

ARTICLES OF ASSOCIATION

OF

**HONG KONG INSTITUTE OF QUALIFIED ENVIRONMENTAL
PROFESSIONALS LIMITED**
香港合資格環保專業人員學會有限公司

Incorporated the 30th day of March 2015

(embodied all amendments up to 16 May 2019)

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee

Articles of Association

of

Hong Kong Institute of Qualified Environmental Professionals Limited

香港合資格環保專業人員學會有限公司

1. Name

The name of the company is Hong Kong Institute of Qualified Environmental Professionals Limited (and in these articles, it is called the "Institute").

2. Interpretation

(a) In these articles :-

"Chairman" means the Chairman of the Institute appointed pursuant to article 23;

"Executive Committee" means the Executive Committee of the Institute as referred to in article 9 which is the equivalent of the board of directors of the Institute;

"Executive" means a member of the Executive Committee and is the equivalent of a director (as defined in the Ordinance) of the Institute;

"Hong Kong" means the Hong Kong Special Administrative Region of the People's Republic of China;

"Institutional Partners" means professional institutions as selected by the Executive Committee from time to time pursuant to article 166;

"Members" means collectively the Founding Fellows; Fellows; Professional Members; Associate Members; Graduate Members; Student Members and Honorary Fellows of the Institute and a "Member" means any one of them;

"Objects" means the objects of the Institute as expressed article 6;

"Ordinance" means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislations;

"these articles" means the articles of association of the Institute;

"Voting Members" means collectively the Members who are entitled to vote.

(b) Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

- (c) 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 Institute.
 - (d) 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.
3. The regulations in Schedule 3 to the Companies (Model) Notice, Cap. 622H, shall not form part of these articles.

Liability of Members

4. The liability of the Members is limited.
5. Each person who is a Member undertakes that if the Institute is wound up while the person is a Member, or within one year after the person ceases to be a Member, the person will contribute an amount required of the person, not exceeding HK\$10, to the Institute's assets –
- (a) for the payment of the Institute's debts and liabilities contracted before the person ceases to be a Member;
 - (b) for the payment of the costs, charges and expenses of winding up the Institute; and
 - (c) for the adjustment, among the contributories, of their rights.

Objects

6. The objects for which the Institute is established are specifically expressed below :-
- (a) to promote develop and maintain a qualification system for environmental professionals in Hong Kong:-
 - (i) to meet the current and future environmental expertise needs of Hong Kong;
 - (ii) to support the development of the environmental industry in Hong Kong;
 - (iii) to maintain a register of suitably qualified environmental professionals in Hong Kong;
 - (b) to promote continuous professional development of environmental professionals to meet the changing needs of the society and the environment;
 - (c) to facilitate the exchange of ideas, knowledge and information between environmental professionals on current and emerging environmental-related challenges and risks, technologies, regulations, policies and stakeholder expectations by means of meetings and/or publications;

- (d) to promote the advancement of environmental knowledge across different professional and industry sectors for the betterment of the environment of Hong Kong;
- (e) to maintain the integrity and status of the environmental professionals and to represent them both to the public and to the Hong Kong Government;
- (f) to provide links between industry and the Hong Kong Governmental bodies and other organisations to ensure that environmental professionals remain dynamic and relevant to both industry and the community; and
- (g) to do all such other lawful things as are incidental or conducive to the attainment of the Objects.

Provided that :-

- (i) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute 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 Institute shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

Powers of the Institute

7. The Institute has power to do anything which is calculated to further the Objects but not otherwise, or its conducive or incidental to doing so. In particular, the Institute has powers :-
- (a) to purchase, take or lease, hire, or otherwise acquire, own, hold, use and occupy in Hong Kong or elsewhere any land or other real or personal property or any right or interest therein which the Institute may think necessary or convenient for the purpose of effectuating any of the Objects and to work, improve, maintain, develop and turn to account, sell, let, surrender, mortgage, charge, dispose of or otherwise deal with the same or any other property of the Institute;
 - (b) to purchase, take on, lease, hire or otherwise acquire in any way equipment, plant, machinery, furniture, fixtures, fittings, chattels and goods of any nature or description and to sell or otherwise dispose of the same;
 - (c) to acquire by purchase, subscription or otherwise and to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds or any other obligations or securities of any corporation or corporations;
 - (d) to merge or consolidate with any corporation having objects similar or substantially similar to the Objects and whose articles of association contain similar restrictions on the distribution of assets as are contained in these Articles in such manner as may be permitted by law;

