

Hong Kong Green Strategy Alliance - Constitution

Chapter 1 - General Stipulations

1. Name

The name of the organisation shall be The Hong Kong Green Strategy Alliance (which is referred to below as “Alliance”) and “香港綠色策略聯盟” in Chinese.

2. Address

The address of the Alliance shall be Unit G, 7/F., Century Centre, No. 33 – 35 Au Pui Wan Street, Fo Tan, New Territories, Hong Kong or such other address as may be notified from time to time to the Societies Officer pursuant to the Societies Ordinance (Cap. 151).

3. Objectives

Formed by a group of dedicated and enthusiastic environmental professionals in July 2012, the Hong Kong Green Strategy Alliance (HKGSA) is a not-for-profit organization. The objectives of the Alliance shall be :

- a. to gather a group of professionals and stakeholders who are visionary and wish to undertake the responsibility on the issues of environmental protection and sustainable development;
- b. to offer our professional opinions and solutions to tackle green issues in Hong Kong and neighbouring region through active participation, discussions and exchange of views in green issues, projects and technologies, etc.;
- c. to establish a strong platform for networking and knowledge-sharing with a view to protecting the environment and supporting sustainable development in Hong Kong;
- d. to encourage collaboration between all those interested and concerned with environmental protection and sustainable development;
- e. to propose suggestions and solutions for local environmental issues by organising meetings, technical visits, study trips, workshops, conferences and seminars on issues of environmental technologies and management, policies and relevant environmental aspects;
- f. to prepare working papers and position papers for discussion and to address anything related to sustainable development and policies;
- g. to establish and maintain contact with local and international organisations which activities are related to environmental technologies and management;
- h. to organize training courses in environmental technologies and management.

Chapter 2 – Membership

The operation of the Alliance is governed by a 20-person Executive Committee.

The Alliance is also supported by a group of Fellow Members of 50 people (including the Executive Committee members). These Fellow Members comprise of outstanding and long-serving environmental professionals in the academic, industrial, engineering fields as well as active practitioners. The Executive Committee will draw on the vast reserve of support and diversified spectrum of knowledge as required for the benefits of its members. Membership is open to all those people involved in the field of sustainability and environmental management or interested in environmental areas, such as scientists, engineers, other professionals and stakeholders. There are three categories of membership available:

4. **Fellow Membership**

For individuals aged 35 years or above who have extensive experience and are engaged in environmental management industry business, professionals or academia. Fellow Member is limited to a maximum number of 50 and nominated by HKGSA Executive Committee. The Alliance may from time to time in the General Meeting propose resolution to increase or reduce the number of Fellow Members.

5. **Ordinary Membership**

For individuals aged 21 years or above who are engaged in environmental management field or interested in environmental areas. Ordinary Members at age 35 or below may join the Young Member Committee (YMC), and one of YMC's functions is to assist in organizing activities for Alliance.

6. **Students Membership**

Students are defined as individuals in full time education. Student Members may participate in activities of the Alliance upon invitation.

7. **Membership Admission Procedure**

- a. A person wishing to join the Alliance as a member shall apply by filling in the membership application form and returning it to the Alliance at its current address. The applicant shall also provide to the Executive Committee such proof in such form as the Executive Committee may require as to the applicant's eligibility for membership.
- b. If an application for membership is approved, the applicant shall be so advised and he/she will become a member of the Alliance upon satisfaction of any conditions imposed by the Executive Committee as it deems fit.

- c. The Executive Committee may refuse to grant membership without assigning any reason therefore.

8. Membership Certificates

Each member shall be furnished with a certificate of membership which shall specify the class of membership. To better conserve our environment and at the discretion of the Executive Committee, the membership certificates may be served to members in electronic format, via the email address provided at the time of membership application, or as updated by a member. Membership certificates must be shown (either in paper or electronic format) to any Executive Committee Member whenever required. Membership certificates must be shown to the Executive Committee or their nominee before a member shall be entitled to vote at a General Meeting or an Executive Committee meeting.

9. Cessation of Membership and Expulsion

- a. A member may resign from the Alliance at any time by giving written notice to the Honorary Secretary or the designated Executive Member as the case may be. The resignation will take effect forthwith upon receipt by the Honorary Secretary or the designated Executive Member as the case may be.
- b. A member whose conduct is prejudicial to this Constitution shall be called before the Executive Committee for explanation. The Executive Committee shall be empowered to expel any member who has engaged in such conduct, by a majority vote.
- c. Without prejudice to the generality of Article 9 (b) members who commit one of the following acts may be warned verbally or in writing or expelled forthwith from the Alliance by the Executive Committee:
 - infringement of this Constitution or of any resolution passed by a General Meeting;
 - violation of the Hong Kong criminal law, for which the member is convicted
 - use of the name of the Alliance in unlawful, indecent or immoral acts;
 - use of the Alliance's name so as to impair its reputation.

