

THE COMPANIES ORDINANCE (CHAPTER 622)

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF

THE HONG KONG INSTITUTE OF CIVIL AND BUILDING INFORMATION MANAGEMENT LIMITED

香港土木及建築信息管理學會有限公司

1 Name

The name of the Company is “THE HONG KONG INSTITUTE OF CIVIL AND BUILDING INFORMATION MANAGEMENT LIMITED” (香港土木及建築信息管理學會有限公司) (hereinafter referred to as “the Institute”).

2 Registered Office

The Registered Office of the Institute will be situated in Hong Kong.

3. Objectives

The objects for which the Institute is established are:

- 3.1 To uphold and advance the standard of competence for the profession and to promote the interests and recognition of its members within the industry and community.
- 3.2 To promote and advance the general education, understanding, appreciation and interest of and in civil and building information modelling management.
- 3.3 To foster general awareness, understanding and concerted efforts in the community towards the advancement of the objects and the issues thereof.
- 3.4 On a non-profit making basis, to establish and advance standards of civil and building information management practice in the industry.

- 3.5 To define the level of details in building the Building Information Management (hereinafter called "BIM") for Civil and Building works.
- 3.6 In furtherance of the objects of the Institute, to assist the BIM users on their needs and tell them what they can get from the BIM.
- 3.7 To establish links with relevant institutes of tertiary education, Government Bureaus/Departments, Statutory bodies and other organizations.
- 3.8 To research, facilitate and promote the means of better management of civil and building information for improving communication, co-ordination, management, productivity, delivery time, cost, and quality throughout the whole building life cycle.
- 3.9 On a non-profit making basis, to provide guidance on careers in civil and building information management profession.
- 3.10 On a non-profit making basis, to conduct training for practitioners and publics.
- 3.11 In furtherance of the objects of the Institute, to keep abreast with the advancement of the latest technological development.
- 3.12 In furtherance of the objects of the Institute and on a non-profit making basis, to act as a common platform for different professional to join together to identify their needs and opinion for our institutes.
- 3.13 To indicate the common problems and difficulties in building BIM.
- 3.14 To explore the role of the Institute in the development of Smart City.
- 3.15 To cooperate and maintain liaison with other organizations for achieving any objects of the Institute.
- 3.16 To carry on and perform any lawful works or acts of charity in pursuit or furtherance of all or any of the objects of the Institute.
- 3.17 To accept and receive any subscriptions, donations, gifts, funds and bequests, whether subject to any special trust or not, for all or any of the objects of the Institute.
- 3.18 To raise money by all lawful means and to solicit, receive and enlist financial and other aid from any person or organisation and to conduct fund-raising campaigns for the purpose of furthering the objects of the Institute.
- 3.19 To set up and manage funds for the achievement of all or any of the objects of the Institute.
- 3.20 To undertake and execute any trusts which are considered by the Institute conducive to any of its objects.
- 3.21 To acquire, purchase, take on lease or in exchange, hire or otherwise, any movable or immovable properties of whatsoever nature or kind and wherever situated for the furtherance of the objects of the Institute but not otherwise.

- 3.22 To mobilise resources for the furtherance of the objects of the Institute.
- 3.23 To apply or make representations to the Government of Hong Kong Special Administrative Region, any persons or institutions for any grants, aids or subsidies to the Institute for the purposes of promoting the objects of the Institute on such conditions as the directors consider appropriate.
- 3.24 To make donations to such persons or institutions for the furtherance of one or more of the objects of the Institute.
- 3.25 To grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, lease, reassign, transfer or otherwise dispose of any lands, buildings, tenements, mortgages, debentures, funds, shares, securities or any movable or immovable properties which are for the time being vested in or belonging to the Institute upon such terms as may seem fit to the Institute for the furtherance of objects of the Institute but not otherwise.
- 3.26 To insure the properties of the Institute against all risks or liabilities.
- 3.27 To invest and deal with the moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time determined by the Institute and allowed by law.
- 3.28 To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, debentures, and other instruments.
- 3.29 To do all such lawful acts, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the above objects or any of them.

4 Liabilities or Contributions of Members

- 4.1 Every member of the Institute undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institute contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding the sum of HK\$100.00.
- 4.2 True accounts shall be kept of the sums of money received and expended by the Institute and the matters in respect of which such receipt and expenditure take place and of the property, credits and liabilities of the Institute, and subject to any reasonable restrictions as to the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Institute for the time being in force, shall be open to the inspection of the members. The directors must prepare

annual financial statements for each accounting reference period as required by the Ordinance.