- (e) to aid in any manner any corporation in which the Institute is in any way interested and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stocks, bonds or other obligations or to do any acts or things designed for any such purpose and while owner of any such stocks, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof and to exercise any and all voting powers thereon;
- (f) to employ, hire or otherwise obtain, remunerate and provide benefits to employee and to engage service providers and contractors on such terms as the Institute shall deem appropriate;
- (g) to invest and deal with the monies of the Institute not immediately required upon such securities and in such manner as may from time to time be determined;
- (h) to borrow or raise money in such manner as the Institute shall think fit and to provide security for their repayment;
- (i) to enter into any arrangements with the Government of Hong Kong or with any authority, supreme, municipal, local or otherwise, and any party that may be conducive to the Objects or to any of them, and to obtain from the Government of Hong Kong or any such authority or party any rights, privileges and concessions which the Institute may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

Application of income and property

- 8. (a) The income and property of the Institute shall be applied solely towards the promotion of the Objects.
- (b) Subject to article 8(c), none of the income or property of the Institute may be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever to any Member.
- (c) The requirement under article 8(b) does not prevent the payment by the Institute :-
 - (i) of reasonable and proper remuneration to a Member for any goods or services supplied by him to the Institute;
 - (ii) of reimbursement to a Member for out-of-pocket expenses properly incurred by him for the Institute;
 - (iii) of interest on money lent by a Member to the Institute at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being The Hong Kong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

- (iv) of rent to a Member for premises let by him to the Institute: 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
- (v) of remuneration or other benefit in money or money's worth to a body corporate in which a Member 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.

Executives

9. The Executive Committee shall consist of not less than 5 or more than 11 Executives comprise of :-
- (a) the Chairman;
 - (b) two Vice-chairs;
 - (c) an Honorary Secretary;
 - (d) an Honorary Treasurer; and
 - (e) up to an additional 6 Executives.

Powers of the Executive Committee

10. Subject to the Ordinance and these articles, the business and affairs of the Institute are managed by the Executives, who may exercise all the powers of the Institute. The powers given by this article are not limited by any other power given to the Executives by these articles.
11. An alteration of these articles does not invalidate any prior act of the Executives that would have been valid if the alteration had not been made.
12. An Executive Committee meeting at which a quorum is present may exercise all powers exercisable by the Executives.
13. The Members may, by special resolution, direct the Executives to take, or refrain from taking, specified action provided that the special resolution does not invalidate anything that the Executives have done before the passing of the resolution.
14. Without prejudice to the generality of articles 10 and 13, the Executive Committee shall be responsible for:-
- (a) maintaining records of its decisions and actions;
 - (b) proposing and reviewing membership classes and their eligibility criteria for endorsement by the Members in general meetings;
 - (c) vetting membership applications and admitting new Members to the Institute;

- (d) terminating the membership of any Member;
- (e) maintaining a register of qualified environmental professionals;
- (f) establishing, imposing and reviewing various standards for all Members and/or particular class of Members including but not limited to a code of conduct and a code of ethics as well as various guidelines applicable to the Members or a particular class of Members;
- (g) organizing all activities relevant to the Objects;
- (h) promoting professional and scientific exchange;
- (i) establishing, issuing and reviewing the continuous professional development requirements for the Members;
- (j) deciding and reviewing the annual subscription payable by the Members and collecting the same from the Members;
- (k) carrying out general activities for the purpose of managing the business of the Institute; and
- (l) appointing the Honorary Secretary and Honorary Treasurer.

Retirement of Executives by rotation

15. An Executive appointed in an annual general meeting shall retire at the third annual general meeting following the annual general meeting in which he is appointed and an Executive appointed by the Executive Committee or in a general meeting to fill a vacancy or an additional Executive appointed other than in an annual general meeting shall retire in the next annual general meeting following his appointment.
16. Retiring or retired Executives are eligible to be re-elected.

Appointment of Executives

17. An individual who is a Member and willing to act as an Executive, and is permitted by law to do so may be appointed to be an Executive.
18. The first Executives following the incorporation of the Institute shall be the persons named as directors in the incorporation form delivered to the Registrar of Companies for the incorporation of the Institute.
19. Subject to articles 17 and 18, the Executives shall be elected by the Members by ordinary resolution in an annual general meeting.
20. The Executive Committee may appoint an eligible person to fill a vacancy created by the vacation of office by an existing Executive for whatever reason between one annual general meeting and the next one. The Members in general meetings may also appoint additional Executives or to fill any vacancy in the Executive Committee.

21. An Executive appointed by Members in an annual general meeting shall hold office for three years and any Executive appointed by the Executive Committee or appointed by the Members other than in an annual general meeting shall hold office until the next annual general meeting following his appointment.

