

Constitution of The Hong Kong Association of the Institution of Civil Engineers

Effective 16 March 2023

Interpretations

1. In this constitution ("Constitution") the interpretations in By-Law 1 of the Institution of Civil Engineers ("Institution") shall apply where relevant.

Constitution

2. The title of the Association shall be "the Hong Kong Association of the Institution of Civil Engineers' ("Association"), and the Association shall include any branches and specialist groups that may be formed in the area of the Association, namely, the Hong Kong Special Administrative Region of the People's Republic of China ("HKSAR"). The Association is established in accordance with the By-laws of the Institution and is an integral part of the Institution.
3. Members of the Association shall be members of the Institution whose registered address is in the HKSAR.
4. The Constitution of the Association and any amendments hereof shall not have any object or intent at variance with the By-Laws or Regulations of the Institution and:
 - 4.1. shall be agreed by not less than two-thirds of the number of members of the Association present at a General Meeting who are Corporate Members of the Institution as defined in its By-Laws and Regulations in force at the time of the General Meeting;
 - 4.2. provided that if the ICE Representative for Hong Kong and the Officers (as defined in Clauses 12 to 14 below) have undertaken due diligence and have agreed on a version that is fit for local purpose then final ratification lies with the Director Regions of the Institution. If anyone in the chain (including the Director Regions) feels that any issue/clause is contentious and no agreement can be reached, only then will it be passed to the International Committee of the Institution for review.
5. The Association shall be a local association of the Institution. It shall conform to any direction that may be given by the Institution through a panel established and appointed by the Institution; and the Chairperson of the Association shall serve as a member of the said panel. All assets of the Association are owned by the Institution and in the event of the Association being dissolved, for whatever reason, the assets shall be returned to the Institution.
6. The Association shall comply with the laws of the HKSAR.

Object

7. The object of the Association shall be to promote in the HKSAR the object of the Institution as described in its Royal Charter, and for this purpose the Association may:
 - 7.1. arrange meetings, lectures and seminars of a professional nature to share knowledge;
 - 7.2. arrange visits to works of engineering interest;
 - 7.3. offer from time to time prizes to be known as the ICE Hong Kong Association Prizes for a paper or papers, or a report or reports, presented at a meeting of the Association by members of the Association on the recommendation of a panel of judges appointed by the Association Committee established under Clause 11 below;

- 7.4. promote, develop and expand the public perception of the role, duties and achievements of civil or infrastructure engineers, and to do such other acts and things as may be requisite in order to further the objects of the Association provided that this shall not be in conflict with the By-Laws of the Institution or contrary to the policies determined by the Council of the Institution ("Council") or the laws of the HKSAR.

Divisions & Specialist Groups

8. The Association may establish a Graduates and Students Division, and other divisions, in the HKSAR. These divisions shall be responsible to the Association and the Association shall draw up by-laws for them.
9. The Association may establish specialist groups in particular aspects of civil or infrastructure engineering. These groups shall be responsible to the Association. Persons who are not members of the Institution may be admitted to membership of such groups subject to any rules laid down by the Association.
10. The Association may support joint groups or ventures with organisations or other institutions sharing common interests.

The Committee

11. The affairs of the Association shall be managed by a committee ("Committee") whose members ("Committee Members") shall be elected or appointed for the ensuing Session or Sessions as follows:
 - 11.1. twelve Corporate Members of the Association elected by the Corporate Members of the Association to serve on the Committee; at least two of these elected Corporate Member positions shall be thrown open to election at each Annual General Meeting, by way of:
 - 11.1.1. resignations of elected Corporate Members from the Committee since the preceding Annual General Meeting; and should there not be at least two such resignations,
 - 11.1.2. retirement of the longest-serving elected Corporate Member or Corporate Members, but as between such persons who were elected onto the Committee on the same day the one or ones to retire shall be determined by lot – such lottery to exclude the contemporary Chairperson should he be eligible for re-election as Chairperson in accordance with Clause 12.1 below, but not otherwise;any such Committee Member resigning or retiring from the Committee shall not be eligible for re-election to the Committee under this Clause 11.1 until the expiry of one Session, but may be co-opted onto the Committee under Clause 11.4 in the meantime;
 - 11.2. one representative of the Graduates and Students Division, and each other division which may be established under Clause 8 within the Association, to be elected each Session in accordance with the by-laws of that division and subject to confirmation of the Committee;
 - 11.3. the two most recent past Chairpersons of the Committee ("Past Chairpersons"), ex-officio, should they be willing so to serve; a Past Chairperson may stand for election under Clause 11.1 after serving at least one Session as an ex-officio Past Chairperson;
 - 11.4. not more than six Corporate Members or Associate Members of the Association co-opted by the Committee to serve for the remainder of the Session;
 - 11.5. the Council Representative referred to in Clause 15.