5. Income and Property

- 5.1 The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in these articles of the Institute and shall not be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Institute. Provided that nothing herein shall prevent the payment, in good faith, of reasonable remuneration to any officer or servant of the Institute or to any member of the Institute in return for any service actually rendered to the Institute, nor prevent the payment of interest at a rate or rates not exceeding current market rates of interest charged by banks in Hong Kong Special Administrative Region on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no member of the Board of Directors shall be appointed to any salaried office of the Institute, or any office of the Institute paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Institute to any member of such Board of Directors except repayment of out-of-pocket expenses and interest at the rate or rates aforesaid on money lent or reasonable and proper rent for premises demised or let to the Institute provided that the provision last aforesaid shall not apply to any payment to any company which a member of the Board of Directors may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profit he receive in respect of any such payment.
- 5.2 The property of the Institute other than cash shall be vested in the Chairman, the Vice-Chairman, the Honorary Secretary and the Honorary Treasurer of the Institute as trustees who will deal with the property of the Institute in the manner determined from time to time by the Board. The Chairman, the Vice-Chairman, the Honorary Secretary and the Honorary Treasurer as such trustees shall be indemnified against risk and expense out of the property of the Institute.

6 Winding Up

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 same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred to some other local charitable institution or institutions recognized by the Government of the Hong Kong Special Administrative Region, having objects similar to the objects of the Institute, 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 the virtue of clause 5 hereof, such institution or institutions to be determined by the members of the Institute before the time of dissolution, or in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

7 Membership

7.1 Membership of the Institute shall consist of:

- (a) Those persons being professionally qualified joined together to sponsor the formation of the Institute and were present at its first meeting for the adoption of the Constitution; and
- (b) Those persons who from time to time may be elected to membership in accordance with the By-Laws of the Institute.

7.2 The qualifications and procedures for and terms of admission, privileges and obligations of members including liability to expulsion, removal of name from the Register of the Institute or suspension, and conditions of registration for membership shall be such as the By-Laws of the Institute shall prescribe from time to time.

7.3 The number of members with which the Institute proposes to be registered is limited to no more than 10,000.

8 Grade of Membership

8.1 Membership of the Institute shall comprise:

- (a) the Honorary Grade (名譽會員級) consisting of Honorary Fellows (名譽會員);
- (b) the Professional Grade (專業會員級) consisting of Members (專業會員);
- (c) the Associate Grade (副會員級);
- (d) the Student Grade (學生會員級); and
- (e) the Company Grade (公司會員級)

provided that only members in the Professional Grade are referred to herein as Corporate Members (正式會員).

8.2 The rights, privileges or obligations of members in the various grades shall be as provided herein or in the By-Laws.

- 8.3 The procedure for transfer from one grade to another grade or from one rank to another rank within a grade shall be as prescribed in the By-Laws.
- 8.4 A member of the Institute except a member in the Training Grade and Corporate Grade shall be entitled to use the appropriate abbreviated designation after his name as follows:
- (a) A Honorary Fellow — Hon. FHKICBIM
 - (b) A Member — MHKICBIM
 - (c) An Associate Member — AMHKICBIM

9 Directors' Powers and Responsibilities

- 9.1 The affairs of the Institute shall be managed by a body called "The Board" which shall be the governing body of the Institute.
- 9.2 The Board shall have the sole control, management and superintendence of the property, income affairs and concerns of the Institute and may appoint such Officers as it shall in its discretion deem necessary and if not contrary to or inconsistent with the provisions of any By-Laws made hereunder may do all such acts as may appear to it to be necessary or desirable for the purpose of carrying into effect the objects of the Institute and in particular and without prejudice to the foregoing powers the Board shall have the following powers:
- (a) To accept any gift or property for any of the objects of the Institute;
 - (b) To invest any moneys of, or belonging to the Institute in such manner as may from time to time be determined by the Board;
 - (c) To borrow, raise or secure the payment or repayment of moneys in such manner as it may think fit;
 - (d) To rent, purchase, take on lease or license, construct, manage, maintain, improve, develop or alter any buildings or works, land, premises and property rights and interests necessary or convenient for the purpose of the Institute;
 - (e) To sell, lease, mortgage, charge, encumber, dispose of or otherwise deal with, all or any part of the property of the Institute;
 - (f) To control and issue certificates subject to such regulations as may from time to time be determined in General Meeting;
 - (g) To appoint such Committees and delegate to any such Committee such of the powers of the Board as may be deemed necessary or appropriate for the better conduct of the Institute's business. Such Committees shall operate under and conduct their proceedings in accordance with any direction given by the Board and shall report to the Board as required;

- (h) To procure the Institute to be incorporated;
- (i) To arrange social, educational and recreational activities for members of the Institute and their guests.
- (j) To enter into contracts, assignments or any other kinds of instruments on behalf of the Institute;
- (k) To liaise with professional bodies, Employers and other bodies as considered necessary by the Board, generally concerning the development of the Institute and in particular the administration and supervision of the practice qualification;
- (l) To make, vary and repeal By-Laws for regulating the conduct of the affairs of the Institute provided that such By-Laws shall not constitute or involve such an alteration of or addition to these Constitutions as could only lawfully be made by special resolution; and
- (m) Generally to do all lawful things necessary or expedient for the due conduct of the affairs of the Institute not herein otherwise provided for.

