



## **Notice of Annual General Meeting**

**followed by a talk to be given by**

**David Cox**

**(Chief Representative, Minter Ellison, Shanghai Office)**

**on**

### **“Construction Law in China - Regulation and Reality”**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Society of Construction Law Hong Kong will be held at the Hong Kong Club, No.1 Jackson Road, Central, Hong Kong on Thursday 18 May 2006 commencing at 6:30p.m.

#### **AGENDA**

1. Apologies for absence
2. Adoption of the Minutes of the Annual General Meeting held on 25 May 2005
3. Annual Report by the Chairman
4. Treasurer's Report
5. To consider and adopt the Annual Report
6. To consider and adopt the Treasurer's Report
7. To appoint Council Members pursuant to Article 8.1.4 of the Constitution of the Society
8. Any other business
9. To declare the meeting closed.

#### **NOTES**

1. All Members are requested to attend the meeting. Members entitled to attend and vote are not entitled to appoint a proxy to attend and vote on their behalf.
2. Those Members who wish to put forward themselves for nomination as a Council Member to the Council of the Society should notify the Secretary of the Society at c/o Hong Kong International Arbitration Centre, 38th Floor, Two Exchange Square (Fax No.2524 2171) not less than 7 days before the Annual General Meeting.

Dated the 25th day of April 2006.

Clyde Yee  
The Secretary  
Society of Construction Law Hong Kong

## Appendix

### **Notes on Proposed Amendments to the Constitution of the Society of Construction Law Hong Kong**

**1. Article 5 - New Membership Category**

In order to encourage the attendance of more Government officers at the Society's meetings, it is proposed to create a new category of Membership, namely Government Departmental Membership, which does not carry any voting rights. The details of the Membership are still to be finalised by the Council in consultation with the relevant Government Departments. However, in general, it will enable the Departments to send a limited number of staff to the Society's meetings at the reduced Members' rate.

**2. Article 6.1.2 - typographical corrections**

Minor typographical corrections.


**3. Article 8.1.1 - Date for the Annual General Meeting**

A practical amendment to cater for the accounting requirements of Article 9.3, pursuant to which the accounting year runs from 1 April to 31 March. This amendment will allow time for completion of the annual accounts prior to the Annual General Meeting.

**4. Article 8.1.5 - Composition of the Council**

An amendment to reinforce the object of having a diversity of disciplines represented on the Council and to limit the number of representatives on the Council from any one organisation at the same time.

Dated this 25th day of April 2006.

  
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Clyde Yee  
Secretary  
Society of Construction Law Hong Kong

# **CONSTITUTION OF THE SOCIETY OF CONSTRUCTION LAW HONG KONG**

## **1 NAME**

The name of the Society shall be the "Society of Construction Law Hong Kong".

## **2 INTERPRETATION OF TERMS**

2.1 "the Society" shall mean the Society of Construction Law Hong Kong.

2.2 "the Council" shall mean the Council of the Society as provided for under Clause 6.

2.3 "the Members" shall mean the Members provided for under Clause 5.

## **3 OBJECT**

The object of the Society is to promote for the public benefit, education, study and research (and publication of the useful results of such research) in the field of construction law and related subjects both in the Hong Kong Special Administrative Region of the PRC, the PRC and overseas.

4 In furtherance of the above object but not further or otherwise the Society may engage in the following :-

4.1 Promoting, supporting, organising or participating in conferences, seminars, exhibitions, scholarships, courses, lectures and similar projects.

4.2 Instigating research and studies and working parties, obtaining information on all aspects of construction law and technology and publishing the useful results thereof.

4.3 Publishing or communicating by any desirable and effective means information relating to construction law, and all matters relating thereto.

4.4 Establishing relationships, association and liaison with other persons and other bodies in the Hong Kong Special Administrative Region of the PRC and overseas with similar or related objects and exchanging information and studies and results concerning all matters relating thereto.