Appointment of Chairman

22. The Executive Committee shall have a Chairman who shall act as the chairman of all Executive Committee meetings and general meetings. The Chairman must be an Executive and other than the first Chairman or Chairman to be appointed before the first anniversary of the incorporation of the Institute, a Chairman must have prior to election served at least one year as an Executive.
23. The first Chairman shall be appointed by the Executive Committee following the incorporation of the Institute and subject to article 25, subsequent Chairmen shall be elected by Members in annual general meetings.
24. The Chairman shall hold office for a term of three years and a retired or retiring Chairman shall be eligible for re-election as Chairman provided that a person cannot hold office as Chairman for more than two consecutive terms.
25. The office of the Chairman shall cease upon the cessation of his office as an Executive for whatever reason or upon his resignation as the Chairman. The Executive Committee may appoint an Executive to fill the vacancy of the Chairman and such Chairman shall hold office until the next annual general meeting.

Disqualification and removal of Executives

26. The office of an Executive shall vacate if such Executive :-
 - (a) ceases to be an Executive 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 an Executive by notice in writing in accordance with section 464(5) of the Ordinance;
 - (e) for more than 6 months has been absent without the Executives' permission from Executive Committee meetings held during that period;
 - (f) is removed from the office of an Executive by an ordinary resolution of the Institute; or
 - (g) cease to be a Member for whatever reason.

Remunerations and benefits to the Executives

27. No Executive shall receive any remuneration from the Institute provided that the Institute may reimburse reasonable expenses incurred by the Executives for the performance of their duties as Executives.

Conflicts of interests

28. An Executive must declare his direct or indirect interest in any transaction, arrangement or contract of the Institute which is material in accordance with section 536 of the Ordinance.
29. The Executive who is required by article 28 to declare his interest must neither –
- (a) vote in respect of the transaction, arrangement or contract in which the Executive is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
30. If the Executive contravenes article 29(a), his vote must not be counted.
31. Article 29 does not apply to –
- (a) an arrangement for giving an Executive any security or indemnity in respect of money lent by the Executive to or obligations undertaken by the Executive for the benefit of the Institute;
 - (b) an arrangement for the Institute to give any security to a third party in respect of a debt or obligation of the Institute for which the Executive 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 Executives or former employees and Executives of the Institute or any of its subsidiaries, which do not provide special benefits for Executives or former Executives.
32. A reference in articles 28 to 31 to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

Supplementary provisions as to conflicts of interest

33. An Executive may hold any other office or position of profit under the Institute (other than the office of auditor) in conjunction with the office of Executive for such period and on such terms (as to remuneration or otherwise) as the Executives determine.
34. An Executive or intending Executive is not disqualified by the office of Executive from contracting with the Institute –
- (a) with regard to the tenure of the other office or position of profit mentioned in article 33; or
 - (b) as vendor, purchaser or otherwise.

35. The contract mentioned in article 34 or any transaction, arrangement or contract entered into by or on behalf of the Institute in which any Executive is in any way interested is not liable to be avoided.
36. An Executive who has entered into a contract mentioned in article 34 or is interested in a transaction, arrangement or contract mentioned in article 35 is not liable to account to the Institute for any profit realised by the transaction, arrangement or contract by reason of –
 - (a) the Executive holding the office; or
 - (b) the fiduciary relation established by the office.
37. Articles 34 to 36 only apply if the Executive has declared the nature and extent of the Executive's interest under the relevant article to the other Executives in accordance with section 536 of the Ordinance.
38. An Executive may be a director or other officer of, or be otherwise interested in –
 - (a) any company promoted by the Institute; or
 - (b) any company in which the Institute may be interested as shareholder or otherwise.
39. Subject to the Ordinance, the Executive is not accountable to the Institute for any remuneration or other benefits received by the Executive as a director or officer of, or from the Executive's interest in, the other company referred to in article 38 unless the Institute otherwise directs.

Proceedings of Executives

40. A decision of the Executives may only be taken –
 - (a) by a majority of the Executives at a meeting; or
 - (b) by unanimous decisions in accordance with article 41.
41. Unanimous decisions of the Executives may be taken in the following manner :-
 - (a) A decision of the Executives is taken in accordance with this article when all eligible Executives indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
 - (b) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Executive or to which each eligible Executive has otherwise indicated agreement in writing.
 - (c) A reference in this article to eligible Executives is a reference to Executives who would have been entitled to vote on the matter if it had been proposed as a resolution at an Executive Committee meeting.
 - (d) A decision may not be taken in accordance with this article if the eligible Executives would not have formed a quorum at an Executive Committee meeting.

42. Executive Committee meetings shall be convened in the following manner :-
- (a) Any Executive may call an Executive Committee meeting by giving notice of the meeting to the Executives or by authorising the company secretary to give such notice.
 - (b) Notice of an Executive Committee meeting shall indicate –
 - (i) its proposed date and time; and
 - (ii) where it is to take place.
 - (c) Notice of an Executive Committee meeting shall be given to each Executive, but need not be in writing.