9.3 The exercise of all powers exercisable by the Board shall be subject to the control of the members in a General Meeting but so that any act done by the Board before any resolution of a General Meeting shall not be invalidated by any such resolution.

9.4 The Board shall cause minutes to be kept in proper books provided for that purposes of all resolutions and proceedings of the Board, and Committee. The minutes of a meeting of the Board shall be signed by the Chairman and Secretary of the meeting upon the approval of the Board and every minute when so signed shall be sufficient evidence of the matters therein recorded.

10 Membership of the Board

10.1 The Board shall consist of such Corporate Members of the Institute holding such qualifications and elected or nominated in such manner holding office for such periods and on such terms as to re-election or re-nomination and otherwise as may be prescribed by the By-Laws.

11 Meetings

11.1 The meetings of the Institute shall be of such classes and shall be held for such purposes as may from time to time be prescribed by the By-Laws of the Institute and the rights of the several grades of members shall except as herein otherwise provided be such or subject to such restrictions as may be prescribed by the By-Laws of the Institute.

12 Alternation of Articles of Association and By-Laws

- 12.1 These Articles may be altered, amended or added to only by a resolution passed by a two-third majority of the Corporate Members present or by proxy and voting at a General Meeting of the Institute specially called for the purpose. Not less than 30-day notice in writing shall be given to all Corporate Members specifying the alterations, amendments or additions proposed.
- 12.2 Subject to clause 12.3 hereof, a majority of the Corporate Members present in person or by proxy and voting at a General Meeting of the Institute specially called for the purpose of which due notice has been given, shall have power from time to time to make By-Laws or to revoke, alter or amend any By-Laws to be made under these Articles.
- 12.3 No part of the By-Laws relating to membership as referred to in clause 6 of these Articles shall be amended unless by a resolution passed by a two-third majority of the Corporate Members present in person or by proxy and voting at a General Meeting of the Institute specially called for the purpose. Not less than 30-day notice in writing shall be given to all Corporate Members specifying the amendments proposed.

13 Dissolution

- 13.1 The Institute shall continue until a resolution shall be passed by an affirmative vote of two-third of the Corporate Members of the Institute for its dissolution. Voting on such a resolution may be by postal vote conducted in such manner as the By-Laws, failing which the Board, may prescribe.
- 13.2 If on the winding up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Institute but shall be given or transferred to some other Institution or Association to be determined by the members of the Institute at or before the time of dissolution and in default thereof by such court of Hong Kong as may have or acquire 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
<p>LIU Chun Kit 廖俊傑 No.5, 6/F, Seung Wu House, Yuk Po Court, Sheung Shui, N.T, Hong Kong</p>
<p>Wong Kin Michael 黃健 Room F, 4/F., Block 19, Beacon Heights, Kowloon Tong, Hong Kong</p>

BY-LAWS OF ASSOCIATION OF

THE HONG KONG INSTITUTE OF CIVIL AND BUILDING INFORMATION MANAGEMENT LIMITED

香港土木及建築信息管理學會

1 Definitions

- 1.1 In these By-Laws the following expressions shall, unless the context otherwise requires, have the meanings respectively assigned to them, namely:

“Corporate Member” means Member of the Institute;

“Councilor” means any member of the Board for the time being;

“The Board” means the committee of the Institute as constituted under Part 3;

“In writing” and “written” include printing, lithography and other modes of representing and reproducing words in a visible and non-transitory form;

“Institute” means the Hong Kong Institute of Civil and Building Information Management;

“Office Bearer” means any member holding honorary office in the Institute;

“The profession” means the profession of duly qualified BIM Manager.

- 1.2 Unless otherwise specifically provided, words and expressions importing the masculine gender include the female and words and expressions in the singular include the plural and words and expressions in the plural include the singular.

2 Membership

2.1 Registration of Membership

The Honorary Secretary shall keep a Register of all members in the various grades in which will be recorded such particulars as the Board may from time to time prescribe. No name or designation shall be entered in the Register save on the authority of a resolution of the Board recorded in the minute books nor shall any name be removed from the Register except under the provision of these By-Laws, or in the event of the resignation or decease of a member in the Register, nor shall any designation entered therein be changed save on like authority. Every person admitted into membership shall furnish the Board with all required information to

enable it to compile a record of his qualifications and place of residence and business and any alteration thereto.

Qualifications for Membership

2.2 Honorary Grade:

Honorary Fellows

2.2.1 Those persons who in the opinion of the Board have rendered outstanding service to the Institute or the profession and those persons who by reason of either their position or experience or eminence may be enabled to render assistance in promoting the objects of the Institute may be elected as Honorary Fellows.

2.3 Professional Grade:

Members

2.3.1 Those persons who joined together to sponsor or develop the formation of the Institute and who had been engaged in their profession in Hong Kong, or mainly in Hong Kong for a minimum of two years are founding Members.

