present and voting at the meeting to uphold the Resolution of Council to expel the Member, Associate Member or Registered Principal.

GENERAL MEETINGS

29. Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Association must, in respect of each financial year of the Association, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance. The

annual general meeting shall be held at such time and place as may be determined by the Council.

30. (a) All General Meetings (other than Annual General Meetings) shall be called Extraordinary General Meetings.

(b) The Council may, if it thinks fit, call a general meeting. If the Council is required to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. But if the Council does 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.

(c) At least 21 (twenty-one) days' notice of every Annual General Meeting and every meeting convened to pass a Special Resolution and at least 14 (fourteen) days' notice (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) of every other General Meeting, specifying the place the day and the hour of meeting (and, in the case of special business, the general nature of that business) shall be given in a manner hereinafter mentioned to such Members and Associate Members and other persons (including the Auditors) as are under these Articles or under the Ordinance entitled to receive such notices from the Association; but with the consent of all the Members and Associate Members entitled to receive notices thereof (or of such proportion thereof as is prescribed by the Ordinance in the case of Meetings other than Annual General Meetings) a meeting may be convened by such notice as those Members and Associate Members may think fit.

31. The accidental omission to give notice of a meeting to (or the non-receipt of such notice by) any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceedings taking place at such meeting.

32. Subject to these Articles all Members and Associate Members shall be entitled to receive notice of and to attend by their Registered Principal or Registered Principals at General Meetings. Each notice sent to a Member shall be accompanied by a proxy form for use at the Meeting.

33. The following kinds of business shall be deemed to be special business:-

- (i) All business transacted at an Extraordinary General Meeting.
- (ii) All business transacted at an Annual General Meeting with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of members of the Council, and the fixing of the remuneration of Auditors.

PROCEEDINGS AT GENERAL MEETINGS

34. At every Annual General Meeting the Association shall:-

- (i) consider the accounts and balance sheet of the Association, the report of the Auditors of the Association and reports laid before it by the Council;
- (ii) appoint an Auditor or Auditors in accordance with the provisions of the Ordinance governing such appointments.

35. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Save as

herein otherwise provided, a quorum shall be ten Registered Principals present in person representing at least ten Members.

36. 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 to the same day in the next week at the same time and place, or at such other place as the Council shall appoint and, if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Registered Principals present shall be a quorum.

37. The Chairman of the Association shall preside as Chairman at every General Meeting but, when in his absence, Vice Chairman shall preside as chairman of the said General Meeting. If there shall be no Chairman or Vice-chairman of the Association, or if at any Meeting he shall not be present within 15 (fifteen) minutes after the time appointed for holding the same, or shall be unwilling to preside, the Registered Principals representing Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some Registered Principal representing a Member who shall be present to preside as Chairman.

38. The Chairman of the Meeting may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn a Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting other than business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for 30 (thirty) days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the Members and Associate Members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

39. At all General Meetings, a resolution put to the vote of the Meeting shall be decided on a show of hands of Registered Principals representing Members, unless a poll is demanded –

- (i) by the Chairman; or
- (ii) by at least 5 Voting Members present in person or by proxy; or
- (iii) by any Member or Members present in person or by proxy representing at least 5% of the total voting rights of all the Voting Members having the right to vote at the meeting.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried or otherwise on majority on a show of hands shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

40. Subject to the provisions of Article 42, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

41. No poll shall be demanded on the election of a Chairman of a Meeting, or on any question of adjournment.

42. In the case of an equality of votes (whether on a show of hands or on a poll) the Chairman of the Meeting shall be entitled to a second or casting vote.

43. Any Member entitled to be present and vote at a Meeting may submit any resolution to any General Meeting provided that at least 6 (six) weeks before the day appointed for the Meeting he shall

have served upon the Association a notice in writing signed by him containing the proposed resolution and stating his intention to submit the same.

44. Upon receipt of any such notice as mentioned in the last preceding Article, the Honorary Secretary shall include in the notice of the Meeting notice that such resolution will be proposed.

45. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded or of any business the transaction whereof is dependent upon the outcome of any such poll.

46. On a vote by a show of hands a Registered Principal representing a Member may cast one vote only on behalf of one Member notwithstanding that he may be a Registered Principal of more than one Member.

47. On a vote by a poll, votes may be cast as follows:

- (a) in person by a Registered Principal on behalf of one Member only; and
- (b) by proxy.

48. A person who is a Registered Principal of more than one Member who wishes to cast a vote on behalf of that other Member or those other Members may only do so as a proxy.

49. No Member shall be entitled to be represented at nor vote on any question at any General Meeting unless every subscription and other sum (if any) which shall be due and payable to the Association in respect of the Member has been paid.