Participation in Executive Committee meetings

43. Subject to these articles, Executives participate in an Executive Committee meeting, or part of an Executive Committee 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.
44. In determining whether Executives are participating in an Executives' meeting, it is irrelevant where an Executive is and how the Executives communicate with each other.
45. If all the Executives participating in an Executive Committee meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

Quorum for Executive Committee meetings

46. At an Executive Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
47. The quorum for Executive Committee meetings may be fixed from time to time by a decision of the Executives, but it must be at least 5, and unless otherwise fixed it is 5.

Meetings if total number of Executives less than quorum

48. If the total number of Executives for the time being is less than the quorum required for Executive Committee meetings, the Executives must not take any decision other than a decision –
- (a) to appoint further Executives to fill any vacancy; or
 - (b) to call a general meeting so as to enable the Members to appoint further Executives.

Chairing of Executive Committee meetings

49. The Chairman if present shall chair the Executive Committee meeting. If the Chairman is not participating in an Executive Committee meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating Executives may appoint one of themselves to chair it.

Chairperson's casting vote at Executive Committee meetings

50. If the numbers of votes for and against a proposal are equal, the Chairman or other Executive chairing the Executive Committee meeting shall have a casting vote provided that the above shall not apply if, in accordance with these articles, the Chairman or the Executive chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

Delegation of powers by Executives

51. Subject to these articles, the Executives may, if they think fit, delegate any of the powers that are conferred on them under these articles –
- (a) to any person, panel 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.
52. If the Executives so specify, the delegation may authorise further delegation of the Executives' powers by any person to whom they are delegated.
53. The Executives may –
- (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

Panels and Committees

54. The members of all committees and panels formed by the Executive Committee shall be appointed by the Executive Committee on such terms as the Executive Committee sees fit.
55. The Executives may make rules providing for the conduct of business of the committees and panels and the committees and panels must comply with the rules.
56. The Executive Committee shall review the efficacy and relevance of panels and committees formed by it regularly and in any event not less frequent than once every three years.

Validity of Executives' decisions

57. The acts of any meeting of Executive Committee or of a committee or panel formed by the Executives or the acts of any person acting as an Executive or member of a committee or panel formed by the Executives are as valid as if the Executives or the person had been duly appointed and was qualified to be an Executive or serve on the panel or committee, even if it is afterwards discovered that –
- (a) there was a defect in the appointment of any of the Executives or of the person serving on the panel or committee;
 - (b) any one or more of them were not qualified to be an Executive or member of the panel or committee or were disqualified from being an Executive or member of the panel or committee;
 - (c) any one or more of them had ceased to hold office as an Executive or ceased to be a member of the panel or committee; or
 - (d) any one or more of them were not entitled to vote on the matter in question.

Record of decisions to be kept

58. The Executives must ensure that the Institute keeps a written record of every decision taken by the Executives under these articles for at least 10 years from the date of the decision.

Executives' discretion to make further rules

59. Subject to these articles, the Executives 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 Executives.

Company Secretary

60. The Executives shall appoint a company secretary for a term, at a remuneration and on conditions they think fit and the Executives may remove a company secretary appointed by them.

Membership

61. The individuals who signed these articles as founder members for the incorporation of the Institute are the first Members and they shall be deemed to have been elected as Professional Members upon incorporation of the Institute.

62. Subject to article 93, the Institute shall consist of the following classes of Members:
- (a) Founding Fellows;
 - (b) Fellows;
 - (c) Professional Members;
 - (d) Associate Members;
 - (e) Graduate Members;
 - (f) Student Members; and
 - (g) Honorary Fellows.

Application for membership

63. A Member must be an individual who is 18 years old or above. Membership is not transferrable.
64. All Members shall comply with such continuous obligations which the Executive Committee may impose on the Members or the relevant class of Members from time to time.
65. Every application for election to any class of membership of the Institute other than Founding Fellows and Honorary Fellows shall be in a form prescribed by the Executive Committee from time to time and an applicant may at the discretion of the Executive Committee be required to attend an interview and/or undertake a written test in such format as the Executive Committee may decide. Every Member who is so elected shall be informed of his election by the Honorary Secretary who shall also send to him a copy of these articles.
66. A Member may apply to be transferred from one class of membership to another class of membership for which he is eligible. An application for transfer of membership shall be in a form prescribed by the Executive Committee from time to time and an applicant may at the discretion of the Executive Committee be required to attend an interview and/or undertake a written test in such format as the Executive Committee may decide.
67. All election or transfer to a class of membership are subject to the payment by the person of the subscription fee of such class of membership where applicable.
68. All invitations, election or transfer of membership shall be decided by the Executive Committee at a meeting of the Executive Committee and shall be subject to the discretion of the Executive Committee. No record shall be made in the minutes of the meeting of the Executive Committee of the names of applicants not elected or transferred. The Executive Committee may re-admit as Member a former Member and may impose such condition the Executive Committee may see fit.

