

CONSTITUTION

University of Waterloo Alumni Association (Hong Kong)

I. Name

The name of this association is the "University of Waterloo Alumni Association (Hong Kong)" (the "Association").

II. Address

The registered and mailing address shall be such address as determined by the Committee from time to time and notified to the Societies Office of the Hong Kong Police Force.

III. Objects

The objects of the Association ("Objects") shall be:

- (a) to foster and maintain the spirit of the University of Waterloo ("University") among the University's alumni in Hong Kong;
- (b) to promote fellowship and networking opportunities among the University's alumni;
- (c) to organize activities for the benefits of the University alumni.

IV. Membership

(a) There shall be two categories of members:

(i) Permanent Member:

Any graduate of the University or any current or former full-time student of the University who has completed at least one (1) study term at the University main campus in Waterloo ("Alumnus") shall be a life-time permanent member ("Permanent Member") on payment of an one-time Permanent Member subscription fee.

(ii) Ordinary Member:

Any Alumnus shall be an ordinary member ("Ordinary Member") on payment of a nominal Ordinary Member subscription fee and may renew the membership every five (5) calendar years, or part thereof, subject to payment of a renewal fee except that any Alumnus who, before the Association's adoption of this Constitution, has remained subscribed to the Association's contact list for mass emailing shall automatically become an Ordinary Member until the end of 2023.

(b) Application for membership shall be made in such form and contain such information as the committee of the Association ("Committee") prescribes. The Committee shall have full discretion as to the admission of any person to membership and shall not be called upon to give any reason thereof. The subscription fees payable by Permanent Members and Ordinary Members (collectively as "Member") shall be such sum or sums to be determined by the Committee.

(c) If any Member has done anything to hinder the Objects, or has behaved in a manner calculated to cause undue inconvenience to other Members or likely to be injurious to the reputation or interests of the Association, such Member shall be liable to expulsion or any other form of disciplinary action as may be deemed necessary by a resolution of the Committee duly passed by a two-thirds majority vote of the Committee Members. A written notice of such warning, reprimand, suspension, expulsion or other forms of disciplinary action shall be signed by the President and sent to the Member concerned. An expelled Member may appeal by calling an Extraordinary General Meeting, within seven (7) months after the expulsion, to seek for revocation of the decision of the Committee.

(d) Subscription fees shall not be refundable to any Member upon expulsion from the Association.

V. Members' Rights and Obligations

(a) Member shall update their contact information to the Association from time to time.

(b) Member shall observe, comply with and be bound by all provisions of this Constitution.

- (c) Any Member may resign as Member and withdraw from the Association by giving not less than 7 days' notice in writing to the President or any member of the Committee.
- (d) Only Member who is a holder of HKID card shall be entitled to vote, nominate and be nominated in any elections at General Meeting or Extraordinary General Meetings.
- (e) Only Member who is also a graduate of the University can become a President.

VI. Finance

- (a) The Committee shall aim to organize events and activities as individual self-financed projects and to avoid running any deficit.
- (b) Any Member, including any expelled Member, who initiated any actions and claims against the Association without the consent of the Committee, shall be responsible for all the related costs and expenses and financial burden incurred or to be incurred by the Association or any Committee members as a result of such actions.
- (c) If the Association has excessive reserve, the Committee may consider to donate to the University's "Hong Kong Alumni Association Entrance Award" created by the Association.

VII. Organization

The Association is an independent and non-profit making organization.

- (a) The highest authority in the management of the Association shall vest in the General Meeting and the Extraordinary General Meeting .
- (b) The Committee shall manage the affairs of the Association in accordance with the Constitution and resolutions passed in General Meetings or Extraordinary General Meeting or by the Committee from time to time.
- (c) The Association is registered as a Society at the Societies Office of the Hong Kong Police Force.

