

**JUNIOR CHAMBER INTERNATIONAL ISLAND
(HONG KONG) LIMITED**

BY-LAWS

(Adopted in 2018 Annual General Meeting of Junior Chamber International Island (Hong Kong)
Limited on 26th August 2018)

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BY-LAWS

1. These by-laws may be cited as JCI Island By-laws.
2. These by-laws shall be effective immediately upon approval by two-third majority of the votes cast by the members present at a General Meeting called for such purpose. It may only be amended, revised or altered by the same manner.

PART 1

BOARD OF DIRECTORS

3. The quorum for directors' meetings shall be more than 50% of the total number of directors or 6 (whichever is lower).
4. (1) The Secretary General shall give to each member of the Board
 - (a) not less than 7 days notice in writing of an ordinary meeting of the Board; and
 - (b) not less than 2 days notice of a special meeting of the board.(2) A notice given under paragraph (1) shall specify the time and place for the holding of the meeting and the business to be transacted thereat.
5. (1) A question arising at a meeting of the Board shall be decided by a majority vote of the members present and voting.
(2) At a meeting of the Board, each member present shall have one vote on any question before the Board and, in the event of an equality of votes the Chairman shall have a second or casting vote. No proxy shall be allowed.
6. (1) A meeting of the Board may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting which was adjourned.
(2) It shall not be necessary to give notice of an adjourned meeting unless the meeting which was adjourned has by resolution so directed.
7. Minutes of all proceedings of meetings of the Board and all project committees thereof shall be entered in records kept for that purpose and any such minutes, if purporting to be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting, shall be evidence of the proceedings.
8. (1) If the number of members is below 100, the structure of the Board shall be composed of:
 - 1 President,
 - 1 Immediate Past President,
 - 3 Vice Presidents,
 - 1 Secretary General,
 - 1 Treasurer,
 - 1 General Legal Counsel and
 - 5 Directors.

(2) If the number of members equal to or exceeds 100 and below 150, the structure of the Board shall be composed of:

- 1 President,
- 1 Immediate Past President,
- 4 Vice Presidents,
- 1 Secretary General,
- 1 Treasurer,
- 1 General Legal Counsel and
- 6 Directors.

PART 2 ELECTION OF DIRECTORS

9. (a) The President shall appoint 3-5 Past Presidents and/or Senators of JCI Island as members of the Nomination Committee not less than 45 days before the Annual General Meeting of the company.
- (b) The Immediate Past President shall chair the Nomination Committee. In the event that he shall not chair the Committee for whatever reason, the President may appoint another member to be the Chairman who shall be a Past President of the company.
- (c) The Nomination Committee shall be automatically dissolved after the election of Officers is completed at the Annual General Meeting.
- (d) The Nomination Committee shall interview each and every candidate for Officer prior to election and shall report to Annual General Meeting whether such candidate is considered eligible and qualified.
- (e) The Nomination Committee may disqualify candidates for election provided reasons for disqualification shall be made known to the Annual General Meeting.
- (f) Disqualified candidates shall not stand for election of the same position unless two-third majority of votes cast by the members present at the Annual General Meeting are in favor to reinstate the candidacy.
10. (a) For election, 1 shall be the President, 3 or 4 Vice-Presidents, 1 Secretary General, 1 Treasurer, 1 General Legal Counsel and 1 Immediate Past President. These office bearers shall form the Executive Board of the company.
- (b) No person who is not a Full Member of the company shall be eligible to hold office as a Director. Notwithstanding this provision, an Immediate Past President shall serve in the Executive Board as such even if he is over 40 years of age, he shall have the right to vote in all meetings of the Board of Directors, Committees and general meetings of the company.
- (c) At the general meeting of the company, all the directors for the time being shall retire from office. A retiring director shall be eligible for re-election provided that a re-elected director shall

not carry the same office as that from which he retires immediately before the re-election.

(d) With the exception of the Immediate Past President who shall, by virtue of his Presidency in the previous year, be an ex officio member of the Executive Board and shall be the election chairman for the election of subsequent Board of Directors. If he so declines, the current Board of Directors shall appoint another person as election chairman. Each and every member of the Executive Board of Directors shall be elected at the general meeting of the company by show of hands or by poll separately and in the following sequence:

- President
- Vice Presidents
- Secretary General
- Treasurer
- General Legal Counsel
- Director

(e) Each and every nomination for directorship shall be in writing, signed by a nominator and a seconder both of whom shall be Full Members of the company and deposited with the registered office of the company not less than 48 hours before the general meeting or delivered to the Secretary General of the company before the general meeting together with a written confirmation from the nominee confirming his willingness to serve on the Board of Directors if elected.

(f) A successful candidate for directorship must receive over 50% of the total voting strength of the meeting and successive votes must be held until this majority is reached.

(g) An unsuccessful candidate for any executive office or ordinary directorship shall be automatically eligible for election to the next executive office or ordinary directorship.

(h) Notwithstanding the above, any rules or regulations governing elections may be waived by the consent of the members present and entitled to vote. If there are no nomination in writing submitted before the general meeting for any executive office (except Immediate Past President), verbal nomination shall be accepted during the general meeting provided such verbal nomination is duly seconded and supported with the nominee's confirmation of willingness to serve on the Board of Directors if elected.

