

No. 685601

編號

Companies Ordinance

(Chapter 32)

香港法例第32章

公司條例

**Company Limited by Guarantee**

**And not having a Share Capital**

**THE HONG KONG INSTITUTE OF FACILITY MANAGEMENT LIMITED**

香 港 設 施 管 理 學 會 有 限 公 司



**MEMORANDUM  
AND ARTICLES OF  
ASSOCIATION  
AND BYE-LAWS**

The Hong Kong Institute of Facility Management Limited was incorporated in Hong Kong under the Company Ordinance on 18<sup>th</sup> August 1999 and that this company is limited.



## MEMORANDUM OF ASSOCIATION OF THE HONG KONG INSTITUTE OF FACILITY MANAGEMENT LTD

- 1 The name of the Company is the Hong Kong Institute of Facility Management Limited 香港設施管理學會有限公司(hereinafter called "the Institute").
2. The Registered Office of the Institute will be situated in Hong Kong.
- 3 The objects for which the Institute is established are as follows:
  - (1) to promote and advance the knowledge, study and practice of facility management; and the creation and maintenance of a high standard of professional qualification, conduct and practice; and
  - (2) to provide the opportunity for practitioners of different professional background with recognized ability and experience, to acquire a professional facility management qualification.

In furtherance of the above objects but not further or otherwise the Institute shall have the following powers:

- (i) to promote and advance the knowledge, study and practice of each and all the arts and sciences concerned with the management of the building facilities
- (ii) to provide an advisory service on all matters relating to the facility management for members of the Institute and the public generally;
- (iii) to provide or assist in providing an education, training and careers counselling service for persons engaged or about to be engaged in facility management or any employment in connection therewith;
- (iv) to encourage and develop the role of the facility management professions in the community at large;
- (v) to promote and carry out or assist in promoting and carrying out action on recruitment, education, training, continuing professional education, raising of standards and promotion of quality and efficiency; other pertinent issues;
- (vi) to promote and stimulate the improvement of the technological, managerial and general knowledge of persons engaged or about to be engaged in facility management or in any employment in connection therewith and with a view thereto, to provide for the delivery of lectures and the holding of classes and to test by examination or otherwise the competence of such persons and to award diplomas, certificates, medals, prizes and other distinctions and to collaborate with any Government department or educational or professional body in all or any of these matters;
- (vii) to institute, promote and establish or assist in instituting, promoting and establishing, chairs or lectureships (whether controlled by the Institute or not) in connection with any College, University, Institution of learning or otherwise and to subsidise or assist the teaching of any subjects relating to facility management and kindred matters, arts and sciences or tending to further the objects of the Institute;
- (viii) for the purpose of education and training to establish scholarships, bursaries and studentships, to make payments for or towards the fees and expenses reasonably incurred by students and to establish and administer a fund or funds for any one or more of these purposes;
- (ix) for the purpose of continuing professional education to arrange and provide for or assist in the arranging and providing for the holding of meetings, lectures, seminars, conferences and courses of study;
- (x) to arrange and provide for or assist in the arranging and providing for the holding of exhibitions and competitions and to award certificates, medals and prizes therefor;
- (xi) to co-operate and confer with, or otherwise assist and advise, government departments, municipal authorities, charitable trustees, universities, colleges, schools and other educational institutions and other public or private bodies or corporations;
- (xii) to promote and carry out or assist in promoting and carrying out research, surveys and investigations and to publish results thereof;
- (xiii) to encourage research and invention, to investigate and make known the nature and merits of the results of any research and/or invention which may be capable of being used by persons engaged in the facility management and to acquire patents or licences relating to any such inventions with a view to the use thereof by members of the Institute or others either gratuitously or upon such terms as may be deemed expedient;
- (xiv) to procure, compile, print, publish, lend or distribute gratuitously or otherwise a journal and such other literature, documents or films as may be desirable for the purposes of disseminating information and advancing the objects of the

Institute and of keeping members and other informed on subjects connected to the work theory and practice relating to the facility management, including statistics, scientific, investigation, business and similar subjects or by contribution to or by advertising in any newspaper, periodical or journal to achieve like objects;

- (xv) to make, promulgate and publish from time to time standing orders, bye-laws and regulations which may be deemed desirable or convenient for the administrative efficiency of the Institute or its Council or any Committee or for the conduct of, or qualification for entry into, any examination set by the Institute in relation to each class of membership of the Institute or any authorised activity of the Institute;
- (xvi) to provide facilities for the social and professional intercourse between the members of the Institute, and to afford them such privileges, advantages, conveniences, and accommodations as may from time to time be decided;
- (xvii) to establish branches and other local bodies consisting of members of the Institute in any part of the world and to confer upon such branches or local bodies such powers, authorities and discretions (including the power to appoint an approved non-member to act in an administrative capacity) as may be determined from time to time, and, in furtherance of the objects of the Institute, to delegate to any branch or other local body such powers and authorities as may from time to time be deemed expedient and to abrogate and modify or reverse any such powers, authorities and discretions from time to time;
- (xviii) to originate and promote improvements and to support or oppose alterations in the law relating to the facility management and kindred matters, arts and sciences and to effect improvements in administration in matters connected with the facility management and kindred matters, arts and sciences and to take all necessary or proper steps in national, local, municipal or other authorities in any place in which the Institute may have interests, for the purpose of furthering the interests of the Institute; to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interests of the Institute or of its members; and to procure the registration or incorporation of the Institute in or under the laws of any place outside Hong Kong;
- (xix) to promote excellence in facility management, and just and honourable practice in the conduct of business; to represent generally the views of members of the Institute and others engaged in the facility management and kindred matters, arts and sciences, and to preserve and maintain the integrity and status thereof and to suppress dishonourable and unprofessional conduct and practices and with a view thereto to make, promulgate and publish from time to time rules which may be deemed desirable for the professional conduct of members of the Institute;
- (xx) to arrange and promote the adoption of equitable forms of contract and other documents for use in facility management by members of the Institute and others, and to encourage the settlement of disputes by conciliation and to nominate arbitrators and umpires on such terms and in such cases as may be deemed expedient;
- (xxi) to establish, subsidise, promote, co-operate and confer with, arrange for the union, alliance, or incorporation with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, lend money either with or without security, or give financial assistance by way of donation, subscription to, or otherwise assist any associations and institutions, incorporated or not incorporated, having objects wholly or in part similar to those of the Institute;
- (xxii) to establish, undertake, superintend, administer and contribute to any charitable or benevolent fund whence may be made donations, periodical payments, or advances to deserving persons who may be or have been engaged in facility management, or connected with any person who may be or has been engaged therein and to contribute or otherwise assist any charitable or benevolent institutions or undertakings;
- (xxiii) to accept any gift, endowment or bequest made to the Institute generally or for any specific object connected with facility management, and to undertake and execute and trust attached to such gift, endowment to bequest;
- (xxiv) to enter into any guarantee, contracts of indemnity or suretyship;
- (xxv) to purchase, rent or otherwise acquire and hold for the purposes of the Institute, land, houses, or buildings and to erect, alter, or adapt houses or buildings accordingly;
- (xxvi) to sell, improve, manage, develop, lease, mortgage, exchange, charge, dispose of, turn to account or otherwise deal with all or part of the property of the Institute as may be thought expedient or desirable in the interests of the Institute;