2.3.2 Those persons who are corporate members of related professional bodies as the Board may recognize from time to time as being of equal status, and who have been engaged in the profession in Hong Kong for a minimum of one year since attaining corporate membership of the recognized professional body as aforesaid may be admitted as Members. The Board may, at its discretion, substitute the aforesaid requirement of 15 years local experience by a requirement of local knowledge and reference letter, and may require the candidate to submit to a professional interview administered by the Board.

2.3.3 An Architectural, Building, Construction, Civil Engineering, Electrical & Mechanical, Facilities Management, Geomatics, Landscaping, Real Estate and Urban Planning related graduate degree or above or equivalent as may be approved by the Board from time to time as being of sufficient academic standard for entry to the profession; and have minimum two years experience in BIM application or management as approved by the Board.

2.3.4 In determining what constitutes a recognized professional body, an approved or relevant academic qualification for the purpose of this By-Law, the Board's decision shall be final.

2.4 Associate Grade:

Associate

- 2.4.1 Those persons who are associate members of related professional bodies as the Board may recognize from time to time as being of equal status, and who have been engaged in the profession in Hong Kong at technical level for a minimum of one year since attaining associate membership of the recognized professional body as aforesaid may be admitted as Associate Members. The Board may, at its discretion, require the candidate to submit to an assessment interview administered by the Board.
 - 2.4.2 An Architectural, Building, Construction, Civil Engineering, Electrical & Mechanical, Facilities Management, Geomatics, Landscaping, Real Estate and Urban Planning related sub-degree or diploma or certificate or equivalent as may be approved by the Board from time to time as being of sufficient academic standard for entry to the profession; and have minimum one year experience in BIM application or management as approved by the Board.
 - 2.4.3 In determining what constitutes a recognized professional body, an approved or relevant academic qualification for the purpose of this By-Law, the Board's decision shall be final.
 - 2.4.4 Those persons who are the staff of the company member with proven document from its company are eligible for associate membership.
- 2.5 Student Grade:
- Student
- 2.5.1 Those persons who are undergoing suitable academic training for the profession and are interested in BIM may be admitted as student member.
- 2.6 Company Grade
- Company
- 2.6.1 Those company are construction related, CAD software provider and spatial solutions or any related company are entitled to Company member of the Institute.
 - 2.6.2 Each company member shall elect one representative from its as a coordinator between the Institute and its company.
 - 2.6.3 Those staff working under Company Grade are eligible apply for associate membership.

Admission to Membership

2.7 Honorary Fellows

- 2.7.1 The Board may nominate any person meeting the requirements of By-Law 2.2.1 for election as an Honorary Fellow by the Corporate Members at a General Meeting of the Institute. A person so nominated shall be duly elected as an Honorary Fellow if so voted by a simple majority of the

number of Corporate Members present who are entitled to vote and exercise such right at the meeting.

2.8 Members

2.8.1 Any person desirous of being admitted as a Member shall sign and deliver to the Honorary Secretary an application in the relevant form subscribed by two Corporate Members of the Institute. Subject to the person meeting the requirements of By-Law 2.3.2 or 2.3.3 the application will be placed before the Board and, if approved, he shall be duly admitted as a Member, provided that the Board shall have the authority to reject applications.

2.8.2 In case an application for admission as a Member is rejected, the Board shall not be required to give any reason for the rejection. Any such applicant not admitted may not again submit an application for admission as a Member until six calendar months shall have elapsed from the date the application was rejected.

2.9 Associate

2.9.1 Any person desirous of being admitted as an Associate Member shall sign and deliver to the Honorary Secretary an application in the relevant form subscribed by two Corporate Members of the Institute. Subject to the person meeting the requirements of By-Law 2.4.1, 2.4.2 or 2.4.3, the application will be placed before the Board and, if approved, he shall be duly admitted as an Associate Member, provided that the Board shall have the authority to reject applications.

2.9.2 In case an application for admission as an Associate Member is rejected, the Board shall not be required to give any reason for the rejection. Any such applicant not admitted may not again submit an application for admission as an Associate Member until six calendar months shall have elapsed from the date the application was rejected.

2.10 Student

2.10.1 Any person desirous of being admitted as a Student shall sign and deliver to the Honorary Secretary an application in the relevant form. Subject to the person meeting the requirements of By-Law 2.5.1, the application will be considered by the Board and, if approved, he shall be duly admitted as a Student, provided that the Board shall have the authority to reject applications.

2.11 Company

2.11.1 Any company desirous of being admitted as a company shall sign and deliver to the Honorary Secretary an application in the relevant form. Subject to the requirements of By-Law 2.6.1, the application will be considered by the Board

and, if approved, the company shall be duly admitted as company, provided that the Board shall have the authority to reject applications.

2.12 Resignation

2.12.1 A Corporate Member, Associate Member, or Student desiring to discontinue his membership of the Institute, as the case may be, shall tender his resignation in writing to the Honorary Secretary. Upon receipt of a resignation the Honorary Secretary shall, if necessary, determine the amount of money owing by the resigning member and require settlement before the resignation becomes effective.