PART 3

ADDITIONAL RULES OF GENERAL MEETINGS

11. (a) A member shall, if he wishes to propose a motion unrelated to the ordinary annual business at an annual general meeting, give to the Secretary General not less than 4 days before the annual general meeting notice of such resolution in accordance with paragraph (b).
- (b) Notice of a motion to be put forward shall be in writing and shall contain
 - (i) the name and signature of the member who wishes to move the motion,
 - (ii) the name and signature of the member who wishes to second the motion,

- (iii) the name and signature of at least 8 other members who support the motion;
 - (iv) a declaration that the motion relates to matters affecting the company or Junior Chamber International Hong Kong Limited.
- (c) No motion shall be discussed at an annual general meeting unless notice under paragraph (b) has been given.
- (d) The Secretary General shall, not less than 10 days before the annual general meeting, send to each member a notice containing:-
- (i) the proposed motion
 - (ii) the names of the proposer, the seconder the members who support the motion under paragraph b (iii)

PART 4

REGISTRATION OF MEMBERS

12. In the part, “registration committee” means a committee appointed under by-law 12.
13. (a) The Board may appoint a committee of not less than 3 members to examine the application for membership under by-laws 14-22.
- (b) The membership director shall be the Chairman of the registration committee.
- (c) The registration committee shall examine the qualifications of the prospective member who submitted the application and shall advise the Board as to whether the application should be registered or rejected.
- (d) The Board shall not be bound to accept the advice of the registration committee.
- (e) A resolution in writing approved by a majority of the members thereof shall be as valid and effectual as if it had been passed at a meeting of the registration committee.
14. (a) The registration committee shall consider the reinstatement of past members.
- (b) A resolution in writing approved by a majority of the members thereof shall be as valid and effectual as if it had been passed at a meeting of the registration committee.
15. (a) A person who had been a member of the company and ceased to be a member by reasons of registration or suspension due to nonpayment of membership due may apply for reinstatement of membership.
- (b) The application as stipulated in paragraph (a) may be accepted to be reinstated as member of the Association provided he has paid the prescribed fees as set out in by-law 15-16.
16. The Board may determine the amount of initiation (entrance) fee for the admission of a prospective member to be a full member and a past member applying for reinstatement as member.
17. (a) The membership fee for each and every member shall be payable yearly in advance.
- (b) A person admitted as a member in the first half year shall pay the annual membership fee in full.

- (c) A person admitted as a member in the second half year shall pay half of the annual membership fee.

PART 6

RESTRICTIONS IN CONNECTION WITH MEMBERS

- 18. A member shall not purport himself as to be a representative or delegation of the company unless it is approved by the Board.
- 19. (a) In a delegation to functions approved by the Board, the chief delegate or in his absence, his delegate shall be the spokesman for the delegation.
(d) The acts of the chief delegate and members of the delegation shall be consistent with the resolution and instructions of the Board.
- 20. A member shall not describe himself to be a member of the company in letterheads of their own business without Board's approval.

PART 7

PROSPECTIVE MEMBERS

- 21. A person is a prospective member of the company if and only if:
 - (a) he is of age between 18 and 40;
 - (b) he is of good character;
 - (c) he has completed and returned a membership application form;
 - (d) the Board of Directors has approved his application;
 - (e) he has paid the prescribed membership fee; and
 - (f) he accepts the Junior Chamber International Creed.
- 22. (a) A prospective member of the company shall enjoy all the benefits of the company equivalent to that of a member except that he has no voting right in general meeting.
(b) A prospective member shall participate actively in projects and functions of the company.
(c) The life of a prospective member shall last 6 calendar months from the date of his written application. If by the end of the specified period he still has not obtained the necessary qualifications for full membership, his name shall, subject to the decision and condition of the Board, be deleted from the prospective membership list and all services suspended.
- 23. A prospective member may apply to become a full member of the company provided:
 - (a) he has actively participated in at least 2 projects as approved by the Board; and
 - (b) he has passed the Board interview.

PART 8

FINANCE AND ACCOUNTS

24. The Board shall publish authorized budget/guidelines regarding the utilization of funds to all members no later than 31st January each and every year.
25. (a) The Treasurer shall prepare a list of payments with the following details every month:-
 - (i) date of payment;
 - (ii) name of recipient;
 - (iii) nature of expenditure; and
 - (iv) amount.(b) The Treasurer shall prepare a list of deposits with the following details every month:-
 - (i) date of receipt;
 - (ii) name of payer;
 - (iii) nature of receipt; and
 - (iv) amount.
26. The Board shall convene a general meeting for the purpose of reviewing thoroughly the finance, budget, accounts and the record under by-law 27.
27. (a) The Treasurer shall prepare and circulate to members an Income and Expenditure Account and Balance Sheet up to the month before the month convening the Annual General Meeting of the company.
(b) The Treasurer shall prepare and circulate to members, a copy of the lists of payments and receipts as mentioned under by-law 27.
28. The Board, where appropriate, shall conduct fund raising projects every year.
29. The Treasurer shall keep cheque books, bank pay-in-slips, bank statements and all other relevant supporting vouchers.
30. Under no circumstances shall a cheque be pre-signed.
31. The Treasurer shall not accept claims for reimbursement of expenses unless the claims are lodged with him within 3 months from the date of incurring the expenditure.

PART 9

SISTER CHAPTERS

32. (a) Members shall not entertain members of sister chapters in the name of the company without prior approval of the Board.
(b) The Board shall only arrange reception to official delegations from sister chapters.
(c) The Board may at its discretion arrange reception to current board members of sister chapters.
33. Members shall not make official visits to the company's sister chapters in the name of the company without prior approval of the Board. Visits other than official visits are private visits only.

PART 10
INDEMNIFICATION

34. A member of the Board shall be indemnified by the company against any liability incurred by him in consequence of the performance of his duty as such as permitted by law, unless the same is caused by his default.