- (xxvii) subject to such consents as may be required by law to borrow or raise or secure the payment of money in such manner as the Institute may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be incurred or to be entered into by the Institute in any way and in particular by the issue of debentures perpetual or otherwise, charged upon all or any part of the Institute's properties (both present and future) and to purchase, redeem or pay off any such securities;
- (xxviii) to invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit; acquire and hold any shares, stock securities or debentures of, or other investments in, any company having objects wholly or in part similar to those of the Institute or carrying on any business capable of being conducted so as directly or indirectly to benefit the Institute;
- (xxix) to grant pensions or gratuities to, and provide for the relief in need of, any persons who are or at any time have been employee of the Institute or the predecessors in any business of the Institute or any company in which the Institute is in any way interested, and the families, relations, connections or dependants of any such person; and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the Institute or its members; and to make payments towards insurances and to institute or contribute to pension schemes;
- (xxx) to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object, or for any purposes which the Institute considers is likely directly or indirectly to further the objects of the Institute or the interests of its members;
- (xxxi) to draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, bills of lading, cheques, warrants, debentures and other negotiable or transferable instruments;
- (xxxii) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:

- (a) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (b) The objects of the Institute shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

The objects contained in any paragraph of this Memorandum of Association shall not be restrictively constructed but shall be given the widest interpretation, and shall not be limited to or restricted by reference to, or inference from, any object or by the name of the Institute. No object is, or shall be deemed to be, subsidiary or ancillary to any other object mentioned in this paragraph.

- 4 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 this Memorandum of Association and no member shall have any personal claim on any property of the Institute and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Institute.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper 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 on money lent at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited, or 3% whichever is the greater, or reasonable and proper rent for premises demised or let by any member to the Institute but so that no member of the Council or governing body of the Institute 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 Council or governing body except repayment of out-of-pocket expenses and interest at the rate 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 of which a member of the Council or governing body may be a member and in which such member shall not hold more than one hundredth part of the capital, any such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

- 5 The liability of the members is limited.

- 6 Every member of the Institute undertakes to contribute to the assets of the Institute in the event of its being wound up while he is a member, or within one year afterwards for payment of the debts and liabilities of the Institute contracted before he ceases to be a member, and costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding Hong Kong Ten Dollars.
- 7 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 institution or institutions 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 virtue of Clause 4 hereof, such institutions to be determined by the members of the Institute at or before the time of dissolution and if and so far as effect cannot be given to such provisions then to some charitable object.

# ARTICLES OF ASSOCIATION OF THE HONG KONG INSTITUTE OF FACILITY MANAGEMENT LTD

## PRELIMINARY

- 1 In these Articles unless there be something in the subject or context inconsistent therewith: *Interpretation*
- "the Institute" means the above-named Company;
- "the Ordinance" means the Companies Ordinance Chapter 32 including any statutory modification or re-enactment thereof;
- "the Memorandum" means the Memorandum of Association of the Institute;
- "the Articles" means the Articles of Association of the Institute;
- "members" or "membership" means all persons who are corporate or non-corporate members of the Institute;
- "the Council" means the Council for the time being of the Institute;
- "Member of Council" means a member of the Institute appointed to the Council in accordance with the Articles;
- "Committees" means the committee of the Council;
- "the Office" means the registered office of the Institute;
- "Regulations" means the Regulations made by the Council under the Articles from time to time;
- "the Seal" means the common seal of the Institute;
- "Secretary" means the Secretary of the Institute or any other person appointed by the Council to perform the duties of the Secretary of the Institute including a joint assistant or deputy secretary;
- "month" means calendar month;
- "clear days" in relation to the period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- "in writing" means written, printed or lithographed or partly one or partly another, and other forms of representing or reproducing words in visible form;
- "executed" includes any mode of execution;
- Words importing the singular number only shall include the plural number, and vice-versa. Words importing the masculine gender only shall include the feminine gender.
- Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Ordinance but excluding any statutory modification thereof not in force when the Articles become binding on the Institute. Words importing persons or bodies shall include corporations, unincorporated institutes, learned societies and bodies or persons.
- Table C contained in the Ordinance and any re-enactment and modification thereof shall not apply to the Institute.
- The headings hereto shall not affect the construction of these Articles.

## OFFICE

- 2 The office shall be at such place as the Council shall from time to time appoint. *Registered Office*

## MEMBERSHIP

- 3 The number of members of the Institute is unlimited. *Number of Members*
- 4 The members of the Institute shall be such persons as the Council and any committee to which the Council may delegate their powers for this purpose, shall admit to membership in accordance with the Regulations. Membership of the Institute shall be personal to the member and shall not be transferable. *Approval of candidature*
- 5 There shall be five classes of membership, namely, Fellows, Members, Associates, Students and Honorary Fellows, whereby Fellows and Members are entitled to vote at general meetings and Associates, Students and Honorary Fellows are not entitled to vote at general meetings. *Classes of membership*

6 Save for the Founding Members of the Institute, every candidate for membership shall be proposed by two voting members of the Institute. Such application shall be in writing and signed by the candidate and his proposers and shall be in the form prescribed by the Institute at the time of the application. The application for membership shall be considered by the Council which may approve or reject the same without assigning any reason therefor.

7 The qualification of the membership shall be as follows:

***Qualification for membership***

- (a) Members: Professionals in the facility management field with qualification recognised by the Institute, and with at least two years of recognised post-qualification experience in facility management. The candidate shall also be required to pass a test of professional competence as may be determined from time to time and/or submit to a professional interview by the Council or of any duly appointed Committee thereof. Members of the Institute are called Professional Facility Managers and are entitled to use the exclusive designation PFM.
- (b) Fellows: Professionals who are Members of the Institute and with more than seven years of post-qualification experience in facility management may be elected as Fellows if being considered by the Council as being suitable to the higher grade of membership. Fellows of the Institute are entitled to identify themselves as Fellow Professional Facility Managers and use the exclusive designation F.PFM. They may also use the designation PFM.
- (c) Associates: Persons interested in facility management and with recognised academic qualification and approved by the Council may be elected as Associates. Associates of the Institute are entitled to use the exclusive description AHKIFM. Associates of the Institute for two years with adequate qualification and experience in facility management may apply for election to be Members and shall be subject to the requirements as set out in (a) above.
- (d) Honorary Fellows: Any person who has made a significant contribution to the knowledge and practice of facility management, and including those who do not possess the required professional qualification who would otherwise qualify for election as Member of the Institute may by invitation and subject to the approval of the Council be admitted as Honorary Fellow of the Institute. Honorary Fellows of the Institute are entitled to use the designation Hon.PFM.
- (e) Students: A Student shall be a person who either shall be a student at the date of adoption of these Bye-laws, or interested in facility management and has enrolled in a recognised degree course as approved by the Council may be elected as a Student.
- (f) Founding Members: The eight subscribers to the Memorandum of Association shall be the Founding Members of the Institute and shall automatically be the Fellows of the Institute.

8 No person shall be eligible for admission as a member of the Institute, or for transfer from one class of membership to another, unless he has fulfilled all the requirements applicable to the class of membership to which he seeks admission contained in the Articles and Regulations.

9 An application for membership, or for transfer from one class of membership to another, shall be accompanied by the relevant fee and annual subscription for the time being payable or such part thereof as the Council shall from time to time prescribe.

***Entrance fees and annual subscriptions***

10 The form of application for membership, or for transfer from one class of membership to another, and the method of admission to membership, or transfer from one class of membership to another, shall be as the Council may from time to time determine.

***Application for membership***

11 Any application for membership of the Institute, or for transfer from one class of membership to another, shall be subject to the approval of the Council or of any duly appointed Committee thereof, and the Council or Committee shall not be bound to give any reason for their refusal to admit any person to membership, or to transfer a person from one class of membership to another.