50. An objection to the qualification of a voter shall only be raised at a meeting. Such objection shall only be considered at the

same meeting at which the vote / voter is objected to. Every vote at a meeting shall be valid unless it is dis-allowed. Any objection made in accordance with this clause shall be referred to the Chairman for determination, and whose decision shall be final.

51. The proxy shall be a Registered Principal whether or not that Registered Principal has been registered in respect of that or another Member.

52. Where the Council wishes to afford Members an opportunity of instructing the proxy how he shall vote, the instrument appointing the proxy shall be as set out at Form B1 and where the Council does not wish to afford Members such an opportunity, the instrument appointing the proxy shall be as set out at Form B2. In both cases the Forms may be as near to the Forms set out as circumstances allow or in any other form which is usual or which the Council may approve.

53. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified or in some other way approved by the Council may be deposited at the office or at such other place within Hong Kong as is specified in the notice convening the Meeting or in any instrument of proxy sent out by the Association in relation to the Meeting not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the Member named in the instrument proposes to vote and an instrument of proxy which is not deposited or delivered in the manner so permitted shall be invalid.

THE COUNCIL

54. The affairs of the Association shall be managed by a Council which shall consist of 12 (twelve) Registered Principals representing Members.

55. Not more than one Registered Principal of the same Member may be a member of the Council at any one time.

56. After the Annual General Meeting, the Council may, should the composition of the Council be such that it is unrepresentative of a particular interest of the Association, notwithstanding anything hereinbefore contained, be entitled to add to the Council's number by co-opting as additional members of the Council any Registered Principals representing Members not exceeding 2 (two) in number. Persons so co-opted shall retire at the end of the year of office of the Council by whom they were co-opted, but shall be eligible for further co-option, up to a maximum of 4 (four) consecutive years.

57. The persons who immediately prior to the adoption of these Articles were members of the Council of the Association provided they remain eligible as Registered Principals shall be the members of the Council from the adoption of these Articles and shall be deemed to have been elected thereto on the dates on which they became respectively members of the said Council.

**CHAIRMAN, HONORARY SECRETARY &
HONORARY TREASURER**

58. (1) Subject to the provisions of Article 80 at their meeting to be held from time to time after every Annual General Meeting of the Association, the Council shall elect one of their members:
- a) to hold office as Chairman of the Association;
 - b) to hold office as Vice-chairman of the Association;
 - c) to hold office as Honorary Secretary of the Association; and

- d) to hold office as Honorary Treasurer of the Association;

until their successors shall have been elected at any meeting of the Council to be held from time to time after the next Annual General Meeting of the Association.

- (2) If a casual vacancy arises at any time in any of the aforesaid offices, it shall be filled by the appointment by the Council of one of their member, and the member so appointed shall hold office until his successor shall have been elected at any meeting of the Council to be held from time to time after the next Annual General Meeting of the Association. If the Association has dispensed with the holding of Annual General Meetings or is not required to hold Annual General Meetings, the members of the Council must retire from office before the end of 9 months after the end of the Association's accounting reference period by reference to which the financial year in which the members of the Council were appointed is to be determined.
- (3) A retiring Chairman shall be eligible for re-election provided that he does not hold office for more than 5 (five) years in succession.
- (4) The persons who were respectively (at the date of the adoption of these Articles) Chairman, Vice-chairman, Honorary Secretary and Honorary Treasurer of the Council of the Association shall be the Chairman, Vice-chairman, Honorary Secretary and Honorary Treasurer of the Council of the Association until their successors have been elected

at any meeting of the Council to be held from time to time after the Annual General Meeting of the Association which occurs next after the date of such adoption.

POWERS OF THE COUNCIL

59. The Council may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the provisions of the Ordinance or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to the provisions of these Articles and of the Ordinance, and to such regulations (being not inconsistent with the aforesaid provisions) as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

60. The members for the time being of the Council may act notwithstanding any vacancy in their body - provided always that in case the members of the Council shall at any time be reduced in number to less than 4 (four), it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

61. All moneys, cheques, bills and notes belonging to the Association shall be paid to or deposited with the Association's bankers to an account opened in the name of the Association. Cheques on the Association's bankers, until otherwise from time to time resolved upon by the Council, shall be signed by any 2 (two) of the office bearers named under Article 58(1). The Association's banking account shall be kept with such banker or bankers as the Council shall from time to time determine.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

As amended up to 16th December 2019

62. The office of a member of the Council shall be vacated.
- (a) If he ceases to be a Registered Principal;
 - (b) If by notice in writing to the Association he resigns his office;
 - (c) If he ceases to hold office by reason of any order made under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap.32) or is prohibited from being a director by law;
 - (d) If he is removed from office by an Ordinary Resolution passed at a duly convened General Meeting of the Association;
 - (e) If he fails to attend at least 3 (three) of any 12 (twelve) consecutive Meetings of the Council unless he has obtained from the Council leave of absence owing to absence abroad, illness or other sufficient reason.

