

**The Constitution**  
*of the*  
**Sir Edward Youde Scholars Association**

**Section 1: Interpretation**

1.1. For the purposes of this constitution

1.1.1. “The Association” shall mean the Sir Edward Youde Scholars Association.

1.1.2. “The Fund Council” shall mean the Sir Edward Youde Memorial Fund Council.

1.1.3. “Member” shall mean any person who satisfy the eligibility for membership as stated in Section 3.2 and whose applications have been accepted.

1.1.4. “The Board” shall mean the Executive Board of the Sir Edward Youde Scholars Association.

1.1.5. “Ordinary resolution” shall mean a resolution passed by simple majority.

1.1.6. “Special resolution” shall mean a resolution passed by two-thirds majority.

**Section 2: General**

2.1. Name

2.1.1. The name of the Association in English shall be “Sir Edward Youde Scholars Association”.

2.1.2. The name of the Association in Chinese shall be “尤德學者協會”.

2.2. Purpose

The purpose of the Association includes:

2.2.1. To maintain and foster the bonds and friendship among members, local and overseas, under the Sir Edward Youde Memorial Fund.

2.2.2. To promote an interest to serve the Hong Kong Community.

2.2.3. To advance and promote learning and education.

2.2.4. To keep regular liaison with the Sir Edward Youde Memorial Fund Council.

### 2.3. Association Session

The Association Session shall begin with the conclusion of the Annual General Meeting and shall terminate with the conclusion of the Annual General Meeting of the following year.

### 2.4. Official Languages

English and Chinese shall be the official languages of the Association in either or both of which all official meetings and official correspondence shall be conducted.

## **Section 3: Membership**

### 3.1. Application for Membership

- 3.1.1. Every application for membership shall be made in writing signed by the applicant and the nominator, if applicable, and in such form as the Board may from time to time prescribe by a special resolution.
- 3.1.2. Every application for membership shall be considered by the Board which may accept or refuse the application on such grounds as specified in Section 3.1.3 below, provided that all persons eligible for membership under section 3.2 below prior to the formation of the Association shall become members of the Association.
- 3.1.3. Subject to the proviso in Section 3.1.2 above, an application for membership may be refused, if in the reasonable opinion of the Board, that applicant has committed conduct which is likely to be dishonourable or injurious to the reputation and interests of the Association, or on such other grounds as may be decided from time to time by the Board.

### 3.2. Eligibility for Membership

There are four classes of membership namely Associate Member, Honorary Member, Full Member, and Fellow. Each of these has their respective eligibility as set out in the following sections.

#### 3.2.1. Associate Member

- 3.2.1.1. Any person who has been a beneficiary of the Sir Edward Youde Memorial Fund but not eligible to apply as a Full Member as specified in Section 3.2.3 below; or
- 3.2.1.2. Any person aged 18 or above, either nominated by the Honorary Patron, the Patron, one of the Honorary Advisors, or at least two of the current Fellows.

### 3.2.2. Honorary Member

- 3.2.2.1. Any person aged 18 or above, either nominated by the Honorary Patron, the Patron, one of the Honorary Advisors, or a current Fellow; and
- 3.2.2.2. Has the recommendation from an interview panel appointed by the Board.

### 3.2.3. Full Member

Any person who has been awarded a fellowship or scholarship, for local or overseas studies, or any other awards, except prizes granted to the secondary school students under the Sir Edward Youde Memorial Fund.

### 3.2.4. Fellow

- 3.2.4.1. Any person who has been a Full Member of the Association for a consecutive period of seven years; and
- 3.2.4.2. Has a track record of substantial contribution to the Association; and
- 3.2.4.3. Is nominated by either the Honorary Patron, the Patron, one of the Honorary Advisors, or a current Fellow; and
- 3.2.4.4. Has the recommendation from an interview panel appointed by the Board.

3.3. The Board may by special resolution to decide on the eligibility of membership for any new award scheme carried out by the Sir Edward Youde Memorial Fund Council.