***Approval or refusal of applications***



- 12 The re-admission to membership of any person who has for any reason ceased to be a member of the Institute of any class whether he seeks re-admission to his former or any other class, shall be dealt with in the same manner as an original admission; provided that the Council have power if they think fit to re-admit any such person either to his former or any other class upon such terms as the Council may determine. ***Re-admission to membership***
- 13 Any member shall, if required by the Council, satisfy the Council in such manner as the Council may from time to time reasonably require, that he continues to be qualified to retain his membership of the Institute. ***Member to continue to satisfy***

## **FEES AND SUBSCRIPTION**

- 14 The fees payable by persons applying for membership or for transfer from one class of membership to another shall be such as may be from time to time determined by the Council. ***Fees***
- 15 The annual subscriptions payable by the members of the Institute shall be such as may be from time to time determined by the Council. ***Annual Subscriptions***
- 16 Save as provided in Article 9, subscriptions shall be due and payable annually on the first day of July. ***Subscriptions due***
- 17 No member of any class whose annual subscription remains unpaid for a period of five months shall be entitled to attend and take part in the meetings of the Institute or to receive the notices or publications of the Institute. ***Subscriptions in arrears***
- 18 If the annual subscription of any member is in arrears and unpaid for five months after the same became payable, then the Secretary shall give notice thereof in writing to the member concerned, and if such subscription shall still be unpaid one month after such notice shall have been given then the member concerned shall forthwith cease to be a member, unless the Council considers there to be extenuating circumstances, but without prejudice to his obligation to pay such subscription. ***Non-payment of subscriptions***
- 19 The Council may, whenever they consider there is due cause, waive or reduce the amount of any admission or transfer fee or subscription of any member. ***Power to waive fees or subscriptions***

## **TERMINATION OF MEMBERSHIP**

- 20 Upon the Council being satisfied of the death of any member, his name shall be removed from the Register of members of the Institute. ***Death of member***
- 21 Any member may at any time by notice in writing sent by post or delivered to the Secretary at the Office of the Institute and accompanied by his certificate of membership resign his membership, provided that a member who is under any financial liability to the Institute shall not be exempted from such liability without the sanction of the Council. Any member whose resignation is not received before the 30th June in any year shall, notwithstanding his resignation, remain liable to pay his annual subscription for the next ensuing year. ***Resignation***
- 22 No member who ceases being a member of the Institute for whatsoever reason shall be entitled to be repaid any annual subscription to the Institute previously paid by him or any part of such subscription. ***No repayment of subscription***

## **CERTIFICATES AND DIPLOMAS**

- 23 The Council may issue to any member, of any class of membership as the Council may from time to time determine, who has been admitted or transferred and has paid all fees, subscriptions and dues payable by him, a certificate of membership in respect of the year to which the first subscription paid by him applies, and shall, so long as he remains a member of the Institute, be entitled to hold the said certificate upon payment in advance of his subscription for each subsequent financial year. ***Certificate of membership***

- 24 The seal of the Institute shall be affixed to every certificate of membership issued by the Institute, which certificate shall be in such form as the Council may from time to time determine, and shall be the property of the Institute, and upon a person to whom it is issued ceasing to be a member of the Institute (except for reason of death) shall forthwith be returned to the Council. ***Certificates to be sealed***
- 25 The Council may award certificates and diplomas to candidates who pass the Institute's examinations and the Council may also award certificates and diplomas to members or non-members certifying proficiency in particular subjects. ***Examination certificates and diplomas***
- 26 If any certificate of membership or other aforesaid certificate or diploma shall be defaced, lost or destroyed, the Council may on such evidence to that effect as they may consider satisfactory renew such certificate of membership or other aforesaid certificate or diploma on payment of such fee as they may determine. ***Loss of certificate***

## **CONDUCT**

- 27 The Council may at any time define conduct which in their opinion is prejudicial to the interests of the Institute. ***Conduct of members***

## **RULES OF CONDUCT**

- 28 The Council may from time to time promulgate Rules of Conduct and shall have power to require all members to conform to such rules are appropriate to their class of membership. The Rules of Conduct may be amended, varied or rescinded as the Council may think fit. ***Rules of Conduct***

## **DISCIPLINARY POWERS**

- 29 If after inquiry a member is found to have contravened the Memorandum or the Articles or the Regulations, or any bye-laws, codes, rules or directions made or given thereunder, the Institute shall have power to take any one or more of the following courses of action, that is to say:
- (a) to require the member to give an undertaking in writing to refrain from continuing or repeating the conduct which is found to have constituted the contravention;
  - (b) to admonish the member;
  - (c) to reprimand the member;
  - (d) to suspend the member from membership of the Institute for such period as the Council may determine;
  - (e) to expel the member from the Institute.
- 30 If a member is proved to the satisfaction of the Council;
- (a) to have been convicted by a Court of competent jurisdiction of a criminal or civil offence which in the opinion of the Council renders him unfit to be a member; or
  - (b) to have been adjudicated bankrupt or to have entered into any composition or arrangement with or for the benefit of his creditors;

The Council may without further inquiry forthwith expel him from the Institute or may refer the matter to the appropriate Committee for inquiry and action under Article 34. The Council may if they think fit temporarily suspend the member from membership pending such inquiry as last aforesaid.

- 31 If a member is expelled his name shall be removed from the Register of Members and he shall thereupon cease for all purposes to be a member of the Institute. His certificate of membership shall be immediately returnable and he shall not be entitled to use any designation or description which implies membership or former membership of the Institute. ***Removal of name from the Register***

- 32 If a member is suspended his certificate of membership shall be immediately returnable and he shall not be entitled during the period of his suspension to exercise any of the rights or privileges of membership of the Institute or (in particular) to use any such designation or description as aforesaid. He shall however remain in all other respects subject to the provisions of the Articles and to the exercise of the Institute's disciplinary powers in respect of any contravention of those provisions committed by him during the period of his suspension. ***Suspension of membership***
- 33 A person who ceases to be a member by virtue of the provisions of Article 29 or Article 30 may be re-admitted after a period of at least twelve months, by a majority vote of the Council in favour of such re-admission, taken upon due notice of motion, such motion to appear in the agenda for the meeting of the Council at which the vote is to be taken, following notice of it in the agenda for preceding meeting. ***Re-admission***
- 34 The disciplinary powers of the Institute under Article 29 shall be exercised by the Council or any Committee to which the Council may delegate their powers in that behalf. ***Disciplinary powers***

## **GENERAL MEETING**

- 35 Subject to the provisions contained in the Articles and Regulations, meetings of the Institute shall be held at such times and places as the Council may appoint. ***Generally***
- 36 In every year the Institute shall hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting of the Institute and that of the next. ***Annual General Meetings***
- The ordinary business of the Annual General Meeting shall be to receive the Council's Report, the Annual Accounts and the Report of the Auditors thereon, and to appoint Auditors and fix their remuneration and, after such aforesaid ordinary business has been disposed of, to deal with any special business which has been included in the notice of the meeting by the Council.
- 37 All General Meeting other than Annual General Meeting shall be called Extraordinary General Meeting. ***Extraordinary General Meeting***

## **REQUISITION OF MEETINGS**

- 38 An Extraordinary General Meeting may be called at any time by the Council. Extraordinary General Meeting shall also be convened by the Council on the requisition of the members representing not less than one-tenth of the total voting right of all the members having at the said date a right to vote at the general meetings of the Institute and in the manner as set out in Section 113 of the Ordinance. ***Requisition of meetings***

## **NOTICE OF GENERAL MEETINGS**

- 39 An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice. ***Notices***
- The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- Subject to the provisions of the Articles the notice shall be given to all members having the right to attend and vote.
- 40 The Council may if they think fit from time to time permit non-voting members of the Institute to receive notices of, to attend and with the previous permission of the Chairman of the meeting, to speak but not to vote at any General Meeting. ***Notice to non-corporate members***