Founding Fellows

69. The Executive Committee may from time to time prior to the first anniversary of the incorporation of the Institute invite any distinguished person whom the Executive Committee considers to have contributed to the establishment of the Institute and/or its professional qualification system to be a Founding Fellow subject to the acceptance of such person.
70. A Founding Fellow shall pay the annual subscription fee as prescribed by the Executive Committee from time to time.
71. A Founding Fellow shall have voting rights.

Fellows

72. A person who is a member of an Institutional Partner shall be eligible to be a Fellow if he has, in the opinion of the Executive Committee,
 - (a) made a significant contribution to the environmental field, either locally or abroad, have continued his professional practice and development in the environmental field, and have demonstrated satisfactory performance in such other relevant aspects, as shall make it desirable that he be a Fellow; and
 - (b) had post qualification experience of at least fifteen years in the environmental field, at least five years of which were in a position of significant responsibility in professional work which is relevant to the environmental field as shall satisfy the Executive Committee; and
 - (c) the necessary qualifications for a Professional Member of the Institute.
73. It shall be a continuing requirement of a Fellow to remain as a member of an Institutional Partner during the continuation of his membership of a Fellow. In the event he ceases to be a member of an Institutional Partner or such institute ceases to be an Institutional Partner for whatever reason, such Fellow shall inform the Institute forthwith. He shall within 180 days become the member of another Institutional Partner failing which the membership of such individual as a Fellow shall automatically be changed to an Associate provided he is eligible to be an Associate. If such person is not eligible to be an Associate Member, he shall subject to article 100 cease to be a Member.
74. A person applying for election or transfer to the class of membership of Fellow shall be supported by three Founding Fellows or Fellows who personally know the candidate.
75. A Fellow shall pay the relevant annual subscription fee as prescribed by the Executive Committee from time to time.
76. A Fellow shall have voting rights.

Professional Members

77. A person who is a member of an Institutional Partner whose type or class of membership in such Institutional Partner is in the opinion of the Executive Committee equivalent to a Professional Member of the Institute shall be eligible to be a Professional Member if he is, in the opinion of the Executive Committee, practising on a professional level in the environmental field, and has demonstrated satisfactory performance in such other relevant aspects, as shall make it desirable that he be a Professional Member; and
- (a) has obtained a degree in the environmental field acceptable to the Executive Committee; and has post qualification experience of at least five years in the environmental field, at least three years of which was in a position of responsibility in professional work which demands a level of environmental knowledge as shall satisfy the Executive Committee, (provided that relevant higher degrees may be counted towards the five years requirement); or
 - (b) has satisfied the Executive Committee that he possesses an equivalent knowledge in the environmental field considered appropriate by the Executive Committee; and has experience of at least ten years, at least three years of which was in a position of responsibility, in professional work which demands a level of environmental knowledge as shall satisfy the Executive Committee; or
 - (c) has been an Associate Member for not less than three years in the environmental field with managerial responsibility, provided that this requirement shall not be applicable before the third anniversary of the incorporation of the Institute, and was registered as Associate Member before 16th day of May 2019.
78. It shall be a continuing requirement of a Professional Member to remain as a member of an Institutional Partner during the continuation of his membership of a Professional Member. In the event he ceases to be a member of an Institutional Partner or such institute ceases to be an Institutional Partner for whatever reason, such Professional Member shall inform the Institute forthwith. He shall within 180 days become the member of another Institutional Partner failing which the membership of such individual as a Professional Member shall automatically be changed to an Associate provided he is eligible to be an Associate. If such person is not eligible to be an Associate Member, he shall subject to article 100 cease to be a Member.
79. A person applying for election or transfer to the class of membership of Professional Member shall be supported by three Professional Members, Founding Fellows or Fellows who personally know the applicant.
80. A Professional Member shall pay the relevant annual subscription fee as prescribed by the Executive Committee from time to time.
81. A Professional Member shall have voting rights.

Associate Members

82. A person shall be eligible to be an Associate Member if he is, in the opinion of the Executive Committee, practising in the environmental field and has received a general education approved by the Executive Committee; and either :-
 - (a) has obtained a degree in the environmental field acceptable to the Executive Committee; or
 - (b) has been educated in a discipline related to the environmental field and has supplemented his academic qualifications with working and/or research experience in the environmental field for not less than five years.
83. A person applying for election or transfer to the class of membership of Associate Member shall be supported by one Founding Fellow, Fellow or Professional Member who personally knows the candidate.
84. An Associate Member shall pay the relevant annual subscription fee as prescribed by the Executive Committee from time to time.
85. An Associate Member shall have no voting rights.