### 3.4. Rights of Member

- 3.4.1. To use all facilities provided by the Association for the general use of its members.
- 3.4.2. To attend functions and activities organised by the Association.
- 3.4.3. To attend and participate in General Meetings of the Association.
- 3.4.4. Such other rights as may from time to time be decided by a special resolution of the Board.

### 3.5. Duties of Member

- 3.5.1. To pay such amount of membership fee, or subvention for the case of Honorary Member, as may be decided by special resolution of the Board every year within such time limit as may be prescribed by the Board.
- 3.5.2. To comply with the decisions of the Board or the General Meeting, validly made in accordance with this constitution.

### 3.6. Voting Member

- 3.6.1. Only Full Member and Fellow are considered as Voting Member of the Association.
- 3.6.2. Only Voting Member has the right to nominate and vote in Election organised by the Executive Board.
- 3.6.3. Only Voting Member has the right to vote in General Meeting.
- 3.6.4. Only Voting Member can be elected as the member of the Board.

### 3.7. Termination of Membership

Membership shall terminate

- 3.7.1. If in the reasonable opinion of the Board, any member has committed conduct which is likely to be dishonourable or injurious to the reputation and interests of the Association, provided that the Board shall cause notice in writing to be sent to such member appraising him of the fact and giving him particulars of the conduct complained of inviting him to prepare a written explanation of such conduct and notifying him that a special meeting of the Board will be held at least fourteen days after the date of notification, at a time and place to be specified, to consider his conduct and such explanation, if any, at which meeting he may attend and may explain such conduct through himself or any representative appeared on his behalf, and provided further that such a member may request a General Meeting in accordance with this constitution to reverse the decision of the Board by a special resolution of the General Meeting at the General Meeting's absolute discretion.
- 3.7.2. If any member shall fail to pay the membership fee, or subvention for the case of Honorary Member, within the time limit as stated in Section 3.4.1, provided that if such a member shall give written explanation to the Board, the Board may restore the membership of that member at the Board's absolute discretion.
- 3.7.3. Upon the death of a member.

### 3.8. The Honorary Patron, the Patron, and Honorary Advisors

- 3.8.1. The Board has the absolute discretion to appoint the Honorary Patron, the Patron, and Honorary Advisors from time to time by a special resolution.
- 3.8.2. The term of the appointment is one Association Session.

- 3.8.3. The appointment is automatically renewed for every Association Session unless a member of the Board motioned against the renewal.
- 3.8.4. The Patron is required to pay the subvention as may be decided by special resolution of the Board every year within such time limit as may be prescribed by the Board.
- 3.8.5. The appointment renewal for the Patron shall be void if the Patron shall fail to pay the subvention within the time limit as stated in Section 3.7.4. However, the Board may restore the appointment of the Patron in form of a special resolution.

#### **Section 4: Organisation of the Association**

- 4.1. There shall be an Association in General Meeting which shall be composed of all members of the Association and whose resolution shall be binding on all members and other organs of the Association.
- 4.2. The Executive Board
  - 4.2.1. There shall be an Executive Board which shall be composed of such Board Members as specified in Section 4 below, and whose resolution shall be binding on all members unless such a resolution is inconsistent with the Constitution or a previous resolution of the Association in General Meeting, in any of which cases, the resolution of the Executive Board shall be null and void.
  - 4.2.2. Any resolution of the Executive Board shall be presumed to be consistent with the Constitution or a previous resolution of the Association in General Meeting, unless more than one-third of the Executive Board Member attending the Executive Board Meeting shall dissent from that resolution, and unless those dissenting Executive Board Members unanimously question the constitutionality of the Board Resolution. The dissenting Executive Board Members may unanimously direct the Chairman of the Executive Board to refer the question to the Association in General Meeting, which shall resolve the question of constitutionality. The Board resolution shall have no binding effect on members, unless and until the Association in General Meeting shall resolve in favour of the Board resolution by an ordinary resolution.
- 4.3. Unless otherwise specified in this constitution, decisions of the Board may be made by ordinary resolution; the person chairing a meeting shall not vote, except when there is a tie, and in which case, his or her decision shall be final.