4.5 Employing agents or servants (not being Council Members) as may be necessary to further the object of the Society.

- 4.6 Subject to such consents as may be required by law, purchasing, selling, mortgaging, charging or leasing any property which may be required for the purposes of the Society.
- 4.7 Collecting subscriptions, donations and grants.
- 4.8 Providing, equipping, furnishing, fitting-out with all necessary plant, furniture and equipment and managing buildings and properties.
- 4.9 Being registered as a charity if so directed by the Council.
- 4.10 Encourage professionals and other persons from all related disciplines and sectors of the construction industry to join the Society.

## 5 MEMBERS

### 5.1 Categories of Membership :-

5.1.1 Ordinary Membership.

5.1.2 Honorary Membership.

5.1.3 Overseas Membership.

5.1.4 Student Membership.

5.1.5 Government Departmental Membership.

5.2 Candidates for mMembership must declare in writing a serious and active interest in construction law. In the case of a Government Department, this declaration requirement is deemed to be satisfied upon submission of the application for Membership to the Society.

5.3 Applications for mMembership must be in writing addressed to the Society and must be signed by the candidate who shall thereby undertake, if elected, to conform to the Rules of the Society. In the case of a Government Department, the application for Membership must be signed by an officer of the relevant Department.

5.4 The election of candidates shall be at the sole discretion of the Council.

5.5 An elected candidate shall be admitted as a Member on payment of such fee subscriptions or proportion thereof as may from time to time be fixed by rules made by the Council.

5.6 If any Member fails to pay his fee subscription within three months after it becomes due the Secretary may give notice to the Member of the fact and if the subscription

is not paid within seven days of the date of such notice or within such further requisite time as the Council may grant, such Member may by resolution of the Council be excluded from the Society and shall thereupon cease to be a Member, but shall not thereby cease to be liable for any outstanding subscription.

- 5.7 A Member who has paid his subscription to date may retire from the Society by sending his letter of resignation in writing to the Council. In the case of a Government Department, such letter of resignation must be signed by an officer of the relevant Department.
- 5.8 A Member who is in arrears with his subscription may retire from membership with the consent of the Council but shall not cease to be liable for such arrears of subscription.
- 5.9 The Council may elect any persons as Honorary Members of the Society for such periods as the Council think fit on account of their distinction and eminence. Honorary Members of the Society shall not pay any entrance fee or annual subscription; Honorary Members shall receive notices of and may attend any meeting other than Council meetings. No Honorary Member shall in any circumstances have the right to vote at any meeting of the Society.
- 5.10 If it appears to the Council or shall be represented to the Council in writing signed by three or more Members that there has been reason to believe that a Member has been guilty of conduct which in the absence of satisfactory explanation will render such member unfit to remain a Member or which would render a Member ineligible for election. The Council shall send to such Member a statement in writing of the conduct imputed to such Member and shall afford the Member an opportunity of giving an explanation in writing or in person as such Member may elect. If on consideration of such explanation the Council shall be of the opinion that such Member ought to be excluded from the Society and provided that no less than two-thirds of the votes of the Council present are cast in favour of such exclusion and on the passing of such Resolution the Member shall cease to be a Member of the Society but shall not cease to be liable for any arrears of subscription.
- 5.11 Government Departmental Membership shall not confer any right to vote at any General Meeting and shall be subject to such other terms and conditions as the Council may require from time to time.

## 6 COUNCIL

6.1 The Society shall be governed by a Council which shall comprise :-

6.1.1 Not more than 16 Ordinary Members selected as hereinafter provided in Clause 8.

6.1.2 Such additional mMembers as may be co-opted by Resolution of the Council for such period or periods as the Council in its sole discretion shall so decide. A co-opted Member shall not vote on any matter or be eligible for election as Chairman or Vice Chairman of the Society. The number of co-opted mMembers shall not exceed one fourth of the Council formed at the Annual General Meeting (herein collectively referred to as "Council Members").