- 41 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting. ***Failure to give notice***

## **PROCEEDINGS AT GENERAL MEETINGS**

- 42 No business shall be transacted at any meeting unless a quorum is present. For all purposes the quorum shall be fifteen members personally present and entitled to vote. ***Quorum***
- 43 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned for fourteen days, at the same time and place or at such other place as the Chairman shall appoint. 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. ***Adjournment or dissolution***
- 44 The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice. ***Notice of adjournment***
- 45 The President of the Institute shall chair every General Meeting. If there be no such President or, if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or he shall not be desirous of presiding, one of the Vice Presidents (to be chosen by ballot if more than one is present) shall preside or a member of the Council chosen by members present shall preside. If no member of the Council be present, or if all members of the Council present decline to take the chair, the members shall choose one of their members to be Chairman. ***Chairman***
- 46 At all General Meetings a resolution put to the vote of the meeting shall, except as herein otherwise provided, be decided on a show of hands, unless, before or on the declaration of the result of the show of hands, a ballot or poll be demanded by the Chairman (whether as an individual member or as representing the Council), or by at least five members present in person and entitled to vote. ***How resolutions decided***
- 47 Unless a poll is duly demanded a declaration by the Chairman 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 that effect in the minutes of the meeting shall be conclusive evidence of the fact without further proof of the number or proportion of the votes recorded in favour of or against the resolution. ***Entry in minutes***
- 48 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. ***Poll***
- 49 A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and a place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. ***Mode of taking poll***
- 50 In the case of an equality of votes, either on a show of hands or at a ballot or poll, the Chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have. ***Casting vote***

- 51 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. 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 the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. ***Other business when poll demanded***
- 52 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. ***Notice of poll***

## **VOTES OF MEMBERS**

- 53 (a) Every voting member whose subscription is not in arrears by more than five months and who has paid every other sum which shall be due and payable to the Institute in respect of his membership shall be entitled to be present at any General Meeting and upon a show of hands and at a poll he shall have one vote. All votes must be given personally and proxies shall not be allowed. ***Voting***
- (b) Save for consent given under Article 40 no person other than a voting member shall be entitled to be present or to vote either personally or by post at any General Meeting or to join in requisitioning any General Meeting.
- 54 At any General Meeting postal votes shall be admitted and every member entitled to vote shall be entitled to such a postal vote in which event each voting member voting by post shall have one vote. ***Postal vote admitted***
- The provisions of this Article shall not apply to the ordinary business to be conducted at the Annual General meeting.
- 55 The instrument exercising a postal vote shall be in writing under the hand of the member or his attorney duly authorised in writing. ***Instrument exercising postal vote***
- 56 The instrument exercising a postal vote and the power of attorney, if any, under which it is signed or a notarially certified copy of that power shall be deposited at the Office of the Institute or at such other place in Hong Kong as is specified for the purpose in the notice convening the meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the postal vote shall not be treated as valid. ***Postal vote procedure***
- 57 A postal vote shall be in favour of or against the resolutions to be proposed at the meeting and shall be in the following form or a form as near thereto as circumstances admit. ***Form of postal vote***

"I  
of  
a voting member of the Hong Kong Institute of Facility Management Limited hereby vote as follows on the resolutions to be proposed at the (Annual or Extraordinary or Adjourned, as the case may be.) General meeting of the Institute to be held on the  
day of  
and at every adjournment thereof.

Resolution number	Against	For
1		
2		
3		

As witness my hand this day of

SIGNED

- 58 A postal vote shall be valid notwithstanding the previous death of the member making the vote; provided that no intimation in writing of the death as aforesaid shall have been received by the Institute at the Office of the Institute before the commencement of the meeting or 'the adjourned' meeting for which the vote was made. ***Validity of postal vote on death of member***
- 59 A postal vote shall be valid notwithstanding the revocation of the authority under which the postal vote was made provided that no intimation in writing of such revocation as aforesaid shall have been received by the Institute at the Office of the Institute before the commencement of the meeting or adjourned meeting for which the vote was made. ***Revocation of postal vote***
- 60 If at any General Meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall in the opinion of the Chairman of the meeting, be of sufficient magnitude to affect the result of the relevant resolution. ***Errors in voting not to affect result***

## **OFFICERS**

- 61 The Council shall appoint the following Honorary Officers, namely, a President, a Vice-President, an Honorary Secretary and an Honorary Treasurer, and such other Honorary Officers as the Regulations may from time to time provide. ***Honorary Officers***
- 62 Any casual vacancy among the Honorary Officers may be filled by the Council but the person appointed to fill the vacancy shall hold office so long only as if he had been appointed on the same date as the person whose place he fills. ***Casual vacancies***
- 63 (a) The Honorary Secretary shall ensure that the administration of the Institute is carried out in the most efficient manner in the interests of the Institute and shall ensure that the Council's resolutions are interpreted correctly and put into effect without delay. ***Honorary Secretary***
- (b) The Honorary Treasurer shall ensure that adequate accounts and records are kept of the Institute's financial and contractual transactions and shall advise the Council and keep the Council informed on all matters of finance. ***Honorary Treasurer***
- 64 The Council may from time to time appoint honorary overseas representative, honorary corresponding members and other officers or persons, as may be deemed expedient for the proper carrying on of the work and management of the Institute. ***Overseas representative***
- 65 The Appointed Officers shall consist of a Chief Executive, who shall be the senior appointed officer of the Institute, and such other officers and staff as the Council may from time to time appoint. All persons so employed by the Institute shall be paid such salaries, wages or remuneration as the Council shall from time to time approve and the Council may make such provisions for or grant such pensions to them or their dependants after their retirement from the service of the Institute as the Council may think proper. ***Appointed Officers***
- 66 The Chief Executive shall be responsible to the Council for the management and conduct of the establishment and executive business of the Institute, and shall perform such further duties as shall be assigned to him by the Council. He may be given such other executive powers as the Council may from time to time determine. ***Chief Executive***
- 67 The Council may from time to time by resolution appoint a temporary substitute for the Chief Executive, and any person so appointed shall, for the purposes of the Articles, be deemed during the term of his appointment to be the Chief Executive. ***Temporary substitute for Chief Executive***

## **THE COUNCIL**

- 68 The Council shall consist of the President, the Vice-President, the Honorary Secretary, the Honorary Treasurer and not less than five members, and such other members as the Regulations may from time to time provide. ***Composition***

- 69 Members of the Council, unless otherwise provided by the Regulations, shall be chosen from the voting members of the Institute. **Eligibility**
- 70 Any casual vacancy among the members of the Council may be filled by the Council from amongst the appropriate class of members but the person appointed to fill the vacancy shall hold office so long as if he had been appointed on the same date as the person whose place he fills. **Vacancy in Council**

## **DISQUALIFICATION AND REMOVAL OF MEMEBRS OF COUNCIL**

- 71 The Office of a member of the Council shall be vacated: **Cessation of office**
- (a) if he ceases to be a member of the Institute; or
  - (b) if he resigns his office by notice in writing to the Council; or
  - (c) if he ceases to hold office by virtue of any provisions of the Ordinance; or
  - (d) if he is removed from office by a resolution of the Council duly passed pursuant to Section 157B of the Ordinance; or
  - (e) if he is absent from two consecutive Council meetings without giving adequate explanation to the Council, and the Council thereupon resolve that he has vacated his office; or
  - (f) if he is adjudicated bankrupt or becomes incapable by reason of mental disorder; or
  - (g) if he is removed from office by resolution of members of the Institute in General Meeting.

