

**CONSTITUTION
OF
HKU SPACE MEDIATION PRACTICE ALUMNI SOCIETY**

“香港大學專業進修學院調解實務校友會憲章”

I. INTERPRETATION

Unless otherwise stated:

“Constitution” means the Constitution of the HKU SPACE Mediation Practice Alumni Society

“Executive Committee” means the Society’s governing executive committee.

“Founding Executive Committee” means the first founding Executive Committee.

“Executive Member(s)” means members sitting on the Executive Committee.

“General Meeting” is defined in Article VI.

“Society” means the HKU SPACE Mediation Practice Alumni Society in English, or 香港大學專業進修學院調解實務校友會 in Chinese.

“Member(s)” is defined in Article V.

“HKU SPACE” means the University of Hong Kong’s School of Professional and Continuing Education.

“Patron “ is defined in Article X.

“Advisor(s) is defined in Article XI.

“Legal Counsel” is defined in Article XII.

II. OFFICIAL LANGUAGE

2.1 The official languages of the Society shall be Chinese and English.

2.2 Where there is a difference in meaning between English and Chinese, in writing or otherwise, the English meaning prevails.

2.3 Chinese language means Cantonese Dialect or Putonghua.

III. OBJECTIVES

- 3.1** To foster and promote communication, network and opportunity for the Members to practice as a mediator.
- 3.2** To advise, assist and educate individuals who are interested in mediation.
- 3.3** To promote and enhance public understanding of the mediation profession.
- 3.4** To support and subscribe to charitable organization or public body deemed worthy by the Society.
- 3.5** To cultivate a sense of belonging to the HKU SPACE.
- 3.6** To provide a platform for the exchange of ideas and experience among the Members and other professional mediators for the overall growth of the mediation profession.
- 3.7** To enhance the competence of the Members as mediators.

IV. Executive Committee

Power

- 4.1** The Executive Committee is responsible for the management of the activities, affairs and business of the Society.
- 4.2** The Executive Committee may delegate responsibilities of management by appointing an Executive Member to chair a sub-committee, and determine functions and powers thereof. [A sub-committee chair shall report to the Executive Committee regularly, or as otherwise directed by the Executive Committee.]

Formation

- 4.3** The Executive Committee shall comprise of at least 5 but no more than 10 Full Members of the Society.

- 4.4** The Executive Committee shall comprise the following positions: one (1) Chair, two (2) Vice-chair, one (1) Honorary Secretary, one (1) Honorary Treasurer, and Executive Members. [one (1) Honorary Legal Secretary/ Legal Adviser].
- 4.5** Save for the Founding Executive Committee, the Executive Committee shall be elected annually by the Full Members of the Society.
- 4.6** Positions of the Executive Committee shall be determined by the Executive Committee internally:-
- 4.6.1** Each of the positions of the Executive Committee shall be elected by a simple majority thereof.
- 4.6.2** Each Executive Member shall have one vote.
- 4.6.3** Where there is an even number of votes, the Chair shall have the casting vote.
- 4.6.4** Where there is an even number of votes in electing the Chair, [the Executive Members shall re-cast their votes in order to obtain a majority. And, in the event of an equality of votes again, there shall be the Co-Chairs.
- 4.7** The Founding Executive Committee was constituted pursuant to the 1st meeting of the HKU SPACE Mediation Practice Alumni Society which was held at August 2, 2012 . at Metropol Resturant ,Admiralty . The Founding Committee shall hold office until June 30, 2015.
- 4.8** Nominations for election as one of the Executive Members shall be submitted in writing both to the Chair and to Secretary not less than seven (7) calendar days before an Annual General Meeting.
- 4.9** All of the Executive Members shall render their service on a voluntary basis and shall not receive remuneration for sitting on the Executive Committee.