The Officers

12. Following each Annual General Meeting, the Committee shall elect from amongst those who are Committee Members by virtue of Clauses 11.1 and/or 11.5:

- 12.1. a Chairperson, provided that they shall not hold that office for more than two Sessions consecutively and, on ceasing to be Chairperson, they shall not be eligible to hold that office again for a period of two Sessions;
 - 12.2. a Vice-Chairperson, provided that they shall not hold that office for more than two Sessions consecutively and, on ceasing to be Vice-Chairperson, they shall not be eligible to hold that office again for a period of two Sessions.
13. The remaining Officers of the Association shall be elected each Session by the Committee from amongst Committee Members as defined in Clause 11 above, and will not serve in any one office for more than five Sessions consecutively:
- 13.1. an Honorary Treasurer;
 - 13.2. an Honorary Secretary;
 - 13.3. Honorary Assistant Secretaries as decided to be required by the Committee, who are to be responsible for such duties as the Committee may decide;
 - 13.4. Career Adviser, Press Officer and others as decided to be required by the Committee.
14. Should more than one candidate declare his candidacy for an Officer position:
- 14.1. the candidates shall each have the opportunity to make a short presentation to, and answer questions from, the Committee including the other candidate(s);
 - 14.2. immediately prior to the Committee's vote for that Officer position, the candidates for that position shall leave the Committee room to allow the remaining Committee Members to discuss their candidacies;
 - 14.3. the candidates for that position shall be invited to return to the Committee room and vote in that election: the vote shall be by secret ballot, and candidates are at liberty to vote for themselves or any other candidate.

The Council Representative

15. The Representative of Members in the HKSAR on the Council ("Council Representative") is elected by Members of the Association to the Council and is eligible for election to all Association posts to which their grade in the Institution is appropriate. In the event that they do not hold an elected post, they shall be an ex-officio member of the Committee.

Election of Committee

16. The election of the Corporate Members onto the Committee shall be by means of voting, either physically or virtually. The form and content of the election shall be determined in advance by the Committee, and:
- 16.1. the Committee shall so far as may be practicable arrange that equal numbers of Corporate Members are elected at each Annual General Meeting, and that not fewer than one more name shall appear on the voting paper than the number of vacancies;
 - 16.2. the Committee shall annually request nominations (via hard copy or electronic communication), from the Corporate Members of the Association. If there are no more candidates than vacancies, the candidates shall be deemed to be elected. Refer to Clause 16.3 for guidance on nomination of candidates;

- 16.3. any two Corporate Members of the Association may propose any such member of the Association for inclusion in the voting paper by sending to the Honorary Secretary, by a date to be fixed by the Committee, a proposal in writing together with the written consent of the candidate and descriptive particulars of the candidate; no voting member shall sign more than one such proposal. The proposal together with the supporting document shall be submitted by hand, by post or by electronic mail to the Honorary Secretary and in each case must be received by the Honorary Secretary by the date fixed by the Committee.
17. The Committee shall have the power to fill casual vacancies, as follows:
- 17.1. where an Officer vacates an office during a Session, the Committee may appoint any eligible Committee Member to hold that office for the remainder of that Session, and any such part Session served shall not count towards the two-Session cap in Clause 12.1 or Clause 12.2, or the five-Session cap in Clause 13, as applicable;
- 17.2. where a vacancy of Committee Member arises during a Session, the Committee shall invite candidates from the most recent election pursuant to Clause 16 who were not elected at that time to take up the vacancy, such invitations to be issued in order of votes cast until the vacancy is filled; should two such candidates have equal votes and both be willing to serve, then the invitation shall be decided upon the toss of a coin; should the vacancy not be filled in this way, then the Committee may co-opt an additional person onto the Committee pursuant to Clause 11.4;
- 17.3. where an Officer has reached the two-Session cap in Clause 12.1 or Clause 12.2, or the five-Session cap in Clause 13, as applicable, and that Officer is willing to continue serving, and no other eligible Committee Member is willing to serve in that office, then the applicable Session cap in Clause 12.1, Clause 12.2, or Clause 13 may be extended by one Session but not further.

Committee Procedure

18. At any meeting of the Committee five shall form a quorum, provided four are Corporate Members of the Institution. In the event of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
19. The Committee may co-opt persons who may or may not be members of the Institution to form Working Committees/Groups. Working Committees/Groups shall report to the Committee. The Committee may appoint a Committee Member to be an ex-officio member of any Working Committee/Group.