**ELECTION & ROTATION OF
MEMBERS OF THE COUNCIL**

63. Three of the members of the Council shall retire annually and no retiring member of the Council other than one elected to fill a casual vacancy shall be eligible for re-election until the expiration of one year from the expiration of his term of office, but the Council may, if they think fit, re-elect as a member of the Council a retiring Chairman of the Association for a further period not exceeding 1 (one) year and the number of members of the Council for the time being shall be increased accordingly. In the event that the number of Council

members in any year is less than twelve (excluding co-opted Members) the number retiring shall be reduced accordingly.

64. The 3 (three) members of the Council to retire as aforesaid (excluding Chairman and Vice-chairman) shall be those who have been longest continuously in office as such but as between persons who become members of the Council on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot. In any event, each member of the Council shall have a maximum term of office of no more than 5 (five) consecutive years in succession.

65. A declaration of the election of all new members of the Council shall be made at the Annual General Meeting and such new members shall take office immediately after such meeting.

66. Not less than 8 (eight) weeks before the Annual General Meeting the Honorary Secretary shall send to each Member of the Association a list of the Council, distinguishing the names of those retiring, and forms of nomination of Registered Principals representing Members to take the place of those retiring members.

67. Every Member may nominate not more than 2 (two) Registered Principals representing Members for election as members of the Council recognising that only one may be elected (Article 55), and shall enter the nominations on the forms for the purpose sent as mentioned in the preceding Article. Such forms must be signed by the Registered Principal representing a Member nominating and by another Registered Principal seconding the nomination and the forms so signed must be delivered to the Honorary Secretary not less than 5 (five) weeks before the date of the Annual General Meeting at which the election of the Council is to be declared, together with a statement from the Registered Principal nominated that he accepts nomination and will serve if elected.

68. The Honorary Secretary shall send to each Member of the Association a complete list of such nominations on ballot paper forms at least 3 (three) weeks before the date of the Annual General Meeting at which the election is to be declared; and each Member may mark on each ballot paper an "X" against the names of each of the persons for whom he wishes to vote but not exceeding 1 (one) for each Council vacancy and the number of names marked shall equal to the number of Council vacancies to be filled. Such ballot papers so marked shall be sent in a sealed envelope to the Honorary Secretary so that the same may be received by the Honorary Secretary at least 1 (one) week before the time fixed for such Annual General Meeting. Any ballot paper bearing more or less than the prescribed number of names marked shall be void.

69. The Council shall appoint from amongst the Registered Principals representing Members (who are not on the list of nominations) 2 (two) Registered Principals to act as Scrutineers, who shall on the morning of and prior to the Annual General Meeting open the ballot papers and count the votes, and those Registered Principals who receive the most votes shall at the Annual General Meeting be declared duly elected to the vacancies to be filled. In the event of an equality of votes the names of such Registered Principals as have an equal number of votes shall be submitted to a ballot of the Registered Principals representing Members present at the Annual General Meeting, and the election shall be determined accordingly and not solely by the casting vote of the Chairman of the Meeting.

70. Any casual vacancy in the Council may be filled by the Council, but the member of the Council appointed to fill such vacancy shall retire from office on the date on which the member of the Council, whose place is so filled, would in the ordinary way have retired.

71. Subject to the provisions of Article 30 as to the giving of notice of special business, the Association may from time to time in General Meeting increase or reduce the number of members of the

Council and determine in what rotation such increased or reduced numbers shall go out of office, and make any consequential alterations in the provisions of these Articles as to the manner of election of members of the Council.

72. In addition and without prejudice to the provisions of the Ordinance, the Association may by Ordinary Resolution remove any member of the Council before the expiration of his period of office and may by an Ordinary Resolution appoint another member of the Council in his stead but any person so appointed shall retain his office so long only as the member of the Council in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

73. (a) The Council may frame such rules for the conduct of their business, including the determination of the place and time of meetings of the Council and for the giving of notice thereof as they think fit, subject to the provisions of the Ordinance and of these Articles.
- (b) The quorum at meetings of the Council shall be 4 (four) members who shall be present at the time the meeting proceeds to business and continue to be present until the conclusion of the meeting.
- (c) Voting at meetings of the Council shall be by show of hands and every member of the Council shall have 1 (one) vote; in the event of an equality of votes the Chairman of the Meeting shall have an additional or casting vote.
- (d) The Honorary Secretary shall, on the request of a member of the Council or of any 5 (five) Members

of the Association, at any time summon a meeting of the Council by notice served upon the several members of the Council.