Terms

- 4.10** Each Executive Member shall serve a term of 2 years.
Only those Executive Member(s) elected at 2015 AGM except The Chair, Vice-Chair , Secretray and Tresurer will serve a term of One (1) year only.
- 4.11** An Executive Member who has served two consecutive terms must abstain from serving the Executive Committee for at least 2 consecutive years before becoming eligible again to stand for election.
- 4.12** Where an Executive Member has served a term for less than 2 years as a result of replacing a predecessor who was unable to complete the full term, such time shall not be defined as a “term” for the purpose of Article 4.9 and Article 4.11.

Executive Committee’s Meeting

- 4.13** The Executive Committee shall meet once two (2) month(s) or as otherwise directed by the Chair.
- 4.14** The Executive Committee has the power to convene an Annual General Meetings (“AGMs”) or Extraordinary General Meetings (“EGMs”). The Executive Committee shall appoint a date, time and location of AGMs and EGMs as it deems fit and appropriate.
- 4.15** The quorum for a meeting of the Executive Committee is 50% of the Executive Committee, one of whom must be the Chair or Vice-chair.
- 4.16** Notwithstanding Article 4.15, where a meeting of the Executive Committee is attended by fewer than 50% of the Executive Committee, the Chair or Vice-chair may authorize such a meeting to proceed as though there is a quorum, provided at least a total of four (4) Executive Members are present.
- 4.17** Unless otherwise stated, a motion is passed by a simple majority vote [of the Executive Members present].
- 4.18** The Executive Committee shall keep proper minutes of its meetings.

- 4.19** An agenda shall be sent to the Executive Members seven (7) calendar days prior to its meetings.

Removal of Committee Members

- 4.20** An Executive Member may be removed by no less than a two-third (2/3) majority vote of the Full Members present in an EGM.
- 4.21** Where a purpose of convening an EGM is to discuss the removal of an Executive Member and upon notice to convene such EGM being issued, all powers held by the Executive Member [in this respect] shall be suspended until the motion for removal has been put to a vote in the EGM.
- 4.22** Only Full Members may vote on a motion to remove an Executive Member.
- 4.23** In the extraordinary event that the whole Executive Committee is removed in an EGM, Full Members attending the EGM shall nominate a provisional Chair by a simple majority vote of the Full Members attending the EGM who may form a provisional Committee until the next election.

Resignation of Committee Member

- 4.24** Any Executive Member who wishes to resign shall submit a written notice to the Chair.

Vacancies

- 4.25** Where vacancy in the Executive Committee becomes available prior to the expiry of an incumbent Executive Member's term, any Full Member shall be eligible to fill the vacancy AGM or EGM. The elected shall serve the remaining term of the predecessor.
- 4.26** Where there is an even number of votes, the Full Members must cast their votes again until a simple majority emerges.

V. Members

5.1 Full Members are full-time or part-time students who have completed at least one mediation course offered by the HKU SPACE, including any short courses, conducted in English or Chinese [or otherwise], and upon payment of the prescribed membership fee.

5.2 Full Members may:-

5.2.1 use the facilities provided by the Society;

5.2.2 attend events organized by the Society;

5.2.3 vote, speak and form quorum in General Meetings;

5.2.4 be elected as an Executive Member; and

5.2.5 inspect the minutes of General Meetings.

Full Members shall:-

5.2.6 abide by the Constitution;

5.2.7 act in accordance with resolutions passed in General Meetings;

5.2.8 refrain from acting in a manner which is detrimental to the interest and welfare of the Society or bring the mediation profession into disrepute or otherwise cause embarrassment to other members of the Society;

5.2.9 pay membership fee as determined by the Executive Committee from time to time.

5.3 Associate Memberships are granted with the approval of the Executive Committee and upon payment of the prescribed membership fee. Associate Membership may be granted to individuals who have not taken a mediation course offered by the HKU SPACE, but have contributed to

the Society in a way that the Executive Committee deems appropriate to grant so.

5.4 Associate Members may:

5.4.1 speak in General Meetings without the right to vote.

5.4.2 participate in Society events.

Associate Members shall:-

5.4.3 abide by the Constitution;

5.4.4 act in accordance with resolutions passed in General Meetings;

5.4.5 refrain from acting in a manner which is detrimental to the interest and welfare of the Society or bring the mediation profession into disrepute or otherwise causes embarrassment to other members of the Society.