## **Section 5: Association in General Meeting**

### 5.1. Time of General Meeting

The Chairman of the Board shall convene a General Meeting

5.1.1. At least once every year such date within the month of December of a year as the Board shall decide, in which case the General Meeting shall be called the Annual General Meeting;

5.1.2. If the Board so resolves;

5.1.3. If at least 10% of the members so request in writing to the Board;

### 5.2. Convening a General Meeting

5.2.1. If the Chairman of the Board shall fail or shall be unable to fulfil his duty under subsection 5.1 above, the following person(s) of the Association shall have the power to convene a General Meeting in order of priority:

5.2.1.1. The Vice-Chairman of the Executive Board;

5.2.1.2. The Secretary of the Executive Board;

5.2.1.3. The Treasurer of the Executive Board;

5.2.1.4. At least one-third of the Board members who may appoint one of them to convene a General Meeting on their behalf; or

5.2.1.5. At least 10% of the members who may appoint one of them to convene a General Meeting on their behalf.

### 5.2.2. Notice

5.2.2.1. Any resolution of General Meeting shall not be binding on members, or valid, unless, in the case of the Annual General Meeting, one month notice is given to members, and in the case of other General Meeting, three weeks' notice is given to members, which notice shall set out the essence of the business to be resolved in the General Meeting; and

5.2.2.2. Notice is deemed given if it is sent by prepaid post or electronic mail to the last known address of each of the members as stated in their application forms for membership unless change of particulars thereof shall be received by the Association fourteen days prior to the date when such notice is due to be sent.

### 5.3. Conduct of General meeting

5.3.1. A General Meeting shall be presided by the person, who shall convene the General Meeting pursuant to Section 5.1 and 5.2 above. If the person convening the General Meeting shall be unable to attend or preside the General Meeting, the members present shall elect the Chairman of the General Meeting.

5.3.2. General Meeting shall be conducted in accordance with such procedures as the Board shall from time to time resolve and in writing to members.

#### 5.4. Business of a General Meeting

5.4.1. A General Meeting shall only resolve business for which such a General Meeting is convened, as set out in the notice given under Section 5.2.2 above, provided that if two-thirds of the members shall consent, they may discuss, but may not resolve, any matter in furtherance of the purpose of the Constitution as set out in Section 2.2 above, and may direct the Secretary of the General Meeting to record in writing their proposal in the minutes of the General Meeting.

5.4.2. In case of the Annual General Meeting, the business shall be

5.4.2.1. To receive and adopt the minutes of the previous Annual General Meeting together with the minutes of all other General Meeting which may have been held since the previous General Meeting

5.4.2.2. To receive and adopt the Financial Secretary's report and audited statements of accounts prepared up to the end of the Association Session;

5.4.2.3. To receive and adopt the Annual Report of the Chairman of the outgoing Board; and

5.4.2.4. To consider and resolve other matters as the Executive Board of the Association convening the General Meeting pursuant to Sections 5.1 and 5.2 above shall see fit as set out in the notice given under Section 5.2.2 above.

#### 5.5. Quorum

5.5.1. Subject to Section 5.5.3 below, General Meeting shall not be validly held unless there is a quorum at and present throughout the General Meeting.

5.5.2. In all General Meetings, not less than 5% of the members shall form the quorum.

5.5.3. If there shall be no quorum at the date of the General Meeting, the person presiding the General Meeting shall postpone the General Meeting to the same day in the following week. There shall be deemed to be a quorum regardless of the number of members present on the subsequent day.

#### 5.6. Proxy

Proxy may be appointed to vote in any General Meeting by such form as the Board shall prescribe from time to time in form of a special resolution.

## **Section 6: The Executive Board**

### 6.1. Functions

There shall be an Executive Board of the Association:

- 6.1.1. To formulate and implement the policies of the Association within the framework of the Constitution and the Resolutions of the Association in General Meeting;
- 6.1.2. To carry out resolutions of the Association in General Meeting;
- 6.1.3. To manage the day-to-day affairs of the Association.