Finance

20. The Association may receive allocation of funds from the Council. The finances of the Association shall be managed by the Honorary Treasurer, subject to the control of the Committee and the following:
- 20.1. the Association is part of the Institution and its accounts form part of the Institution's published accounts. The Institution's accounts are subject to audit by the Institution's External Auditors, their financial year ends on 31 December of each year. The Honorary Treasurer shall make available such records and bank information as the External Auditors may require for the purposes of their audit.
- 20.2. the Institution's Office in the HKSAR ("Office") will make available an Income and Expenditure Statement ("Statement") to the Honorary Treasurer for every Committee Meeting. Promptly following such Committee Meeting, the Honorary Treasurer shall authorise the Office to forward a copy of this Statement to the Institution in London showing such amendments as the Committee may have directed.
- 20.3. each Session, the accounts of the Association shall be:
- 20.3.1. approved by the Committee and signed by two of the Officers;

20.3.2. reviewed by two members of the Association, not being members of the Committee, at least one of whom shall be a Corporate Member; these reviewers of the accounts shall be elected annually at an Ordinary or General Meeting.

21. The Committee may only enter into contracts or commitments on behalf of the Association where:
- 21.1. the objects are consistent with those of the Institution and comply with the laws of the HKSAR;
- 21.2. the commitment can be met effectively in its entirety by use of the Institution grant receivable within the Session and any balance of cash receivable by the Association as a result of its activities.

Session & Meetings, Etc

22. An Annual General Meeting shall be conducted in each calendar year between 16 May and 15 September. A "Session" shall comprise the period from one Annual General Meeting to the succeeding Annual General Meeting.
23. Papers to be presented at ordinary meetings of the Association ("Ordinary Meeting") shall be chosen by the Committee from among papers presented to the Institution or papers submitted to the Association, and, provided it has not been published elsewhere, may be subsequently forwarded to the Institution by the author for consideration of its publication and its eligibility for an award.
24. Each member of the Association shall have the privilege of introducing visitors to Ordinary Meetings, but it shall be left to the discretion of the chairperson of an Ordinary Meeting whether such visitors shall be invited to take part in the discussion.
25. The Association shall ensure, when making arrangements for visits to engineering works, that members and non-members are advised that the Institution and the Association accept no responsibility or liability for any injury, loss or inconvenience caused to such person in consequence of their visit. Members may introduce non-members at visits to works subject to the consent of the proprietors or their responsible officials having been first obtained by the Association.
26. A programme for the ensuing Session shall be sent by the Honorary Secretary to members of the Association.
27. The Annual General Meeting of the Association, of which members shall receive not less than 14 days notice by mail, fax or e-mail as the Committee shall see fit, shall be held at a time and place decided by the Committee, when the Committee shall present its report upon the Session then ending, and the Honorary Treasurer shall present the accounts for the previous year, and the membership of the Committee for the ensuing Session shall be declared.
28. The Committee may at any time summon a Special General Meeting of the members of the Association to consider any business connected with the Institution or the Association, and the Committee is at all times bound to do so on a requisition in writing of twenty Corporate Members of the Association or five per cent of the Corporate membership, whichever is fewer, specifying the object of the meeting. A notice stating the business of the meeting shall be sent to all members whose addresses are registered with the Institution, by mail, fax or e-mail as the Committee shall see fit, at least 14 days before the time appointed by the Committee for the Special General Meeting. The business of the meeting shall be limited to the matters stated in the notice convening the meeting and thirty Corporate Members shall form a quorum. All members of the Association shall have a right to attend Annual and Special General Meetings but only Corporate Members may vote.

Misconduct Procedures

29. Members of the Association are bound by the Institution's Code of Professional Conduct and are expected to conduct themselves in a professional manner and to treat others (including staff of the Institution) with courtesy and respect.
30. Cases of alleged misconduct may be dealt with informally:

- 30.1. in the case of a member of the Association or an employee of the Institution complaining against another member of the Association, this should be investigated by the Chairperson, the Council Representative or appropriate alternative Committee Member. All meetings should be documented;
 - 30.2. if the situation is not resolved locally, it can be escalated to the Vice President International of the Institution;
 - 30.3. if the matter remains unresolved through informal intervention, it can then be referred to the Professional Conduct Panel of the Institution.
31. In the case of a member of the Association complaining against an employee of the Institution, this will be addressed through internal human resources procedures and can be referred to the Director Regions or Director Membership of the Institution.

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