6.2 The Council shall, subject to the control of General Meetings (but not so as to render invalid any act done by the Council prior to a Resolution of a General Meeting), conduct and manage all the affairs of the Society, exercise all the powers, authorities and discretions of the Society, obtain all such concessions, grants, acts and authorisations from any Government or authority, enter into such contracts and do all such other things as may be necessary for furthering the object of the Society. The Council shall sanction such acts of the Council Members as authorised by them and shall honour any authorised obligations and commitments, financial or otherwise the Society or the Council entered into by the Council Member(s).

6.3 At all meetings of the Council the Chairman of the Society if he shall be present, or, if not, the Vice Chairman then a Council Member chosen by the Council shall preside as Chairman.

6.4.1 A vacancy shall occur in the office of a Member of the Council if :-

- (a) a Council Member dies; or
- (b) the Council Member's resignation in writing is accepted by the Council; or
- (c) a Council Member shall retire in rotation; or
- (d) a Council Member ceases for any reason to be a Member of the Society; or
- (e) a Council Member has been adjudged bankrupt.

A resolution of the Council declaring such vacancy of office as aforesaid shall be conclusive evidence as to the facts and the grounds of the vacation stated in the resolution.

6.4.2 A casual vacancy may be filled by election by the Council and the Council Member shall hold office until the next Annual General Meeting.

6.5 Elections at the Annual General Meetings and by the Council shall take place in accordance with such rules as may be passed by the Council from time to time.

## 7 OFFICERS

7.1 The Officers of the Society shall be :-

7.1.1 a Chairman and a Vice Chairman who shall be elected by the Council annually from the Council constituted at the Annual General Meeting. The Chairman and Vice Chairman shall hold office until the first meeting of the Council following the Annual General Meeting. Any vacancy in the office of Chairman or Vice Chairman may be filled by the Council and such arrangement shall be held for the unexpired term of office;

7.1.2 the Treasurer, Secretary and a Membership Secretary (if any) as shall be appointed by the Council who must be Members of the Society provided always that members may hold more than one such office; and

7.1.3 Council Members.

7.2 The Treasurer, Secretary and Membership Secretary shall serve for such period or periods as may be appointed by the Council and, if not honorary, upon such terms and conditions which the Council may decide and agree with such Officers.

## 8 MEETINGS

### 8.1 Annual General Meeting

8.1.1 The Annual General Meeting shall be held between the ~~1<sup>st</sup> March~~ 1st May and the 31st July. ~~1<sup>st</sup> June~~. At every Annual General Meeting one-third of the Council Members of the Council, or, if the number of Council Members is not a multiple of three, then the number nearest to, but not exceeding, one third shall retire from office. Provided always that, if, at the time when a Council Member is due to retire under this Rule, he is holding office as Chairman of the Society, he shall be deemed to have been re-elected.

8.1.2 Subject to the provisions of Clause 6.4.1 the one-third or other nearest number of the Council Members to retire shall consist of those who have been longest in office. The length of time a Council Member has been in office shall be computed from his last election or appointment where he has been appointed by Council to fill a previously vacated office. In the event of two or more having been in office for the same length of time, and a lesser number having to retire, such lesser number shall either retire by agreement or by drawing lots amongst such two or more members who have been in office for the same amount of time.

- 8.1.3 Every Council Member retiring under this Rule and being eligible for re-election shall, unless he shall have signified to the Council his desire not to offer himself for re-election, be deemed to be nominated for election.
- 8.1.4 The seats of the one-third or other nearest number of the Council Members who have retired shall be filled by majority vote of Members present at the Annual General Meeting.
- 8.1.5 Notwithstanding any provision within this Constitution, it is the intention of the Society that the Council shall where possible be composed of Council Members from as many disciplines, professional, legal or otherwise, of the construction sector of Hong Kong as possible but in any event, not more than two Members from the same organisation shall be Council Members at the same time.