10. Rejoining

- a. A member who has resigned may apply for rejoining at any time, which the application will follow the Membership Application Procedure as stated in Article 7.

- b. A member who has been expelled shall not be readmitted except with the consent of a majority of the Fellow Members present at a General Meeting. Any member may propose a motion authorising re-admittance.

11. Fees

The membership fee for any class of members is not mandatory. For ordinary members, contribution to the Alliance is voluntary. For Fellow Members, voluntary contribution of not less than HK\$ 1,000 is expected. Contributions/subscriptions or any other payment already paid or any part thereof which has already been paid by members who withdraw voluntarily or are expelled from the Alliance shall not be recoverable. If the members concerned are office bearers in the Executive Committee, they shall, in addition, have their offices forfeited automatically.

12. Rights of Members

Members have the right to enjoy the benefits as set forth in Article 3 of this Constitution.

13. Voting Rights of Members

Voting rights in General Meetings are conferred on Fellow Members only (who hold membership certificates), and other classes of membership do not have voting rights.

14. Obligations of Members

Members have to abide by this Constitution and the resolutions passed from time to time by any General Meeting.

Chapter 3 - Management

15. General

The supreme authority of the Alliance shall be vested in the General Meeting, during the recess of which the Executive Committee shall be the executive organ.

16. General Meetings – General

- a. The General Meeting shall be held in Hong Kong at least once every three years on a date to be determined by the Executive Committee.
- b. General Meetings other than the scheduled General Meeting as stated in Article 16 (a) shall be known as Extraordinary General Meetings.
- c. A resolution passed in accordance with this Constitution shall be binding upon all members.

17. General Meetings – Quorum

- a. At such General Meetings, a quorum shall be constituted by 10 or 10% of Fellow Members, whichever is the greater number.
- b. In the absence of a quorum, the meeting shall be adjourned and be convened again within seven days. For this re-convened meeting, members of the Alliance shall be notified of the meeting in writing at least 24 hours in advance of the meeting. At this re-convened meeting, any number of members present shall constitute a quorum.

18. General Meeting – Conduct and Voting

- a. Motions at all General Meetings shall be carried by the approval of over half of those Fellow Members present. If a tie occurs in voting, the Chairperson of the meeting shall have a casting vote.
- b. If the Chairperson and Vice-Chairpersons are absent from a meeting, those Executive Committee Members present shall elect among themselves a temporary chairperson to preside over the meeting.
- c. Only Fellow Members shall vote at a General Meeting. At the discretion of the Chairperson of the meeting, members without voting rights may address the meeting.
- d. Voting, other than for an election of an Executive Committee Member, shall be by show of hands.

19. General Meetings – Giving of Notice

The Secretary shall cause notice in writing of a General Meeting to be sent to every member at the last contact information she/he has provided in writing to the Alliance for this purpose. Such notice shall :

- a. be inserted in the post at least 15 calendar days or transmitted by facsimile or electronic mail, not counting the day of the meeting, in advance of the General Meeting;
- b. specify the time, the place and the agenda of the meeting.

20. General Meetings – Agenda

The business to be transacted at the General Meeting shall be to :

- a. read and approve the minutes of the last General Meeting and the minutes of any other General Meeting held thereafter in any one year;
- b. make amendments to this Constitution as necessary.

21. Extraordinary General Meetings

- a. If necessary, an Extraordinary General Meeting may be held upon the request of either the Executive Committee, or at least 10 of the Executive Committee Members or more than one-quarter of the Fellow Members of the Alliance. In the latter two cases, the requesters shall submit such a request in written form, bearing their signatures, to the Chairperson.
- b. Upon receiving such a request, the Chairperson shall cause the meeting to be held within 15 days. However, discussions held and resolutions passed at the meeting shall be confined to those points listed in the request. The regulations as to notice of the meeting, conduct and voting at the meeting and the number and category of members who will constitute a quorum shall be the same as is the case for General Meetings under Articles 17, 18 and 19 respectively.

22. The Executive Committee – General

- a. A person cannot be elected as an Executive Committee Member unless she/he is a Fellow Member of the Alliance.
- b. An Executive Committee shall comprise of twenty Members. Before each General Meeting, all Executive Committee Members who have completed their term of office shall retire and the vacancies should be replaced by succeeding Members elected at that General Meeting in accordance with Article 23. Each Executive Committee Member shall hold office during his/her service term.