2.12.2 Should no settlement be made the Board may take whatever steps it considers necessary for recovery of the amount due. The Board may set aside a resignation, if it considers that By-Law 8.3.1 or 8.3.2 may apply. The name of a member shall be removed from the Register as from the date on which his resignation is approved by the Board.

2.13 Re-Admission

The Board may re-admit under any such conditions as it may prescribe a person who has resigned as a Corporate Member, Associate Member, or Student of the Institute and a company has resigned from Company Member, as the case may be.

2.14 Diplomas

Every Honorary Fellow, Corporate Member, Associate Member and Company Member shall be entitled to such diploma or certificate of membership as may be prescribed from time to time by the Board, but any such diploma or certificate shall remain the property of the Institute and must on request be returned by person or company whose membership ceases for any reason.

3 The Board

3.1 Constitution of the Board

3.1.1 The Board shall comprise the following Office Bearers:

- (a) the President,
- (b) three Vice-President in maximum,
- (c) the Honorary Secretary,
- (d) the Honorary Treasurer; and
- (e) sixteen Official Bearers in maximum.

3.1.2 Only Corporate Members shall be eligible to be Office Bearers or members of the Board.

3.1.3 Councilors will hold office for two years but shall be eligible for re-election.

3.1.4 If through any cause an Office Bearer is unable to carry out his duties, the Board shall elect from its own members a successor for the unexpired term of the Office Bearer.

3.2 Election of Councilors

3.2.1 Office Bearers shall be elected by the Corporate Members present in person at an Annual General Meeting.

3.2.2 Nominations for Office Bearers shall be made in writing duly proposed and seconded by Corporate Members in such form as the Board may prescribe not later than one month before the date of the Annual General Meeting at which the election is to take place. A list of all nominations received, together with the name of the proposer and seconder of each nominee, shall be sent to each member not less than 14 days before the Annual General Meeting.

3.2.3 Voting for the election of Office Bearers of the Institute shall be by ballot.

3.2.4 In the event of an equality of votes the result shall be determined by a vote of the Office Bearers of the retiring the Board.

3.2.5 The retiring Board shall hold office until the conclusion of the Annual General Meeting at which a new Board is elected.

3.3 Duties of Office Bearers

3.3.1 The President

The President shall represent the Institute and guide the affairs of the Institute in accordance with the Articles and By-Laws.

3.3.2 The Vice- President

The Vice- President shall assist the President in handling the affairs of the Institute provided that the President is incapacitated from discharging his duties.

3.3.3 Honorary Secretary

(a) It shall be the duty of the Honorary Secretary under the direction of the Board to conduct the ordinary business of the Institute in accordance with the Articles and By-Laws.

(b) One shall keep an accurate record of the proceedings of the Institute and the Board.

(c) One shall keep the Membership Register of the Institute.

(d) One shall conduct the correspondence of the Institute.

- (e) One shall give notice of all meetings of the Board and General Meetings of the Institute.

3.3.4 Honorary Treasurer

The Honorary Treasurer shall direct the collection of the subscriptions and the preparation of the accounts of expenditure of the funds and present all the accounts of expenditure of the Institute to the Board for inspection and approval.

3.3.5 Creation of Additional Office Bearers

The Board may from time to time create additional offices and prescribe the duties of the Additional Office Bearers.

3.4 Management

3.4.1 The Board shall have the management and direction of the affairs of the Institute and shall do all such acts as appear to it necessary or desirable for the purpose of carrying into effect the objects of the Institute subject to the provisions of the Articles and these By-Laws.

3.4.2 The Board shall investigate any alleged or apparent irregularity or unconstitutional act of any Board, Committee or Office Bearer coming within its knowledge and if it thinks fit shall call upon that Board, Committee or Office Bearer for an explanation thereof. If the explanation be deemed insufficient the Board shall enquire further into the matter and if satisfied that a breach has been committed it shall notify the offending Board, Committee or Office Bearer to that effect and require compliance with the Articles and these By-Laws. Should any Board, Committee or Office Bearer disregard such instructions the Board may forthwith dissolve such Board, Committee or remove from office such Office Bearer and appoint another Board, Committee or Office Bearer to carry out the duties for the unexpired term of office.

4 Meetings

4.1 General Meetins

4.1.1 A General Meeting to be called the Annual General Meeting shall be held once in each calendar year at such time and place as the Board shall determine provided that an Annual General Meeting shall be held not more than fourteen months after the holding of the last preceding Annual General Meeting.

4.1.2 Notice in writing of such General Meeting shall be given to all members not less than 21 days before the day the meeting is due to take place and such notice shall include details of any resolution to be put to members.

4.1.3 The business of the Annual General Meeting shall include:

- (a) adoption of the minutes of the previous meeting;
- (b) report of the President for the year;
- (c) presentation of the audited accounts for the year;
- (d) election of Office Bearers for the ensuing year;
- (e) declaration or election of other Councilors for the ensuing year; and
- (f) such other matters:
 - (i) as the Board shall determine;
 - (ii) of which due notice has been given to the Board; and
 - (iii) as may be brought forward by the Board or any member with the consent of the meeting.