### 6.2. Composition

The Board shall consist of the following members:

Five principle officers:

- 6.2.1. Chairman;
- 6.2.2. Vice-Chairman;
- 6.2.3. Secretary;
- 6.2.4. Treasurer; and the
- 6.2.5. Immediate Past Chairman;

Three functional officers:

- 6.2.6. Development Officer;
- 6.2.7. Communication Officer; and
- 6.2.8. Operations Officer;

One ex officio representative from the Fund Council;

And no more than three members of the Board.

### 6.3. Board Meetings

- 6.3.1. A Board Meeting may be held at any time and shall be convened by the Chairman if the Chairman sees fit provided that as least one-third of the Executive Board shall request in writing to the Chairman to convene a Board Meeting, the Chairman shall within seven days of such request convene a Board Meeting.

- 6.3.2. If the Chairman fails to convene a Board Meeting in accordance with the proviso in Section 6.3.1 above, the Executive Board members shall in order of priority as noted in subsection 6.2 above have the right to convene a Board Meeting.
- 6.3.3. No Board Meeting shall be validly held unless a notice in writing setting out the agenda, date, time and place of the meeting shall be given to the Board Members at least three days prior to the day of Board Meeting, and unless a quorum is present throughout the Board Meeting and presided by the Board Members convening the Board Meeting provided that all the Board Members entitled to receive such a notice may consent to a shorter notice, and such consent shall be recorded in the minutes of that meeting.
- 6.3.4. For the purpose of Section 6.3.3 above, not less than fifty percent of the Executive Board shall form a quorum.
- 6.3.5. The Minutes of all Board Meetings shall be prepared by the Secretary, and in whose absence, by any Board Member appointed by the Board Member convening the Board Meeting; and the Minutes as adopted by the Executive Board shall be available for inspection within three days of any member's request in writing to the Chairman of the Executive Board.

#### 6.4. Duty of Individual Board Members

- 6.4.1. The Chairman shall be the chief executive of the Executive Board.
- 6.4.2. The Vice-Chairman shall assist the Chairman in respect of both the internal affairs and external affairs of the Association.
- 6.4.3. The Secretary shall assist members of the Board in discharging their duties under the Constitution.
- 6.4.4. The Treasurer shall be responsible for the financial affairs of the Association.
- 6.4.5. The Immediate Past Chairman shall facilitate the transfer of experience among office bearers of different years.
- 6.4.6. The Development Officer shall handle all matters relating to the development of the Association. He is also the ex officio head of the Development Committee.
- 6.4.7. The Communication Officer shall promote the image and status of the Association and be responsible for its publicity. He is also the ex officio head of the Communication Committee.
- 6.4.8. The Operations Officer shall be responsible for the daily operations of the Association.

6.4.9. The ex officio representative from the Memorial Fund Council shall be responsible to convey information between the Association and the Fund Council.

#### 6.5. Termination of office

The office of a Board Member shall terminate

6.5.1. If the Board Member shall resign and if the Executive Board shall approve such resignation, provided that such resignation is in writing with reasons stated.

6.5.2. If the Executive Board shall by special resolution dismiss any Board Member for neglect of duty, dishonesty, incompetence, refusal to carry out the resolutions of the Executive Board, or the Association in General Meeting, provided that such a Board Member may appeal against any such resolution under Section 5.2 above to the Association in General Meeting whose decision shall be final.

6.5.3. If the Executive Board Member shall cease to be a member of the Association.

### **Section 7: Committee**

7.1. The Board may, whenever it sees fit, set up any number of Committee, ad hoc or standing, in accordance with this Section.

7.2. For each of any Committee set up, the Board shall appoint a Board Member as the head of the Committee, except for the head of the Development Committee and Communication Committee where the ex officio head has been defined in Section 6.4.6 and 6.4.7.

7.3. The Board shall be responsible for supervising the operation and proceeding of all Committees. Whenever it sees fit, the Board may by special resolution issue terms of reference to a Committee for delineating the scope of authority and accountability of the Committee.

7.4. A Committee shall submit a working proposal to the Board within two months from its formation. Such working proposal has to be approved by the Board before it is put into practice and the Committee starts working accordingly. The Board may approve of a working proposal retrospectively.