Graduate Members

86. A person shall be eligible to be a Graduate Member if he is, in the opinion of the Executive Committee :-
 - (a) supported by one Founding Fellow, Fellow, or Professional Member (subject to such rules from time to time specifically made or varied by the Executive Committee). The candidate shall satisfy the Executive Committee that he-
 - (i) has received a good general education;
 - (ii) is following or has completed a form of practical training in environment which has been approved by the Executive Committee
 - (iii) has passed such examination and assessment or exempting examination and assessment as may be prescribed by the Qualification Panel's regulations for the time being.
87. Graduate Members, on meeting the relevant requirements as may be necessary, may apply for transfer to a higher class of membership.
88. A Graduate Member shall pay the relevant annual subscription fee as prescribed by the Executive Committee from time to time.
89. A Graduate Member shall have no voting rights.

Honorary Fellows

90. The Executive Committee may from time to time invite any distinguished person whom the Executive Committee desires to honour for exceptional services to the Institute or outstanding contributions to the Objects to be an Honorary Fellow subject to the acceptance of such person.
91. An Honorary Fellow shall not pay an annual subscription fee.
92. An Honorary Fellow shall have no voting rights.

Student Members

93. A person applying for election to the class of membership of Student Member shall have attained the age of eighteen years, and at the time of application, be a bona-fide student in a degree, program or course in the environmental field.
94. A person applying for election to the class of membership of Student Member shall be proposed by a Founding Fellow, Fellow or a Professional Member who personally knows the candidate.
95. A Student Member shall pay the relevant annual subscription fee as prescribed by the Executive Committee from time to time.
96. A Student Member shall have no voting rights.

Amendment to eligibility

97. The Executive Committee may review and amend the classes of membership and their eligibility and the rights attached to them from time to time provided that any such amendment can only take effect after it has been endorsed by the Members in a general meeting.

Election to membership in exceptional circumstances

98. The Executive Committee may subject to prior approval by Members in a general meeting elect an individual of at least 18 years old with exceptional qualifications, experience or achievement in the field of environmental management to any class of membership it considers appropriate notwithstanding such individual may not otherwise eligible to be a Member for such class of membership.

Renewal of membership

99. All memberships are subject to renewal on an annual basis on the 1st day of April and Members shall apply for renewal of their membership in such manner as the Executive Committee may prescribe from time to time. Application for renewal of membership shall be accompanied by records of compliance with any applicable continuous professional development requirements; proof of membership of Institutional Partners for Fellows and Professional Members; and payment of the relevant annual subscription fee.

Termination of membership

100. The Executive Committee may at any time, terminate the membership of any Member for the following reasons :-

- (a) failing to comply with any continuous requirements applicable to the relevant class of membership from time to time;
- (b) in the case of a Fellow or a Professional Member, failing to maintain membership of an Institutional Partner for a period exceeding 180 days and such person is not eligible to be an Associate member;
- (c) convicted of any offence under the laws of the Hong Kong SAR or elsewhere which the Executive Committee considers in its sole and absolute discretion will adversely affect the reputation of environmental professional or the Institute or the Executives or other Members;
- (d) if the Executive Committee in its sole and absolute discretion considers that the Member is unsuitable to continue as a Member;
- (e) the Member has ceased to be eligible to be a Member of the relevant class of membership;
- (f) an amount of whatever nature has been outstanding from the Member for over three months and not less than one reminder has been sent to such Member

PROVIDED that the membership of a Member shall not be terminated unless notice of the proposed termination is given to the Executives at least ten days before an Executive Committee meeting at which such proposal is put to the vote, and such proposal is passed by a majority of not less than two-thirds of the Executives present and voting.

101. The membership of a Member shall cease upon his death.

Resignation from membership

102. A Member may resign as a Member at any time by giving not less than 2 months' notice in writing to the Executive Committee and his membership shall terminate on the expiration of such notice.

103. Resignation from membership shall be without prejudice to any liability incurred by such person prior to his resignation and any amount due from him to the Institute.

No refund of annual subscription

104. No annual subscription paid by a Member shall be refunded upon the resignation of such Member; the change from one class of membership to another or the termination of his membership for whatever reason.

Honorary Advisors

105. The Executive Committee may from time to time with the support of not less than three Founding Fellows or Fellows invite a distinguished person in the environmental professional to be an Honorary Advisor of the Institute subject to acceptance by such person.
106. An Honorary Advisor shall hold office for 3 years from his acceptance of office and such office may be renewed by the Executive Committee for further terms of 3 years.
107. An Honorary Advisor may resign from such office at any time by giving not less than 3 months' notice to the Executive Committee.