4.2 Extraordinary General Meetings

4.2.1 The Board may convene an Extraordinary General Meeting whenever it thinks fit. The Board shall also upon a requisition in writing signed by 30% or more of the Corporate Members convene an Extraordinary General Meeting and shall take steps to this end within 21 days of the Honorary Secretary receiving the requisition. The requisition shall clearly set out the object of the proposed meeting. If the Board fails to take the necessary action within the prescribed time, the requisitionists or any 30% of the Corporate Members may themselves convene a meeting and for this purpose shall have access to such records of the Institute as will enable them to convene the meeting.

4.2.2 The business of all Extraordinary General Meetings shall be strictly confined to the matters set out in the notice of the meetings.

4.3 Notice of General Meetings

4.3.1 Notice in writing of a General Meeting shall be given to all members not less than 30 calendar days or more than 45 days before the General Meeting other than the Annual General Meeting and such notice shall include:

- (a) the Agenda for the meeting;
- (b) the place, date and time of the meeting;
- (c) full details of any special resolutions; and

- (d) voting and proxy forms where these are required for the purpose of the meeting.
- 4.3.2 Such notice shall also be given not less than 30 days or more than 45 days before the General Meeting in Institute website and member email account.
- 4.3.3 The non-receipt of such notice by any member or the accidental omission to give notice to any member shall not invalidate the proceedings of the meeting.
- 4.4 Transaction of Business at a General Meeting
 - 4.4.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided one-fourth of Corporate Members personally present shall be a quorum. For any General Meeting specially called for the amendment of the Articles, or the By-Laws relating to membership, one -third of Corporate Members personally present shall be a quorum.
 - 4.4.2 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present at the meeting, it shall stand adjourned to the same day in the next month at the same time and place or at such other place as the Board may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
 - 4.4.3 The President, or failing him the Vice- President, shall preside as Chairman at every General Meeting but if neither the President nor the Vice- President is present within fifteen minutes after the time appointed for the holding of the same, those Corporate Members present may choose some other member of the Board as Chairman, or if no such member be present or if none of the members of the Board present agrees to take the chair they shall choose a Corporate Member from among them who shall preside.
 - 4.4.4 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is before or upon the declaration of the result of the show of hands demanded by the Chairman, or by a Corporate Member or Corporate Members present in person or by proxy and representing one-tenth of the total voting rights of all the Corporate Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to the effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution. The demand for a poll may be withdrawn.

- 4.4.5 If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 4.4.6 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 4.4.7 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 4.4.8 Each Corporate Member shall have one vote which may be given either personally or by proxy.
- 4.4.9 The appointment of a proxy shall be made in the proxy form under the hand of the appointor.
- 4.4.10 The proxy forms appointing a proxy shall be deposited with the Honorary Secretary not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the proxy form proposes to vote or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the proxy forms shall not be valid. A proxy form shall not in any event be valid after the expiration of two months from the date of its execution.
- 4.4.11 Where voting is by postal vote, the motion and the voting paper shall be circulated to the last known address of all Corporate Members not less than 30 days before a General Meeting specifically called for that matter when all postal votes shall be counted and the result ratified.

4.5 Meetings of the Board

- 4.5.1 The Board shall meet as often as the business of the Institute may require but not less than two times in each calendar year.
- 4.5.2 The quorum for meetings of the Board shall be five Councilors present in person including either the President or a Vice- President.
- 4.5.3 Meetings shall be chaired by the President or in his absence a Vice- President.
- 4.5.4 A Councilor who is unable to attend a meeting of the Board may nominate in writing a Corporate Member to represent him at such meeting and such representative shall have the same rights and powers at such meeting as the Councilor he is representing.
- 4.5.5 Matters arising at meetings of the Board shall be decided by a simple majority, the Chairman having a second or casting vote in the case of an equality of votes.

5 Professional Conduct

5.1 Standard of Conduct

All Corporate Members of the Institute shall observe a high and honorable standard of professional conduct. Guidance notes on such standards shall be issued by the Board from time to time which shall be subject to ratification by resolution at a General Meeting.

5.2 Suspension/Expulsion

The Board shall have power to suspend (for such period as it thinks fit) or expel any Corporate Member who in its opinion has failed to observe a high and honorable standard of professional conduct or is believed to be, or have been, guilty of any act or conduct detrimental to the best interests of the Institute or its members.

5.3 Investigation of Complaints

If the Board is called upon to investigate any complaint against a member, the Board or any Committee appointed for this purpose will:

- (a) notify the member of the complaint;
- (b) request the member to make an explanation in person and, if he so wishes, in the company of his solicitor, at a time and place to be specified;
- (c) request the member or any other person to provide such documentary or other evidence of the matter as may be thought fit;
- (d) consider all aspects of the complaint; and
- (e) in the case of a Committee, make recommendations to the Board on its findings.