- (e) A member of the Council will be deemed to have received notice of any Council meeting notwithstanding that he may be absent from Hong Kong at the time when the notice is served.

74. The Chairman of the Association shall preside as chairman at every meeting of the Council but when in his absence, the Vice-chairman shall preside as the chairman of the meeting of the Council. If there shall be no Chairman or Vice-chairman of the Council or, if at any meeting both of them shall not be present within 5 (five) minutes after the time appointed for holding the same or shall be unwilling to preside, the members of the Council present shall choose one of their number to be chairman of the meeting.

75. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles for the time being vested in the Council generally.

- 76. (a) Subject to the terms and conditions hereinafter set forth the Council may appoint standing or ad hoc committees to assist in the management of the affairs of the Association. Any such standing or ad hoc committee shall:-
 - (i) Not be empowered to act other than in an advisory capacity to the Council.
 - (ii) In the execution of the powers so delegated conform to its formal terms of reference and to any regulations imposed on it by the Council.

- (iii) Conduct its Meeting and proceedings in the manner provided by these Articles for regulating Meetings and proceedings of the Council so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

- (b) The composition of any standing or ad hoc committee shall be at the discretion of the Council and for the removal of doubt may comprise either members of the Council exclusively, Registered Principals representing Members exclusively or both members of the Council and Registered Principals representing Members.

77. All acts bona fide done by any meeting of the Council or of any committee of the Council or by any person acting as a member of the Council shall (notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid; or that they or any of them were disqualified) be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

78. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all Meetings of the Association and of the Council and of Committees of the Council and all business transacted at such Meetings, and any such minutes of any Meeting, if purported to be signed by the Chairman of such Meeting or by the Chairman of the next succeeding Meeting, shall be sufficient evidence without any further proof of the facts therein stated.

79. A resolution in writing signed by all the members for the time being of the Council or of any Committee of the Council who are duly entitled to receive notice of a Meeting of the Council or of such

Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

SECRETARY

80. In addition and without prejudice to the provisions of Article 58(1)(c) the Council may appoint a professional Secretary for such time, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. In the event of such appointment being made, the Council may decide whether or not the office of Honorary Secretary shall continue and how the duties of that office shall be discharged.

THE SEAL

81. The Council may provide a Common Seal of the Association and may make provision for the use of the same and for the safe custody thereof. The Seal shall not be affixed to any instrument except by the authority given by resolution of the Council and in the presence of at least 2 (two) members of the Council who shall sign every instrument to which the Seal is affixed, and every such instrument shall be countersigned by the Honorary Secretary or some other person appointed by the Council and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

ACCOUNTS

82. (1) The members of the Council 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 members of the Council must keep accounting records as required by the Ordinance.

83. The books of account shall be kept at the registered offices of the Association, or, subject to the applicable statutory requirements, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

84. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the Members and Associate Members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of Members and Associate Members at all reasonable times.

85. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up to the same date as the date to which the income and expenditure account is made up. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 (twenty-one) clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the Meeting.

86. The accounts of the Association shall be made up to the 31st day of August in each year and the year ending on the 31st day of August shall be the financial year of the Association for the purposes of these Articles.

AUDIT

87. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

88. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.

NOTICES

89. A notice may be served by the Association upon any Member or Associate Member, either personally or by sending it through the post in a prepaid letter or as an attachment to an e-mail requiring receipt, addressed to such Member or Associate Member at its registered address as appearing in the Register of Members.

90. Any Member or Associate Member described in the Register of Members by an address not within Hong Kong, who shall from time to time give the Association an address within Hong Kong at which notices may be served upon him, shall be entitled to have notices served upon him at such address but, save as aforesaid, only those Members or Associate Members who are described in the Register of Members by an address within Hong Kong shall be entitled to receive notices from the Association.

91. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be

sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

92. Clauses 7 & 8 of the Memorandum of Association of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Names	Addresses	Description of Subscribers
Hon. Szeto Wai	One, Hysan Avenue 11th Floor Causeway Bay Hong Kong	Engineer
R. Banham	1801 Guardian House Oi Kwan Road Causeway Bay Hong Kong	Engineer
C.R. Coulson	Jubilee Commercial Building 42-46 Gloucester Road Hong Kong	Engineer
J.W. Downer	14th Floor 1 Kowloon Park Drive Kowloon	Engineer
S.G. Elliott	1720 Star House Kowloon	Engineer: Chairman of the ad-hoc Committee of the Association
A.M.T. Koo	1/F Caroline Mansion 4 Yun Ping Road Hong Kong	Engineer
P.S. Molyneux	1717 Star House Kowloon	Engineer: Honorary Secretary of the ad-hoc Committee of the Association

Dated the 24th day of March 1977. Witness to the above signatures

T.J. GREGORY
SOLICITOR
HONG KONG

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