VIII. The Committee

- (a) The committee of the Association ("Committee") shall consist of the Committee members ("Committee Member") below at any one time:
 - (i) a President,
 - (ii) a Treasurer,
 - (iii) three (3) or more Vice Presidents, and
 - (iv) the immediate Past President.
 Subject as aforesaid, the Committee shall decide the number of Committee Members for the time being.
- (b) If the immediate Past President shall be unable or refuse to be a Committee Member, the President shall appoint any Member as an Advisor to fill the vacancy in the Committee.
- (c) The term of office of a Committee Member shall commence from the date of his/her appointment until the date of the next following General Meeting. All Committee Members are eligible for re-election or re-appointment without limitation.
- (d) The office of a Committee Member shall be vacated upon the death of such member or his/her resignation of office by giving not less than 14 days' notice in writing to the Committee, or his/her expulsion as a Member of the Association. Any vacancy occurring in the Committee during the term of office shall, if the Committee considers it necessary, be filled by any Member appointed by the Committee.

IX. Duties and responsibilities of the Committee

- (a) The Committee shall exercise and do all such things as may be exercised or done by the Association save as are otherwise required by this Constitution to be exercised or done by the Association in General Meetings
- (b) The Committee may from time to time make, repeal, and amend any rule or regulation (not inconsistent with this Constitution) as they think expedient for the management and well-

being of the Association. All regulations made by the Committee under this Constitution shall be binding upon the Members until replaced or amended by the Committee or set aside by a resolution of the General Meeting or Extraordinary General Meeting.

- (c) The Committee shall have the power to collect and to receive any gifts, sponsors or donations from Members and to raise funds for any specific activities and programs on behalf of Association.
- (d) The Committee shall have such other powers and duties as shall be conferred by the provisions of this Constitution and by the resolutions passed in General Meetings and Extraordinary General Meetings.
- (e) The President shall ensure the Committee to keep all records, meeting minutes, membership, financial and otherwise, and handover same to the successor.

X. General Meeting

- (a) A general meeting of the Association shall be held not later than thirty-six (36) months from the last general meeting. These general meetings are called "General Meetings".
- (b) A General Meeting shall be held within sixty (60) days upon the President receiving a written request from any one of the following:
 - (i) any three (3) Committee Members,
 - (ii) any two (2) Permanent Members or ten percent (10%) of the total number of Permanent Members, whichever is more, or
 - (iii) any thirty (30) Members or twenty percent (20%) of the total number of Members, whichever is the less.
- (c) Any Member, except the Committee Members, who calls for a General Meeting to be held earlier than thirty-five (35) months from the last General Meeting without the consent of the Committee shall bear the costs of organizing the meeting and make payment to the Association in advance. Refund shall be provided if the General Meeting recovers the costs.
- (d) In no event shall a General Meeting be held sooner than eleven (11) months from the last General Meeting.
- (e) Member's proposals for discussion at a General Meeting shall be submitted in written form to the Committee at least ten (10) days before the meeting convenes.
- (f) A General Meeting shall be convened by the President.
- (g) A General Meeting shall at least cover the following agenda item:
 - (i) to report and adopt the minutes of the previous General Meeting,
 - (ii) to report the Association's activities and events,
 - (iii) to report and adopt the financial report,
 - (iv) to hold an election for the new Committee,
 - (v) any other business.

XI. Extraordinary General Meeting

- (a) An Extraordinary General Meeting ("EGM") may be called within sixty (60) days upon the President receiving written request by any one of the following:
 - (i) any three (3) Committee members,
 - (ii) any two (2) Permanent Members or ten percent (10%) of the total number of Permanent Members, whichever is more,
 - (iii) thirty (30) Members or twenty percent (20%) of the total number of Members whichever is the less.
- (b) Any Member, except the Committee Member, who calls for an EGM shall bear the costs of organizing the EGM and pay in advance the organizing costs of the EGM. Refund shall be provided if the costs can be recovered.
- (c) Any Member who has called for an EGM shall not call again within eight (8) months.

- (d) The President or the Committee may also call an EGM at any time.
- (e) Members who call for an EGM shall specify the objects to be discussed at the proposed meeting in writing at the time of request.

XII. Committee Meeting

- (a) Committee meetings shall be held from time to time whenever the President deems it necessary, or at the request by any three (3) Committee members.
- (b) The President, may remove a Committee member whom he appointed and may appoint another Member as replacement.
- (c) The President, with the support of the two (2) Committee Members, may remove an elected Committee Member and appoint another Member as replacement.
- (d) If the Committee Members cannot form a majority on an issue, the President's decision shall be final.