5.4 Action following Investigation of Complaint

5.4.1 If the Board determines the complaint is proven it shall determine whether to expel or suspend the member for such period as it thinks fit, and shall remove his name from the Register in case of expulsion or may remark against his name on the Register in case of suspension, and may cause his changed status to be published in the journals, newsletters, and/or on the website of the Institute.

5.4.2 If the Board determines the complaint is not proven it shall take such action as it thinks fit.

5.4.3 Any Corporate Member suspended under this Part shall have no right to vote at any meeting or to hold any office in the Institute or to present himself as a member of the previously appropriate grade of the Institute or to present himself as a Professional BIM Manager to use the previously appropriate

abbreviated designation after his name or to have or exercise any of the other rights or privileges of membership during the period of his suspension. Nevertheless, his obligations under Part 6 and Part 8 shall stand, and he shall be entitled to receive the publications of the Institute.

5.4.4 Any Corporate Member expelled from the Institute under this Part shall cease to be a Corporate Member of the Institute and shall have thenceforth no rights whatsoever in the Institute.

5.4.5 The Honorary Secretary shall forthwith give to any member suspended or expelled under this Part notice in writing of such suspension or expulsion, and every member shall be notified in writing of the Board's decision.

5.5 Appeal

5.5.1 Same as provided by By-Law 5.5.2 the decision of the Board with respect to the suspension or expulsion of a member shall be final and no appeal may be entered into.

5.5.2 A member aggrieved by the decision of the Board with respect to a question of law has the right to give notice within 30 days of such suspension or expulsion of his intention to contest the decision of the Board in a Court of Law.

5.5.3 Should the Court of Law uphold the appeal the Board or its appointed Committee shall re-investigate the complaint having regard to its determination on the question of law concerned.

5.6 Technical and Training Grades

The conduct of Associate Members and Students will be judged similarly to that of Corporate Members, and in the case of misconduct, action will proceed as under By-Laws 5.1 to 5.5.

6 Professional Development

6.1 All Corporate Members and Associate Members of the Institute shall maintain a high level of competence in professional practice and technical performance and are obligatory to undertake continuing professional development and lifelong learning to enhance their professional and technical competence. The Board may from time to time issue regulations and guidance notes on mandatory continuing professional development administered by the Board.

6.2 All persons undertaking professional or technical training shall endeavor to achieve a high level of competence in performance and are obligatory to undertake such pre-qualification structured learning as may be prescribed by the Board.

7 Accounts

7.1 General

- 7.1.1 The Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place and the assets and liabilities of the Institute. Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the Institute's affairs and to explain its transactions.
- 7.1.2 The books of account shall be kept at the headquarters of the Institute or at such other place or places as the Board thinks fit and shall always be open to the inspection of the Auditors, the members of the Board and the members of any Committee appointed by the Board for the purpose.
- 7.1.3 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions the books of account of the Institute or any of them shall be open to the inspection of members not being persons entitled to inspect the books of account pursuant to paragraph 7.1.2 of this By-Law and no member (not being a person so entitled) shall have any right of inspecting any account, book or document relating to the financial affairs of the Institute except as authorized by the Board or by the Institute in a General Meeting.
- 7.1.4 The Board shall lay before the members at each Annual General Meeting:
- (a) an Income and Expenditure Account in compliance with applicable Hong Kong accounting standard of the income and expenditure of the Institute for the period of the preceding financial year;
 - (b) a Balance Sheet in compliance with applicable Hong Kong accounting standard of the state of the financial position of the Institute as at the end of the preceding financial year; and
 - (c) a Report with respect to the Institute's financial affairs.
- 7.1.5 The annual accounts of the Institute as laid before members in accordance with By-Law 7.1.4 shall have been audited by persons appointed for the purpose at the preceding Annual General Meeting, and their report shall accompany the accounts. It shall be the duty of the auditors to state whether in their opinion the annual accounts have been properly prepared in compliance with applicable Hong Kong accounting standard of the state of the Institute's financial affairs as at the end of its financial year and of the income and expenditure for the financial year.

7.2 Financial Year

The financial year of the Institute shall run from the 1st January in one year to 31st December in the same year.

7.3 Custody of Institute's Funds

All moneys belonging to the Institute shall be deposited in the accounts of the Institute to be opened at a bank or banks approved by the Board and payment of all accounts that are certified as correct shall be made therefrom by cheques on such bank or banks signed by the President plus Honorary Treasurer or such other person as may be authorized by the Board from time to time.

7.4 Auditing of Accounts

7.4.1 The accounts of the Institute shall be subject to annual auditing in accordance with the prevailing accounting practices and as may be required by law.

7.4.2 Auditors shall be appointed at the Annual General Meeting. Retiring Auditors shall be eligible for re-appointment.

7.4.3 In the event of an Auditor being or becoming unable to act the Board may appoint another Auditor to act in his place.