General Meetings

108. The Institute must, in respect of each financial year of the Institute, hold a general meeting as its annual general meeting in accordance with section 610 of the Ordinance.
109. The Executives may, if they think fit, call a general meeting.
110. If the Executives 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.
111. If the Executives 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.

Notice of general meetings

112. An annual general meeting must be called by notice of at least 21 days in writing or by electronic means.
113. Subject to the provisions of the Ordinance, a general meeting other than an annual general meeting must be called by notice of at least 14 days in writing or by electronic means.
114. 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.
115. 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.
116. Article 111(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.
117. Despite the fact that a general meeting is called by shorter notice than that specified in these articles, 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.
118. Notice of a general meeting must be given to –
- (a) every Member; and
 - (b) every Executive.
119. If notice of a general meeting or any other document relating to the meeting is required to be given to a Member, the Institute must give a copy of it to its auditor (if more than one auditor, to every one of them) at the same time as the notice or the other document is given to the Member.
120. 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.

Proceedings at general meetings

121. 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.
122. 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.
- 123. The Executives may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 124. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 125. 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.

Quorum for general meetings

- 126. At least one-fifth of all Voting Members or 30 Voting Members whichever is less present in person or by proxy constitute a quorum at a general meeting.
- 127. 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.

Chairing general meetings

- 128. If the Chairman 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.
- 129. The Executives present at a general meeting must elect one of themselves to be the chairperson if –
 - (a) there is no Chairman for the time being;
 - (b) the Chairman is not present within 15 minutes after the time appointed for holding the meeting;
 - (c) the Chairman is unwilling to act; or
 - (d) the Chairman has given notice to the Institute of his intention not to attend the meeting.
- 130. The Members present at a general meeting must elect one of themselves to be the chairperson if the Executives present at the general meeting is required to elect one of them pursuant to article 125 and –
 - (a) no Executive is willing to act as chairperson; or
 - (b) no Executive is present within 15 minutes after the time appointed for holding the meeting.
- 131. A proxy may be elected to be the chairperson of a general meeting by a resolution of the Institute passed at the meeting.

Attendance and speaking by non-members

132. 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; or
 - (b) otherwise entitled to exercise the rights of Members in relation to general meetings.

Adjournment

133. 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 Executives determine.
134. 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.
135. 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.
136. The chairperson must adjourn a general meeting if directed to do so by the meeting.
137. When adjourning a general meeting, the chairperson must specify the date, time and place to which it is adjourned.
138. Only the business left unfinished at the general meeting may be transacted at the adjourned meeting.
139. If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
140. If a general meeting is adjourned for less than 30 days, it is not necessary to give any notice of the adjourned meeting.

Content and effect of proxy notices

141. A proxy must be a Member and 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 Institute in accordance with these articles and any instructions contained in the notice of the general meeting in relation to which the proxy is appointed.
- 142. The Institute may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 143. If the Institute 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.
- 144. 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.
- 145. 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.

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

- 146. 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.

Delivery of proxy notices and notice revoking appointment of proxy

- 147. A proxy notice does not take effect unless it is received by the Institute –
 - (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.
- 148. An appointment under a proxy notice may be revoked by delivering to the Institute a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 149. A notice revoking the appointment only takes effect if it is received by the Institute –
 - (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.

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

150. 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.
151. 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 Institute by or on behalf of the Member.

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

152. 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.
153. Article 148 does not apply if notice in writing of the death, mental incapacity or revocation is received by the Institute –
- (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.

Amendments to proposed resolutions

154. 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.
155. 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).
156. 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.
157. 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.

Votes of Members

158. 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.
159. 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.
160. 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.
161. An entry in respect of the declaration in the minutes of the meeting is also conclusive evidence of that fact without the proof.
162. 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.
163. Any objection must be referred to the chairperson of the meeting whose decision is final.

Demanding a poll

164. 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.
165. A poll on a resolution may be demanded by –
- (a) the chairperson of the meeting;
 - (b) at least 2 Voting 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 Members.

166. The instrument appointing a proxy is regarded as conferring authority to demand or join in demanding a poll on a resolution.
167. A demand for a poll on a resolution may be withdrawn.

Number of votes a Member has

168. 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 Founding Fellow, Fellow and every Professional Member present in person has 1 vote; and
 - (b) every proxy present who has been duly appointed by a Founding Fellow, Fellow or Professional Member entitled to vote on the resolution has 1 vote.
169. A Voting 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 Court. The committee, receiver, guardian or other person may vote by proxy on a show of hands or on a poll.