## **POWERS OF THE COUNCIL**

- 72 Subject to the provisions of the Acts, the Memorandum and the Articles, the Regulations and to any directions given by special resolution, the business of the Institute shall be managed by the Council who may exercise all the powers of the Institute. No alterations of the Memorandum or the Articles or the Regulations and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council by the Articles and a meeting of the Council at which a quorum is present may exercise all the powers exercisable by the Council. **General powers**
- 73 In particular and without prejudice to the generality of the foregoing power, the Council may: **Particular powers**
- (a) from time to time do all acts and things as they may think necessary for the guidance of members in relation to professional conduct;
  - (b) by regulation determine the conditions upon which the Crest or Logo of the Institute may be publicly displayed so that under those conditions and those alone such display may be permitted;
  - (c) arrange for the union, alliance or incorporation with the Institute of any society having the same or similar objects to those of the Institute provided that such union, alliance or incorporation shall be sanctioned by a Special Resolution passed by not less than three-fourths of those present and voting on the resolution at an Extraordinary General Meeting convened for that purpose.
- 74 The Council shall not be bound in any case to act personally but shall be at full liberty to employ and pay any agent or servant to transact any or all business of whatsoever nature required to be done in furthering the purpose of the Council and shall be entitled to be allowed and paid all charges and expenses incurred by them. All acts and procedures of such agent or servant to whom powers are delegated must be reported back to the Council as soon as possible. **Power to appoint agent of Council**
- 75 All cheque, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid to the Institute, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Council shall from time to time by resolution prescribe. **Cheques, etc**

- 76 The Council may, by power of attorney or otherwise, appoint a person to be the agent of the Institute for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers. *Power to appoint agent of the Association*

## **DELEGATION OF POWERS**

- 77 Subject to the provision of the Articles the Council may delegate any of their powers to any committee. Any such delegation may be made subject to any conditions the Council may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. All such committees shall act in accordance with a budget which has been previously agreed with the Council and shall report all acts and proceedings as soon as possible to the Council. *Committees of Council*

## **EXPENSES OF MEMBERS**

- 78 The members of the Council and the members of any committee thereof and the Officers of the Institute may be paid travelling, hotel and other reasonable cost, charges and expenses incurred by them in connection with their attendance at meetings of the Council or committees of the Council or General Meetings or otherwise in connection with the discharge of their duties subject to any limitation which the Council may from time to time prescribe. *Members' expenses*

## **INTERESTS OF MEMBERS**

- 79 A member of the Council shall not be disqualified by his office from entering into contracts, arrangements or dealings with the Institute nor shall any contract arrangement or dealing with the Institute be avoided, nor shall a member of the Council be liable to account to the Institute for any profit arising out of any contract arrangement, or dealing with the Institute by reason of such member of the Council being a party to or interested in or deriving profit from any such contract, arrangement or dealing and being at the same time a member of the Council of the Institute, provided that such a member of the Council disclosed to the Council at or before the time of such contract, arrangement, or dealing is determined upon his interest therein, or, if his interest be subsequently acquired, provided that he on the first occasion possible discloses to the Council the fact that he has acquired such interest. But no member of the Council shall vote as a member of the Council in regard to any contract, arrangement, or dealing in which the member is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, nor shall he be reckoned for the purpose of constituting a quorum of the Council. *Disclosure of members interests*

## **PROCEEDINGS OF THE COUNCIL**

- 80 Subject to the provisions of the Articles and the Regulations the members of the Council may regulate their proceedings as they think fit. Questions arising at the meeting shall be decided by a majority of votes. Each member of the Council shall have one vote. The President of the Institute or the Vice-President in the absence of the President shall be the Chairman. The Chairman of the meeting or any three members present may demand that the voting shall be by ballot. In the case of an equality of votes, whether on a show of hands or by ballot, the Chairman shall have a second or casting vote. *Voting*
- 81 The Council at its first meeting shall set down the dates for its regular meetings for the ensuing year. Additional meetings may be called by the Secretary at the request of the President or Vice-President or any five members of the Council. Not less than ten clear days' notice of meetings shall be given to the members of the Council. *Dates and notice of meetings*
- 82 The quorum for the transaction of the business of the Council shall be the President of the Institute or the Vice-President in the absence of the President and five members of the Council present in person. *Quorum*



- 83 The continuing members of the Council or a sole continuing member of the Council may act notwithstanding any vacancies in their number, but, if the number is less than the number fixed as the quorum, the continuing members of the Council may act for the purpose of filling vacancies or of calling a General Meeting. ***Continuing members to act***
- 84 The members of the Council may appoint a Chairman of the Council in accordance with the provisions of the Regulations. Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Council at which he is present. But, if there is no person holding that office, or if the person holding it is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of the Council present may appoint one of their members to be the Chairman of the meeting. ***Chairman***
- 85 The Council may appoint Committees which may consist of members of the Council and other persons and may at any time be dissolved by the Council. Committees so appointed may be designated either Standing Committees or Committees for special purposes. All Committees shall conform to any directions given to them by the Council and, subject to such directions, may regulate their procedure as they think fit. ***Committees of the Council***
- The Chairman of each Committee, appointed shall be a voting member of the Institute. If they think fit Council may co-opt to serve on any Committee any person, whether a member of the Institute or not whom they consider specially qualified to assist such Committee provided that any Committee formed to consider changes in the Memorandum, the Articles or the Regulations shall consist solely of voting members and that in no case shall the number of persons who are not members of the Institute appointed to any Committee exceed one-fourth of the total membership of such Committee, save that any person who is not a member of the Institute shall not be entitled to vote at any meetings of such Committees. The number of members present required to constitute a quorum of the Council shall not apply to any such Committee in relation to any matter delegated to it by the Council.
- 86 All acts done by a meeting of the Council or of a Committee of the Council, shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Council or any Committee member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Council or Committee member had been entitled to vote. ***Validity of bona fide acts***
- 87 A resolution in writing signed by not less than three-fourths of the members of the Council entitled at the relevant time to notice of a meeting of the Council shall be as valid and effective as if it had been passed at a meeting of the Council duly convened and held and when signed may consist of several documents each signed by one or more members of the Council. ***Resolution in writing***
- 88 A member of the Council shall not be counted in the quorum present at a meeting in relation to a resolution on which that member of the Council is not entitled to vote. ***Member not to be counted in quorum***
- 89 The Council may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the Council from voting at a meeting of the Council or of a Committee of the Council. ***Suspension of prohibition on voting***
- 90 If a question arises at a meeting of the Council or of any Committee of the Council as to the right of a member to vote, the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling shall be final and conclusive. ***Validity of members' right to vote***

## **BORROWING POWERS**

- 91 The Council may exercise all the powers of the Institute to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Institute or of any third party and in connection therewith may take out and maintain a ***Generally***

sinking fund or redemption policies.

92 The register of mortgages shall be open to inspection by any creditor or member of the Institute or by any other person without payment. ***Register of mortgages***

93 A register of the holders of the debentures or debenture stock of the Institute shall be kept at the Office of the Institute and shall be open to inspection of the registered holder of any such debentures or stock and any member of the Institute subject to such restrictions as the Institute in General Meeting may from time to time impose. The Institute may close the said register for such periods as they may think fit not exceeding in aggregate thirty days in each year. ***Register of debentures***

## **SECRETARY**

94 Subject to the provisions of the Ordinance, the Secretary shall be appointed by the Council and upon such terms and conditions as they shall think fit and any Secretary so appointed may be removed by them. The Council may from time to time by resolution appoint an Assistant or Deputy Secretary if there be no Secretary or no Secretary capable of acting. ***Secretary***

## **MINUTES**

95 The Council shall cause proper minutes to be made of the proceedings of all meetings of the Institute and of the Council and of Committees of Council, and all business transacted at such meetings, and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated. ***Minutes of meetings***

## **THE SEAL**

96 (a) The Council shall provide a Seal for the Institute and may from time to time destroy the same and substitute a new Seal instead thereof. ***Provision, custody and use of seal***  
(b) The Council shall provide for the safe custody of the Seal.  
(c) The Seal shall only be used by the authority of the Council or of a Committee of the Council or of a sole member of the Council authorised by the Council in that behalf.  
(d) The Council may determine who shall sign any document to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Council or by such other person as the Council may from time to time appoint and countersigned by the Secretary or by such other person aforesaid.