7.4.4 A member of the Board shall not be eligible for appointment as an Auditor.

7.5 Duties of Auditors

7.5.1 The Auditors shall have the right of access at all times to the books of account and all relevant documents of the Institute and shall be entitled to require from the Board and Officers of the Institute such information and explanations as may be necessary for the performance of their duties as Auditors.

7.5.2 As required by By-Law 7.1.5 and as the Board may direct the Auditors shall make a report to the Board on other records which the Institute is required to keep by law or by its By-Laws and in connection with every balance sheet so prepared the report shall state:

- (a) whether or not they have obtained all the information and explanations they require;
- (b) whether in their opinion the balance sheet referred to in the report is properly drawn up in compliance with applicable Hong Kong accounting standard of the state of the Institute's affairs according to the best of their information and the explanations given to them as shown in the books of the Institute; and
- (c) whether in their opinion the records which the Institute is required to keep by law or by its By-Laws have been properly kept.

8 Fees and Subscriptions

8.1 Determination

8.1.1 Unless otherwise determined on the proposal of the Board confirmed (with or without amendment in reduction of any proposed increase) by a resolution of a General Meeting, the amounts of application fees and subscriptions shall be those determined from time to time by the members in a General Meeting.

8.1.2 Where it is proposed to increase application fees or subscriptions at least 30 days' notice in writing shall be given to members of the place, date and time of the meeting at which the resolution to increase such fees or subscriptions is to be put.

8.1.3 Separate fees and subscriptions shall be prescribed for

- (a) membership in different grades and in different ranks within a grade;
- (b) local members and non-local members; and

provided that the mode of subscription may be prescribed from time to time.

8.1.4 For the purpose of By-Law 8.1.3(b), local members refer to those members who normally reside and work in Hong Kong, and non-local members refer to those members who normally reside and work outside Hong Kong.

8.2 Liability

8.2.1 Any person applying for admission into membership shall pay an application fee which shall be non-refundable whether or not such person is admitted into membership.

8.2.2 Any Corporate Member, Associate Member, or Student shall be liable to pay the annual subscription for the ensuing year upon admission into membership and upon expiry of the annual subscription for the current year.

8.2.3 Honorary Fellows shall pay no application fee or annual subscription.

8.2.4 Save as aforesaid, annual subscriptions shall be due to the Institute and payable on the first day of April in each year.

8.3 Exemptions

8.3.1 Any member having been a member in the Professional or Associate Grade of the Institute for not less than 5 years who has reached the age of 60 years may, upon application, be exempted from the annual subscription at the discretion of the Board, but in any case such a member having reached the age of 65 years, shall be exempted from the payment of further annual subscriptions.

8.3.2 The Board may exempt from year to year from the payment of his annual subscription a member in any grade who from ill health, advanced age or other sufficient cause is unable to carry on the full time practice of his profession. The Board may also exempt any such individual from the payment of any subscriptions which may be in arrears.

8.3.3 The Board may exempt the estate of any deceased member from the payment of arrears of subscriptions.

8.4 Arrears

8.4.1 Any member in any grade who is in arrears with his subscription for more than six months shall not be entitled to receive any publication or ballot list of the Institute or to vote at a General Meeting or to be elected or appointed to any office in the Institute, as the case may be, unless exemption from the payment of such subscription has been granted by the Board.

8.4.2 A member in any grade whose subscription has not been paid for more than six months after the due date shall be notified by the Honorary Secretary in writing. In the event of his continuing in default for three months after such notification and failing to provide satisfactory explanation by letter, the Board shall expunge the name of the defaulter from the Register after a final 14-day notice is issued to such member and the same is not complied with.

8.4.3 The Board may reinstate or re-admit under such conditions as it may prescribe a person whose name has been removed from the Register under the provisions of By-Law 8.4.2.

9 Miscellaneous

9.1 Serving of Notices

A notice to be given under these By-Laws may be served personally or by dispatch through the post in a prepaid letter addressed to the person concerned at his address as entered in the Register or at his last known business address or place of abode.

9.2 Notice by Post deemed to have been served

A notice if served by post shall be deemed to have been served at the time when the envelope or wrapper containing it would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted in the normal manner.

9.3 Seal of the Institute

9.3.1 The Common Seal of the Institute shall be in the custody of the Board.

9.3.2 The Seal will not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of the Chairman and the Honorary Secretary or such other persons as the Board may from time to time appoint for that purpose.

9.3.3 The Chairman and Honorary Secretary or other persons as aforesaid shall sign every instrument to which the seal is so affixed in their presence.

9.4 Journal of the Institute

9.4.1 The Institute may publish journals, newsletters or other publications at regular intervals for the dissemination of information regarding the activities of the Institute and for the publication of any matters incidental to the promotion of the objects of the Institute or otherwise of interest to its members.

9.4.2 Each incoming the Board shall at its first meeting, appoint a Corporate Member as the Honorary Editor of the journals, newsletters or other publications referred to in By-Law 9.4.1 for such term as the Board may decide.

9.4.3 If not a Councilor the Editor may nevertheless attend meetings of the Board but may not take part in its deliberations or vote.