## 8.2 Special General Meetings

- 8.2.1 A Special General Meeting may at any time be called by the Council.
- 8.2.2 10% or more of the total number Members may at any time require the Council to call a Special General Meeting for the general consideration of any motion set out in a notice.
- 8.2.3 Every such notice shall be in writing signed by the Members who make it and sent to the Secretary. The Council shall call a meeting in pursuance of such requisition, to be held not earlier than 35 or later than 63 clear days from the receipt thereof.
- 8.2.4 Notice of every Special General Meeting specifying the object of it including any motion to be moved thereat and stating on whose requisition (if any) premises (if any) it has been called shall be sent to each Member by the Secretary not less than 21 clear days before the day for holding the meeting.
- 8.2.5 No business shall be transacted at a Special General Meeting other than business of which notice has been given.
- 8.2.6 At Special General Meetings, the order of the proceedings shall so far as applicable be the same as at Annual General Meetings.

## 8.3 Provisions on the conduct of General Meeting

- 8.3.1 To constitute a General Meeting there must not be less than 10 Members present.
- 8.3.2 Every General Meeting shall have power to adjourn to a future day.
- 8.3.3 Whenever a General Meeting shall, in consequence of the non-attendance of a sufficient number of Members, or by the Resolution of the Members present, be adjourned to a future day, notice thereof shall be sent to the Members.

8.3.4 All questions shall be decided by a majority of the Members personally present and voting and the Chairman shall in the event of an equality of votes, have a second or casting vote.

8.4 The Chair at any General Meeting shall be taken by the Chairman or if absent the Vice-Chairman or if absent a Member appointed by the Council.

## 9 ACCOUNTS

9.1 The Council shall cause true accounts to be kept :-

9.1.1 of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place.

9.1.2 of the assets and liabilities of the Society.

9.2 The books of account shall be kept at the office of the Society or at such other place or places as the Council may think fit and shall at all reasonable times be open to the inspection of the Council.

9.3 The Council shall lay before the Society at the Annual General Meeting an account of the receipts and the expenditure and the assets and liabilities up to the 31<sup>st</sup> day of March. Provided always that the date to which the accounts are made in each year may be altered by a Resolution of the Members in General Meeting either for any year in particular or permanently.

9.4 The Council may appoint Auditors who shall make a report on the balance sheet and accounts to be submitted to the Annual General Meeting and such a report shall be annexed to the accounts or a reference thereto appear at the foot thereof and in the former case a copy of the Auditor's report shall be sent with the accounts to every Member and in either case the report shall be read at the relevant General Meeting.

9.5 All sums of money not immediately required for the business of the Society shall from time to time be deposited in a Bank.

## 10 NOTICES

At least 21 clear days notice in writing of every Annual General Meeting and Special General Meeting (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) specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business to all voting Members. Notice may be given either by post, facsimile or by e-mail.

**11 RULES**

The Council may from time to time make rules not inconsistent with any provisions of this Constitution as it may think fit for the more effective conduct of the object of the Society and from time to time rescind the same and make and publish other Rules in lieu or substitution thereof or in addition thereto and the Rules for the time being in force shall be binding upon all the Members.

**12 AMENDMENT**

This Constitution may be altered by resolution passed by at least two-thirds of the Members present and voting at a General Meeting. Such a resolution must be received by the Secretary at least 21 clear days before that Meeting, and notice (including the proposed alteration) must be given by the Secretary to the membership at least 14 clear days before the meeting. No alteration to the Constitution shall have effect unless and until approved in writing by the Societies Officer in Hong Kong.

**13 DISSOLUTION**

The Society may be dissolved by resolution requiring the same majority and same notices as a resolution for alteration of the Constitution. Upon dissolution, after satisfaction of liabilities, the assets shall be applied to such charitable purpose similar to the object of the Society as the General Meeting may select and in absence of such selection for some other charitable purpose.