The Chairperson shall be elected at each General Meeting. Only a Member who is holding office as an Executive Committee Member in the current year can be nominated for election to Chairperson in the coming year. The Executive Committee shall elect from among itself in such manner as it thinks fit. The office bearers of the Executive Committee may include up to a maximum of 5 Vice-Chairpersons, a Honorary Secretary and a Honorary Treasurer. The rest shall be an Immediate Past Chairperson (this post will only exist upon the retirement of the first Chairperson) and Executive Committee Members.

An Executive Committee Member can resign her/his office at any time by giving written notice to the Chairperson or in the case of resignation of the Chairperson, by giving such notice to the vice-Chairperson, and such notice shall take effect forthwith upon receipt by the Chairperson or Vice-Chairperson as the case may be.

If an Executive Committee Member vacates her/his office, she/he shall be replaced by a Fellow Member upon nomination of the Executive Committee until the next General Meeting.

The Executive Committee shall hold regular meetings on a bi-monthly basis and extraordinary meetings. These Executive Committee meetings may be held whenever the Chairperson or a majority of the Executive Committee Members deems it necessary.

Members of the Executive Committee shall be notified of any meeting of the Executive Committee in advance.

The quorum of an Executive Committee Meeting should be one third of Executive Committee members, i.e. not less than 7.

Decision of Executive Committee would normally be made through discussion / common consensus. If necessary, voting would be proceeded for the decision of the committee. Motions at all Executive Committee Meetings shall be carried by the approval of half or more of those Executive Committee Members present. In the event of a tie during voting, the Chairperson would have the final casting vote.

The Honorary Secretary or her/his nominee shall keep minutes of the Executive Committee meetings.

All the Executive Committee Members of the Alliance shall serve gratis. The Executive Committee Members shall not become the salaried staff of the Alliance, nor shall they receive from it any remuneration.

23. Executive Committee – Election

- a. The Executive Committee and the Chairperson shall be elected at the General Meeting by a majority vote of those members present.
- b. After the election of the Executive Committee Members and the Chairperson, the outgoing Committee shall dissolve immediately and the out-going office bearers shall hand over their duties within one month. A list of the new office bearers shall be submitted by the Secretary to the Societies Officer within the time limit prescribed by the Societies Ordinance (Cap. 151).
- c. Nominations for election to the Executive Committee and the Chairperson shall be in writing, signed by two current Executive Committee Members and shall be delivered to the Honorary Secretary no later than seven days prior to the General Meeting.

- d. The Honorary Secretary shall circulate ballot papers listing the candidates to members at the General Meeting.
- e. Ballot papers shall be returned to the Honorary Secretary at the General Meeting. The Honorary Secretary shall then deliver the ballot papers to two members who shall not be themselves standing for election and who shall be appointed by the chairperson to act as scrutineers. The scrutineers shall count the votes and convey the result to the General Meeting.
- f. The ballot papers shall then be destroyed by the scrutineers upon the conclusion of the General Meeting. In the event that the result is queried, the ballot papers shall be kept until the query has been resolved by members voting at the General Meeting pursuant to Article 18.
- g. A ballot paper shall be valid provided at least one candidate has been voted for.
- h. In the event that insufficient nominations to fill all of the Executive Committee places are received in accordance with the provisions of Article 23(c), those nominated shall be deemed to have been elected. The Chairperson shall then call for nominations from the floor at the General Meeting to fill the remaining places on the Executive Committee. If nominations from the floor exceed the number of remaining vacancies, balloting shall be by show of hands.
- i. At the General Meeting all Executive Committee Members who have completed their term of office shall retire from office.
- j. The tenure for the each term of the Chairperson and Executive Committee Member shall be 3 years starting from 1 Jul 2012. Any Executive Committee Members who are elected to replace those who resigns for whatever reasons shall follow the same tenure of the resigning members.
- k. The Immediate Past Chairperson shall also retire at the same time when the Chairperson finishes the service term.

The Alliance may from time to time in General Meeting increase or reduce the number of Fellow Members and Executive Committee Members, and may also determine in what rotation the increased or reduced number is to go out of office.

24. Provisional Executive Committee/Founding Members – Initial Arrangements

- a. From the formation of the Alliance until the first General Meeting held in accordance with the provisions of this Constitution, the provisional Executive Committee shall comprise a minimum of eight Founding Members. (A Founding Member shall be a person who has been involved in the formation of the Alliance, would be eligible for individual membership pursuant to Article 4 and who joins as an Executive Committee Member for the purposes of registration of the Alliance under the Societies Ordinance (Cap. 151)).