97 (a) Any document which is signed by one member of the Council and by the Secretary, or by two members of the Council, and is expressed (in whatever form of words) to be executed by the Institute, shall have the same effect as if executed under the Seal of the Institute.  
(b) No document which is so expressed and/or which makes it clear on its face that it is intended by the person or persons making it a deed shall be signed pursuant to paragraph (a) of this Article without the authority of the Council or of the Committee of the Council or of a sole member of the Council authorized by the Council in that behalf.  
(c) The provisions of paragraph (a) and (b) of this Article are in addition and without prejudice to the provisions of Article 96.

98 The Institute may exercise the powers conferred by the Ordinance with regard to having official seals, and such powers shall be invested in the Council.

## **ACCOUNTS**

99 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Institute except as conferred by statute or authorised by the Council or by ordinary resolution of the Institute. ***Right to inspect***

## BRANCHES OF INSTITUTE

- 100 Branches of the Institute may be formed from time to time for any place deemed expedient by the Council and may at any time be dissolved by the Council. Each Branch shall be named after the country, territory, county, district or town in which it is located. *Branches*
- 101 Each Branch of the Institute shall be constituted and shall at all times conduct its affairs in accordance with the rules and regulations as the Council may from time to time prescribe. *Constitution of Branches*

## SECTIONS OF THE INSTITUTE

- 102 Sections of the Institute may be formed from time to time by members of the Institute interested in any particular branch of the arts and sciences concerned in the technological management of the facility management, but no section shall be formed except with the sanction of a resolution of the Council and each Section shall at all times comply with all requirements of regulations prescribed by the Council, and may at any time be dissolved by the Council. *Sections*

## NOTICE

- 103 (a) A notice which may or may not be contained in the Journal may be served by the Institute upon any member either personally or by sending it through the post in a pre-paid letter addressed to such member at the address appearing in the Register of Members. *Service of notice*
- (b) No member of any class not having a registered address in Hong Kong shall be entitled to receive any notice, and proceedings may be held and taken without notice to such person in the same manner as if he had had due notice.
- (c) Any member described in the Register by an address not in Hong Kong who from time to time gives an address in Hong Kong at which notices may be served upon him shall be entitled to have notices served upon him at such address, and the Council may at its discretion cause notices to be sent to members other than those having for the time being an address on the Register of Members in Hong Kong.
- (d) Any notice, if served by post shall be deemed to have been effectively served not later than seventy-two hours after the same have been posted, and in providing such service it shall be sufficient to prove that the notice, or letter containing the notice, was properly addressed, pre-paid and posted. *When service effected*

## INDEMNITY

- 104 Subject to the provisions of the Ordinance but without affecting any indemnity to which a member of the Council may otherwise be entitled: *Indemnity of members*
- (a) No member of the Council or other officer of the Council shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Council in consequence of the execution of the duties of his office or in relation thereto;
- (b) Every member of the Council or other officer of the Council shall be indemnified out of the assets of the Institute against any losses or liabilities incurred by him.
- (i) in defending any civil or criminal proceedings in which he is acquitted or judgement is given in his favour in relation to the affairs of the Institute; and
- (ii) in connection with any application in which relief is granted to him by Court from liability for negligence, default breach of duty or breach of trust in relation to the affairs of the Council; and
- (iii) in or about the execution of the duties of his office or otherwise in relation thereto.

## DISSOLUTION

- 105 Clause 7 of the Memorandum relating to the winding-up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in *Winding-up*

these Articles.

## **REGULATIONS, CODES, RULES, AND REGULATIONS**

- 106 The Council may from time to time make, alter or repeal, such Regulations, Codes, Rules, and Bye-Laws as they may deem necessary or expedient for ensuring the carrying into effect of the objects of the Institute and for its proper conduct and management not involving any amendments or additions to the Articles as could only legally be made by special resolution and not being contrary to the Memorandum. **Generally**
- 107 The Council shall adopt such means as they may deem sufficient to bring to the notice of members of the Institute all such Regulations, Codes, Rules, and Bye-Laws, which so long as they be in force shall be binding on all members of the Institute. **Notification of members**

## **REGISTER OF MEMBERS**

- 108 A Register of all members of the Institute shall, subject to the provisions of the Ordinance, be kept and maintained at the Office of the Institute. Such Register shall show the class of membership to which each and every member of the Institute has been admitted. **Register**

## **THE JOURNAL**

- 109 The Council may cause to be published an official publication (in these Articles called the 'Journal') which as and when published shall be sent to each member. The Journal may be used by the Council or by the Secretary for the publication of such notices, including notices of General Meetings, results of polls and other information as the Council shall direct. **Journal**

## **Professional Facility Management Establishments**

- 110 The Council may register organizations as Professional Facility Management Establishments (PFMEs). **Professional Facility Management Establishments**
- 111 The establishment must have at least one Member, Fellow or Honorary Fellow of the Institute or equivalent of another professional institute accepted by the Council. It shall be service provider, facility management undertakings, education or research entity, etc. and be active in advocating quality practice in the field of facility management and the promotion of facility management as a prime profession. It shall be in good standing in the local community and subscribe to the Institute's Vision and Mission. The decision of the Council of the Institute on registration is final and no reason will be given for not registering individual organizations. **Requirements for Registration**
- 112 The establishment can engage in networking with FM practitioners in Hong Kong and elsewhere through established channels; use a PFME logo designated by the Council; have a linkage on the Institute Homepage under a categorized list; reach the Institute membership through a designated contact; and have such other benefits as solicited by the Institute from time to time. **Benefits**
- 113 An application for registration shall be accompanied by the relevant application fee and annual registration fee for the time being payable or such part thereof as the Council may from time to time prescribe. The application fee and annual registration fees shall be such as may be from time to time determined by the Council. **Application fee and annual registration fee**
- 114 The successful organisation will be presented with a specially designed PFME plaque and certificate. A list of registered PFME will be posted on the Institute's homepage. The plaque and certificate are the property of the Institute and should be returned in the event of non-continuation of registration due to voluntary withdrawal, non-renewal, cessation of meeting registration requirements or expungement. **Plaque and certificate**

# BYE-LAWS OF THE HONG KONG INSTITUTE OF FACILITY MANAGEMENT LTD

## PRELIMINARY

- 1 In these Bye-Laws unless there is something in the subject or context inconsistent therewith: **Interpretation**
- “the Institute” means the Hong Kong Institute of Facility Management Limited;  
“the Council” means the Council of the Institute;  
“members” or “membership” means all persons who are corporate or non-corporate members of the Institute;  
“corporate members” means the Fellow and Member classes of members of the Institute;  
“the Articles” means the Articles of Association of the Institute;  
“the Office” means the registered office of the Institute;  
“the Regulations” means the Regulations made by the Council under the Articles from time to time;  
Words importing the singular number only shall include the plural number, and vice-versa. Words importing the masculine gender only shall include the feminine gender. The headings and marginal notes hereto shall not affect the construction of these Bye-Laws.