XIII. Notice

- (a) The Association shall send written notice ("Notice") for General Meeting and EGM to all Members, and for Committee meeting to all Committee Members.
- (b) The Notice shall be either in paper or electronic form using popular delivery services and messaging applications at the time of sending.
- (c) Notice of General Meeting and EGM shall be sent at least two (2) weeks prior to the date of the meeting. Notice for the subsequent attempts of a General Meeting and an EGM shall be sent at least five (5) days prior to the date of the meeting.
- (d) Notice sent using the latest contact information of Members on the Association's record shall be deemed having delivered to the Members if the Association has successfully sent the Notice out.

XIV. Quorum

- (a) The quorum of a General Meeting, an EGM and a Committee meeting (collectively or respectively referred as "Quorum") shall be formed within fifteen (15) minutes after the specified meeting time in order for the meeting to be considered constitutional.
- (b) The fewer of twenty-four (24) Members or twenty percent (20%) of the total number of Members shall form a Quorum for a General Meeting or an EGM.
- (c) The Quorum for a Committee meeting shall be three (3) Committee Members, one of them must be either the President or the Treasurer.
- (d) If a General Meeting or an EGM fails to form a Quorum at the first meeting, a second meeting shall be organized. If a Quorum is still not present at the subsequent meeting, one Permanent Member shall be treated as ten (10) Members for the purpose of Quorum and vote counting.
- (e) If the second call of the meetings fails to form a Quorum, the President, a Committee Member or a Permanent Member shall call a third meeting. At the third and subsequent meeting, a Quorum shall be deemed to be formed by default and one Permanent Member shall be counted as if they were ten (10) Members for votes counting. Any decision by a simple majority number of votes at the meeting shall be conclusive and final.

XV. Election

The election of the Committee Members ("Election") shall take place at a General Meeting or an EGM. The Election shall be in the form of a general polling. The President and the Treasurer shall be elected. Elections for the other posts are optional. If there is no nomination for a post, the incumbent shall continue to serve, otherwise, the President shall appoint a Member for the post.

XVI. Nominations

- (a) Nominations for the posts of President and Treasurer shall be made to the Committee in written form with the consent of the nominee at least ten (10) days before the Election.
- (b) Self-Nomination is acceptable.
- (c) The President shall be a Member, a graduate of the University, and a holder of Hong Kong Identity Card (“HKID”).
- (d) All other posts shall be filled by Members with a HKID.

XVII. Voting and Eligible Voters

- (a) Only Members residing in Hong Kong shall have the right to vote in person, no proxy voting shall be allowed. Ballot will only be provided to Member who can show his HKID or HKSAR passports at a General Meeting and an EGM.
- (b) When there is only one candidate for a post, the candidate shall be declared elected by default.
- (c) When there are more than one candidates for a post, the candidate with the most votes shall be declared elected.
- (d) In the event of a tie, the incumbent shall resign and the challenger be declared elected. If none is an incumbent, Permanent Members at the meeting shall decide, otherwise, by flipping of a coin.

XVIII. Amendment

No part of the Constitution shall be supplemented, abolished or amended, saved by a motion sanctioned by at least two-third (2/3) of the votes at a General Meeting, or an EGM. The topics of such proposed amendments must be submitted in written form to the Committee twenty-one (21) days prior to the meeting.

XIX. Interpretation

The interpretation of the Constitution and the resolutions shall rest entirely with the Committee.

XX. Dissolution

- (a) Any decision to dissolve the Association can only be made at a General Meeting or an EGM with the consent of eighty percent (80%) of the votes at the meeting.
- (b) Upon dissolution of the Association, after satisfaction of all debts and obligations, all remaining assets (if any) of the Association shall be donated to the “Hong Kong Alumni Association Entrance Award”, or other scholarships at the University for students coming from Hong Kong.
- (c) Liability of a Member shall be limited to the membership fees paid by the Member, except for any Member, including expelled Member, who has caused liabilities to the Association by initiating claims or actions against the Association without the consent or support of the Committee.

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