- b. The provisional Executive Committee shall confirm its Members after registration of the Alliance under the Societies Ordinance (Cap. 151) and conduct the business of the Alliance as if it had been elected in accordance with the provisions of Article

25. Functions and Powers of the Executive Committee

The Executive Committee has the following functions and powers :

- a. to implement the resolutions passed by a General Meeting;
- b. to prepare the budget;
- c. to attend to the daily affairs of the Alliance;
- d. to decide on the employment, discharge, and salaries of the employees;
- e. to make recommendations to a General Meeting;
- f. to fix any other payment, contribution, donation or sponsorship as the Executive Committee thinks fit but which does not contravene this Constitution;
- g. to approve or disapprove membership of the Alliance as the case may be;
- h. to authorise expenditure, financial or other commitments, and undertakings.

26. Functions and Powers of particular Executive Committee Officers

The Officers of the Executive Committee have the following functions and powers:

- a. The Chairperson shall represent the Alliance, direct the various officers of the Executive Committee in their work, take overall charge of the work of the Alliance and preside over all the meetings.
- b. The Vice-Chairpersons shall assist the Chairperson in her/his work and shall act for her/him when she/he is absent, on leave or has vacated her/his office.
- c. The Honorary Secretary shall attend to all the secretarial work, keep the seals and documents under safe custody, compile the agenda and keep and record the minutes of the Executive Committee and General Meetings.
- d. The Honorary Treasurer shall take charge of the financial matters of the Alliance.

27. Employment of Staff

If necessary, the Alliance may take on employees, whose employment, discharge, and salaries shall be decided by the Executive Committee.

Chapter 4 - Finances

28. Source of Funds

The funds of the Alliance shall comprise:

- a. Donations or sponsorships which the Executive Committee thinks it is appropriate to accept;

- b. Surpluses arising from conferences, social or other functions and activities organised for the benefit of the members or the Alliance.

29. Use of Funds

Funds of the Alliance shall be applied solely to meet its recurrent expenditure and for the enterprises stipulated in Article 3 of this Constitution and shall not be used for any other purpose.

30. Donations and Sponsorship

- a. Donations to and sponsorship of the Alliance shall be encouraged and accepted by the Executive Committee as it thinks fit provided always that such donations and sponsorship shall not be encouraged or accepted where to do so would contravene this Constitution.
- b. Donations or sponsorship already paid or part thereof whether or not they are paid by members who withdraw voluntarily or are expelled from the Alliance, shall not be recoverable.

31. Accounts of Alliance

The Treasurer shall compile the accounts in such form as she/he thinks fit and shall keep the Executive Committee Members advised of the financial status of the Alliance. She/he shall also compile the statement of accounts which shall be submitted to the Auditor for audit before the General Meeting to which it shall be presented for adoption.

32. Bank Accounts

The funds of the Alliance shall be deposited with a bank or banks or such other financial institutions as shall be designated by the Executive Committee. Limits of expenditure of the Alliance shall be subject to the control of the Executive Committee.

33. Financial Year

The financial year of the Alliance shall be from 1st July to the next 30th June.

34. Auditing

The Auditor, who shall be appointed by the Executive Committee, shall audit all the accounts of the Alliance and her/his report shall be placed before the General Meeting.

Chapter 5 - Amendment

35. General

This Constitution may be amended by the majority of members voting at any General Meetings.

36. Effective Date of Amendments

No Amendment shall be effective until:

- a. where appropriate, approved pursuant to the Societies Ordinance (Cap. 151); and
- b. notice of the amendment has been given in writing to the members.

Chapter 6 - Dissolution

37. Procedure

- a. The dissolution of the Alliance may be resolved upon only by a General Meeting and, in order to take effect, must be assented to by over half of the members of the Alliance.
- b. Once the decision pursuant to Article 37 (a) has been taken to dissolve the Alliance, the Executive Committee shall convene an Extraordinary General Meeting to consider such a proposal and to deal with the matters then arising as if it is approved.
- c. Such an Extraordinary General Meeting shall be convened in accordance with the provisions of Article 21 and shall be convened not less than 15 days and not more than 60 days after the passing of the resolution to consider dissolution. To the extent that the provisions of Article 21 conflict with those in this Article, this Article shall prevail.
- d. The Alliance shall be dissolved if half of the members present at the Extraordinary General Meeting approve.

38. Effective Date of Dissolution

The Executive Committee in office at the time the dissolution is approved shall remain in office until it is satisfied that the affairs of the Alliance have been properly wound-up whereupon it shall determine the effective date of the dissolution and the Secretary shall notify the Societies Officer accordingly.

39. Disposal of Assets

Any remaining assets of the Alliance upon its dissolution shall be donated to such other organisation or organisations as a majority of the members present at the final

Extraordinary General Meeting decide provided always that such donation must be to a local charitable organisation or organisations.

40. Accounts on Dissolution

The Executive Committee shall, upon fixing the effective date of dissolution, notify all persons who are members at the date of the final Extraordinary General Meeting of that date and supply them with a copy of the Alliance's accounts containing details of its final assets.

23 May 2015