## QUALIFICATIONS OF CORPORATE MEMBERS AND NON-CORPORATE MEMEBRS

- 2 There shall be the following classes of corporate members which term shall include: **Classes of membership**
- (a) Fellow  
(b) Member
- The Institute may also have attached to it non-corporate members which term shall include:
- (a) Honorary Fellow  
(b) Associate  
(c) Student
- 3 A **Fellow** shall be a person who either shall be a Fellow at the date of adoption of these Bye-Laws, or being not less than twenty-eight years of age shall be a Member of the Institute and shall have been in position of responsibility for a period of not less than seven years. **Fellow**
- Provided that the Council shall have the powers to grant a Direct Fellow membership:
- (i) to applicants who being not less than twenty-eight years of age possess the academic qualifications for corporate membership as specified in Bye-law 12 and who are and have been in employment approved by the Council in positions of responsibility for a period of not less than seven years;
- (ii) in exceptional circumstances to applicants who have achieved recognised outstanding eminence in the practice or teaching of the arts and sciences concerned with facility management or who are engaged in research which is designed or may ensure to improve or benefit the said practice or those engaged therein; and shall be elected a Fellow of the Institute.
- 4 A **Member** shall be a person who either shall be a Member at the date of first adoption of these Bye-Laws on 21 March 2000, or at the time of his application for election, **Member**
- (i) shall be actually engaged in manner satisfactory to the Council, in the facility management field; and
- (ii) shall possess the professional qualification prescribed by Regulations and have at least two years’ relevant post-qualification experience and provide a satisfactory written submission as are prescribed by the Council in the Regulations for Members; or

- (iii) shall possess the academic qualification prescribed by Regulations and have at least two years' approved training and practical experience as are prescribed by the Council in the Regulations for Members and shall have passed such assessment of competence as those Regulations shall from time to time prescribe; or
- (iv) shall have had experience in facility management field for at least 12 years with attainment of a high level of competence not less than that of a member, have now attained a senior executive position, provide a satisfactory written submission as are prescribed by the Council in the Regulations for Members, and pass an interview to be set up by the Council or of any duly appointed Committee thereof;

shall be elected a Member of the Institute.

- 5 An **Honorary Fellow** shall be a person holding senior position who has made a significant contribution to the knowledge and practice of facility management may by invitation by the Council for election to the Institute as Honorary Fellow of the Institute. ***Honorary Fellow***
- 6 An **Associate** shall be a person who either shall be an Associate at the date of adoption of these Bye-Laws, or interested in facility management and with recognised academic qualification as approved by the Council may be elected as an Associate. ***Associate***
- 7 A **Student** shall be a person who is interested in facility management and has enrolled in a recognised professional course as approved by the Council may be elected as a Student. ***Student***

## **NOMINATION**

- 8 Except as provided by Bye-Laws 9 and 10 the form of application to be completed by a candidate for election or transfer as a Fellow shall bear the signatures of two proposers who shall be corporate members both of whom must be Fellows. The form of application to be completed by a candidate for election or transfer as a Member or Associate shall bear the signatures of three proposers who shall be corporate members and the principal proposer must be a Fellow. ***Generally***
- No person may act as a proposer for the purpose of this Bye-Law unless he is a Fellow or Member of the Institute and he personally knows the candidate.
- 9 Notwithstanding the conditions as to the requisite proposers contained in Bye-Law 8 the Council may in special circumstances, if and when in their absolute discretion they shall so decide, accept in their place recommendations from responsible persons engaged or who have been engaged in kindred professions testifying to their personal knowledge of his qualifications and professional standing. In such a case the Council may, if they think fit, treat his form as in order and as complying with these Bye-Laws. ***Nomination in special circumstances***
- 10 Where in any special case a candidate declares that he is not personally acquainted with the requisite number of proposers the Council, if satisfied with his declaration and with his qualification, may, if they think fit, treat his form as in order as complying with these Bye-Laws. ***Declaration of absence of requisite nomination***

## **RETIREMENT OF MEMBERS**

- 11 Any Fellow, Member or Associate who having satisfied the Council that he has retired from practice may be transferred, at the discretion of the Council, to the Retired List on such terms as may be from time to time prescribed by the Council and upon such transfer and for the duration thereof he shall pay such reduced annual subscription as the Council may from time to time determine. No members of any class transferred to the Retired List shall have the right to become members of the Council but they shall otherwise retain the rights applicable to their class of membership. ***Retired list***

## ACADEMIC AND PROFESSIONAL QUALIFICATION FOR CORPORATE MEMBERSHIP

- 12
- (a) The Council may conduct examinations or approve examinations in appropriate subjects to be conducted on their behalf for approved candidates for election as members. ***Examinations and academic qualifications***
  - (b) The time and place or places at which such examinations shall be held, the subjects they shall comprise, the fees to be paid or deposited by candidates in respect of such examinations and the conditions under which candidates may be elected thereto shall be prescribed by the Regulations as made from time to time by the Council.
  - (c) The academic standard required by the Council for the election of Members shall not be less than that of a degree for the time being awarded by an approved academic institution in Hong Kong SAR or overseas.
  - (d) The Council may withdraw recognition from any academic qualification awarded if, after scrutiny, they deem that the standard has fallen below that of degree for the time being awarded by an approved institution in Hong Kong SAR or overseas.

## UNDERTAKING TO OBSERVE REGULATIONS

- 13
- Every applicant for membership shall undertake that he will, if elected:
- (a) *observe and be bound by the Memorandum and the Articles, the Bye-Laws, Regulations, Codes and Rules of the Institute from time to time in force so long as he is a member; and* ***Undertaking to be given by Members***
  - (b) not use any description or letters denoting or implying that he is a member of any class of membership than that to which he was elected; and
  - (c) not use any description or letters denoting or implying membership on ceasing to be a member; and
  - (d) return to the Institute his certificate of membership in the event of his ceasing to be a member.
- 14
- (a) A Corporate member of the Institute shall be entitled to describe himself as a "Professional Facility Manager" and use the exclusive designation "PFM". ***Designation of Corporate Member***
  - (b) The following designatory letters of membership may be used by members of the appropriate class so long as membership in that class continues:

Honorary Fellow	Hon.PFM
Fellow	F.PFM
Member	PFM
  - (c) An Associate shall be entitled to use the exclusive designation "AHKIFM". ***Designation of Associate***
- 15
- Where at least two Corporate members together, or jointly in partnership with persons who are not Corporate members of the Institute, act as firm, they are entitled to use to appropriate Corporate description for such firm but shall not use as part of the title of that firm the designatory letters of the Institute. ***Joint use of designation***

## DESIGNATION OF PRESIDENT, PAST PRESIDENT, VICE-PRESIDENT

- 16
- (a) On appointment, and for the duration of his office, the President shall be entitled to use the title "President of the Hong Kong Institute of Facility Management" and the designatory letters "PresHKIFM" in addition to the designation appropriate to his class of membership. ***President***
  - (b) On relinquishing office a President shall be entitled to use the title "Past President of the Hong Kong Institute of Facility Management" and the designatory letters "P.PresHKIFM" in addition to the designation appropriate to his class of membership so long as he remains a Corporate member or retired Corporate member of the Institute. ***Past President***
  - (c) On appointment, and for the duration of his office a Vice-President shall be entitled to use the title "Vice-President of the Hong Kong Institute of Facility Management" and the designatory letters "V.PresHKIFM" in addition to the designation appropriate to his class of membership. ***Vice-President***

## OFFICERS

- 17 (a) There shall be the following Honorary Officers of the Institute: *Honorary Officers*
- (i) President;
  - (ii) Vice-President;
  - (iii) Honorary Secretary; and
  - (iv) Honorary Treasurer.
- (b) The President shall be a Fellow of the Institute and the other Honorary Officers shall be Fellows or Members of the Institute.
- (c) No person may at the same time hold more than one Office save that in the event of the death or resignation of the President the Council shall appoint an Acting President from among the remaining Officers or Immediate Past President serving on the Council in accordance of Bye-Law 19. He shall have the full powers of the President.