Institutional Partners

170. The Executive Committee may from time to time by a majority of not less than two-thirds of the Executives present and voted in a meeting of the Executive Committee approve a professional institution, local or international, with the desire and willingness to collaborate with the Institute and support the development of the qualified environmental profession in Hong Kong as the Institute's Institutional Partners. The Executive Committee may from time to time by a majority of not less than two-thirds of the Executives present and voted in a meeting of the Executive Committee withdraw the approval of a professional institution as an Institutional Partner and such professional institution shall cease to be an Institutional Partner with effect from such withdrawal.
171. The Executive Committee may from time to time decide on discounts to the Institute's membership subscription for members of the Institutional Partners who wish to become Members.

Common seal

172. The Institute shall have a common seal and the Executive Committee shall provide for its safe custody.
173. The common seal of the Institute shall not be affixed to any instrument except authorized by a resolution duly passed by the Executive Committee and signed in the presence of either :-
 - (a) any of the Chairman, the Honorary Secretary or the Honorary Treasurer; or
 - (b) by such other person or persons as the Executive Committee may by resolution appoint for the purpose, and the Chairman, the Honorary Secretary and the

Honorary Treasurer, or such other person or persons as aforesaid, shall sign every instrument on which the Seal of the Institute is so affixed.

174. The common seal must be a metallic seal having the Institute's name engraved on it in legible form.

Cheque and other negotiable instruments

175. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Institute until otherwise from time to time resolved upon by the Executive Committee shall be signed by and two of the Chairman, the Honorary Secretary or the Honorary Treasurer.

Records of the Institute

176. The Executives must cause the information of the Institute to be adequately recorded for future reference as required by the Ordinance.

Management of financial affairs

177. The Institute can raise funds through:-
- (a) membership fees;
 - (b) mailing list subscriptions;
 - (c) events and activities;
 - (d) sponsorship from Members and interested parties; and
 - (e) any investment vehicles as permitted by law and considered appropriate by the Executive Committee.
178. The management and control of money shall be vested in the Executive Committee and proper books and accounts shall be kept by the Honorary Treasurer and any cash in hand exceeding a total of HK\$5,000 shall be deposited into such banks as the Institute may direct.
179. No expenditure shall be made unless approved by the Executive Committee or person authorised by the Executive Committee.
180. The Executives shall not be responsible for any loss or liability properly incurred by them in the course of their duties in accordance with the power vested in them under these articles.

Accounts

181. The Executives 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.

182. The Executives must keep accounting records as required by the Ordinance.

Audit

183. The Executive Committee shall from time to time, in accordance with the Ordinance, cause to be prepared and to be laid before the relevant general meeting such profit and loss accounts, balance sheets, and reports as are referred to therein.

Notices

184. A notice may be served by the Institute upon any Member either personally or by electronic means or by post in a prepaid letter addressed to such Member at such Member's registered address.

185. All Members must register both a physical address within Hong Kong and an electronic address for the purpose of the service of notices and all other correspondence from the Institute to a Member.

186. Any notice, if served by post, shall be deemed to have been served on the third day next following that on which it shall have been posted, and in proving such service it shall be sufficient to prove that the notice was properly addressed, prepaid and put into a post box.

Means of communication to be used

187. Subject to these articles, anything sent or supplied by or to the Institute 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 by or to the Institute for the purposes of the Ordinance.

188. Subject to these articles, any notice or document to be sent or supplied to an Executive in connection with the taking of decisions by Executives may also be sent or supplied by the means by which that Executive has asked to be sent or supplied with such a notice or document for the time being.

189. An Executive may agree with the Institute that notices or documents sent to that Executive 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.

Net Assets on Winding up and Dissolution

190. If upon the winding up or dissolution of the Institute 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 Institute but shall be given or transferred to some other institution or institutions, having objects similar to the Objects, 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 Institute under or by virtue of article 8 and this article, such institution or institutions to be determined by a resolution of the Members of the Institute 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.

I/WE, the undersigned, wish to form a company and wish to adopt the articles of association as attached.

Name(s) of Founder Members	
Tsui Bing Cheung 徐秉璋	<u>(Sd.) Tsui Bing Cheung</u>
Leung Ho Yin Henry 梁浩賢	<u>(Sd.) Leung Ho Yin Henry</u>
Cheung Chun Ming Freeman 張振明	<u>(Sd.) Cheung Chun Ming Freeman</u>
Kwok May Han Grace 郭美珩	<u>(Sd.) Kwok May Han Grace</u>
Ng Chi Yun Jeanne 吳芷茵	<u>(Sd.) Ng Chi Yun Jeanne</u>

Dated this 4th day of March 2015.