7.5. The head of a Committee shall keep the Board informed of the progress of that Committee by formal or informal means.

7.6. Consolidated profit and loss statement and evaluation report

- 7.6.1. A Committee shall submit a consolidated profit and loss statement and an evaluation report to the Board.
  - 7.6.2. An ad hoc Committee shall submit such statement and report within one month after the event or programme for which the ad hoc Committee is set up. A standing Committee shall submit such statement and report on an annual basis.
  - 7.6.3. The Board may prescribe the format of such statement and report, and may fix the date of submission.
- 7.7. The Board may call up evaluation meeting, either open to members or closed, after a major event or programme for which a Committee is responsible. The Board may require any number of Committee members in charge to attend.

## **Section 8: Year Plan, Budget and Evaluation**

- 8.1. The Board shall present a year plan, which shall always include a projected budget, to all SEYSA members, by whatever means, within two months after the Board Members assume their office in Annual General Meeting. Such year plan shall set out the immediate objectives and targets of the coming term of the Board.
- 8.2. In accordance with Section 5.1.3, if at least 10% of all SEYSA Voting Members reject the year plan, they may in writing petition the Board. Within one month after noting such rejection, the Board shall present an amended year plan in a General Meeting for final decision.
- 8.3. The Board shall present an annual evaluation report and a detailed, audited financial report to all SEYSA members at least one month before the Board members retire in Annual General Meeting.

## **Section 9: Election**

- 9.1. Term of office as Board Member
  - 9.1.1. Each term for an office as Board Member shall correspond to one Association Session as defined in Section 2.3.
  - 9.1.2. There is no restriction on a current office bearer to serve for more than one term consecutively, if, at the termination of one term, that office bearer is elected for the same or another post for the coming Association Session.
  - 9.1.3. All members of the Board, except the ex officio representative from the Fund Council, are to be elected according to the method set out in this section.

## 9.2. Campaign Meeting and Election

### 9.2.1. Election of Executive Board Members

A Campaign Meeting shall be held prior to the Annual General Meeting and an election of the Executive Board Members shall be conducted prior to the conclusion of the Annual General Meeting.

9.2.2. If a Campaign Meeting is held in accordance with Section 9.2.1, any member of the Association shall have the right to question a candidate during the Campaign Meeting in accordance with such procedure as shall be laid down by the Association in General Meeting. Election shall then be conducted upon the conclusion of a Campaign Meeting.

## 9.3. Nominations

9.3.1. Nominations of Board Members shall be opened at least one month prior to the Annual General Meeting and shall be closed two weeks prior to the Annual General Meeting.

9.3.2. Nominations shall be in writing. A nomination form shall contain the names of the candidate, the proposer and a seconder. The proposer and the seconder shall both sign on the form.

9.3.3. The candidate, the proposer and the seconder in a nomination shall all be SEYSA Voting Members.

## 9.4. Voting

9.4.1. Each SEYSA Voting Member, either in person attending the meeting or by proxy, has one vote. Voting shall be by secret ballot.

9.4.2. When there is only one candidate for the post, the Candidate shall be declared elected.

9.4.3. When there are two or more than two candidates competing for one post, Voting by secret ballot will be carried out. Each Voting Member can only vote for one candidate for a particular post. The candidate receive a majority of the votes shall be declared elected.

## 9.5. Re-election

In the event of a tie occurring at any stage of the election proceedings for a post the Board, as the case may be under subsection 9.2 above, shall order a re-election for that particular post within seven days of publishing the voting results, and Sections 9.2 to 9.4 above shall apply with such modification if necessary.

## 9.6. By-election

In the event of a vacancy occurring during the term of an office, the Board shall order a by-election within one month of such a vacancy. The Election procedure as set out in this Section shall apply in a similar way to a by-election.

## **Section 10: Final**

### 10.1. Amendment

No amendment of the Constitution may be validly made unless it is made by a special resolution of the Association in General Meeting.

### 10.2. Power of Interpretation

The power to interpret this Constitution shall be vested in the Association in General Meeting.

~ End~