## THE COUNCIL

- 18 (a) The Council shall consist of: *Composition of Council*
- (i) The President (who shall be Chairman);
  - (ii) The Vice-President referred to in Bye-Law 17(a)(ii);
  - (iii) The Immediate Past President, or, subject to Bye-Law 19, any Past President;
  - (iv) The Honorary Secretary;
  - (v) The Honorary Treasurer;
  - (vi) Six Ordinary Members of the Council;
  - (vii) The Chairman of each Standing Committee; and
  - (viii) Such co-opted members of the Council as provided by Bye-Laws 20(a) and 20(b).
- (b) No person shall be eligible to serve as a member of the Council unless he is a Corporate member save as provided in Bye-Law 20(a) or 20(b).

## PAST PRESIDENT TO SERVE ON COUNCIL

- 19 The person who is the Immediate Past President shall be a member of the Council for the year following his term of office as President excepting that if such person is unwilling or unable to serve, the Council may appoint another Past President who is able and willing to serve.

## COUNCIL CO-OPTIONS

- 20 (a) The Council at its first meeting shall as far as possible co-opt an Associate. *Co-option of Associate*
- (b) In addition to Bye-Law 20(a), the Council shall have power to co-opt such other members of the Institute as the Council may from time to time and at any time think fit but not exceeding two in number. *Other Council Co-option*
- (c) A member co-opted under the provisions of this Bye-Law shall serve for a period of one year but shall be eligible for re-appointment. No such member shall be co-opted for more than three consecutive years but may be eligible for re-appointment provided that at least one year has elapsed since the date of his retirement from that appointment. *Period of co-options*
- (d) Non-corporate members shall be entitled to vote and act in all respects as a member of the Council during the period of their co-option. *Votes of non-corporate members*

## TERM OF OFFICE

- 21 The Council shall meet in October or such other time the Council shall decide each year when the President elected in accordance with Bye-Law 24 shall be installed in the chair and at the date of such meeting the outgoing Officers and other members of the Council shall vacate office and their places shall be taken by those newly elected. *Installation of President and members of Council*
- 22 Two ordinary members of the Council shall be elected to hold office for three years from the date provided by Bye-Law 21 and at such date two ordinary members of the Council shall retire. The Members to retire shall, subject to Article 70, be those who have been longest in office since their last election save that two of the six ordinary members of the Council first elected as provided by Bye-Law 26 shall retire after one year, but shall be eligible for re-election, and a further three after two years, as determined by lot. *Rotation of ordinary members of Council*



- 23 Save as provided in Bye-Law 22 and except for the purposes of filling a causal vacancy no member who has held office as an ordinary member of the Council shall be eligible for re-election unless at least one year has elapsed since the date of his retirement from that office. For the purpose of this Bye-Law the period between the close of one Annual General Meeting and the close of the next Annual General Meeting shall be deemed to be a year notwithstanding that a calendar year may not have elapsed. Nothing in this Bye-Law contained shall prohibit the election of any person eligible to hold an Office, to any such office at any time. **Eligibility for re-election**

## **ELECTION OF OFFICERS AND COUNCIL**

- 24 The President for the next ensuing year of office shall be elected by the Council from amongst the members of the Council, such election to take place and the result notified to the members as provided by Bye-Law 26. The President must be elected from members of the Council who have served on the Council for at least 1 year except in the formation years of the Institute. **Election of President**
- 25 Save as provided by Bye-Law 24 the Officers and such other ordinary members of the Council as under these Bye-Laws fall due for election shall be elected annually by a ballot taken by means of voting papers circulated among the corporate members of the Institute or such other electronic means adopted by the Council. **Election of Officers and Council**
- 26 Not later than eight weeks before the date of each Annual General Meeting the Honorary Secretary under the direction of the Council shall send to each corporate member entitled to receive notices a notice containing the following: **Council's list of candidates**
- (a) the names of the ordinary members of the Council due to retire at the expiration of the respective periods of office as hereinbefore provided
  - (b) the name of the President elected by the Council for the next ensuing year as provided by Bye-Law 24;
  - (c) a list of qualified persons whom the Council nominates as candidates for the election as Vice-President, as Honorary Secretary, as Honorary Treasurer, and as ordinary members of the Council for the next ensuing year stating in every case the particular office for which each is proposed.
- 27 The notice referred to in Bye-Law 26 shall be accompanied by an invitation for the nomination in writing of any duly qualified person as a candidate for election as Vice-President, as Honorary Secretary, as Honorary Treasurer, or as an ordinary member of Council for the next ensuing year. The nomination shall state the particular office for which the candidate is nominated, and shall be signed by two Corporate members making the nomination together with the assent in writing of the candidate named therein to accept office if elected. Nomination papers shall be delivered at the office the Institute not later than twenty-one days after the issue of the notice. No nomination shall be effective unless every person nominated and every person making the nomination shall be entitled to vote at General Meetings of the Institute. **Nomination**
- 28 Not later than five weeks after the issue of the notice referred to Bye-Law 26 the Honorary Secretary under the direction of the Council shall send to each Corporate member of the Institute entitled to receive notices of General Meetings a notice of the date time and place of the Annual General Meeting and a voting paper in such form as the Council may from time to time think fit, containing the names of all the candidates properly nominated for election as Officers other than the office of President and as ordinary members of the Council. **Voting paper**
- 29 Each voting paper shall clearly state the number of vacancies in each group of the Council and the voting form shall specify that the number of votes must not exceed the required number of candidates in each group. Voting papers not completed in accordance with the instructions shall be invalid. Each voting paper shall be returned to the Office of the Institute by hand or through the post pre-paid in the envelope provided or electronically to arrive not less than seven clear days before the date fixed for the ensuing Annual General Meeting and any voting paper not so delivered shall be ineffectual and shall be disregarded. **Procedure for voting**

- 30 The President, or failing him, the Vice-President, shall at a convenient time before the Annual General Meeting, appoint from among the Corporate members of the Institute not less than three scrutineers, any two of whom shall form a quorum at any meeting of the scrutineers. ***Appointment of scrutineers***
- 31 All voting papers received at the Office of the Institute shall be opened in the presence of, and examined by, the scrutineers. ***Scrutiny***
- 32 The scrutineers shall make and sign a report in which they shall state the total number of voting papers received, the number rejected and the grounds for rejection, the total number of votes cast in favour of each candidate, and the names of successful candidates and the offices to which respectively they have secured election. If there is an equality of votes in favour of two or more candidates, one or more of whom must be unsuccessful, the report shall so state. The report shall be enclosed in a sealed envelope delivered by the scrutineers to the Honorary Secretary and shall not be opened except at the Annual General Meeting. ***Report on scrutiny***
- 33 If there be such equality of votes as aforesaid the fact shall be reported to the Annual General Meeting which shall thereupon determine which of the candidates who have received an equality of votes are to be successful and which are unsuccessful. ***Equality of votes***
- 34 The voting papers, after examination by the scrutineers, shall be placed in a packet which shall be sealed and delivered to the Honorary Secretary who shall retain the lists until one month after the Annual General Meeting, and shall then cause them to be destroyed. ***Disposal of voting papers***