5.4.6 pay membership fee as determined by the Executive Committee from time to time.

VI. General Meetings:

6.1 A General Meeting includes Annual General Meeting or Extraordinary General Meeting. Annual General Meeting is held once a year. The Executive Committee shall designate a date, time and venue for Annual General Meeting. The Executive Committee shall send a written notice and an agenda of the Annual General Meeting to all Members by mail, facsimile, email or other means at least fourteen (14) calendar days prior to a proposed Annual General Meeting.

6.2 Extraordinary General Meeting shall be convened as and when the Executive Committee deems appropriate or pursuant to Articles 6.3 to 6.4 below.

- 6.3** Extraordinary General Meeting may be convened by an Executive Member, or by a written requisition signed by 25% of the body of the Full Members.
- 6.4** Once there is a written request to convene an Extraordinary General Meeting pursuant to Article 6.3, the Executive Committee shall send a written notice and an agenda of the Extraordinary General Meeting to all Members by mail, facsimile, email or other means at least 14 calendar days prior to a proposed Extraordinary General Meeting. The Chair shall duly convene such a meeting not less than 28 days upon receipt of the said written notice.
- 6.5** A resolution passed in a General Meeting is binding on the whole Society including the Executive Committee.

Scope

- 6.6** The following business shall be resolved in a General Meeting:
- 6.6.1** To adopt minutes of the previous Annual General Meeting or Extraordinary General Meeting;
 - 6.6.2** To receive the annual statement of accounts for the last financial year;
 - 6.6.3** To nominate, elect and remove the Executive Committee or any Member(s) thereof;
 - 6.6.4** To decide working direction(s) of the Society;
 - 6.6.5** To amend the Constitution;
 - 6.6.6** To dissolve the Society; and,
 - 6.6.7** To conduct any other business,
- 6.7** An annual report of the incumbent Chair shall be adopted in an AGM only.

- 6.8** A financial statement of the calendar year shall be adopted in an AGM only.
- 6.9** The Chair of the Executive Committee shall be the Chair in General Meetings. Where the Chair is absent, the Vice-chair shall chair a General Meeting.
- 6.10** The Secretary of the Executive Committee shall be the General Secretary of General Meetings. The General Secretary is responsible for taking notes and preparing minutes thereof. Where the General Secretary is absent, the Chair may appoint a Full Member for the purpose of note taking and preparing minutes for a meeting.

Notice

- 6.11** Notice of General Meeting shall be circulated amongst Full and Associate Members not less than 14 days prior to a proposed Annual General Meeting or a proposed Extraordinary General Meeting.
- 6.12** Notice shall be effective if published in a manner that is accessible to the Full and/or Associate Members including but not limited to by e-mails, posting or Fax or on the HKU SPACE website or notice board or such other platform as designated by the Executive Committee from time to time , or by letters.

Quorum

- 6.13** The quorum for [a General Meeting] shall be 20 Full Members or 20% of the entire body of Members, whichever is fewer.

VII. Finance

Financial Year

- 7.1** The financial period of the Society shall commence from 1 July of each year to the 30 June of the following year.

Executive Fund

- 7.2** Where there is surplus in a bank account of the Society at the end of the financial year, the incumbent Executive Committee shall cause

the surplus to be transferred to the executive fund (“Executive Fund”) prior to an election.

7.3 All transactions involving use of the Executive Fund must be approved in a General Meeting.

7.4 All use of the Executive Fund must comply with the objectives of the Society.

Membership Fee

7.5 The amount of membership fee for the Full Members and Associate Members shall be determined by the Executive Committee and may be revised annually.

7.6 Once received, all membership fees shall not be refundable

Bank Account

7.7 The Founding Executive Committee shall open a bank account of the Society.

7.8 The Chair and Honorary Treasurer of the Executive Committee shall be the joint signatories of the said bank account(s).

7.9 All expenditure and payments from the said bank account shall be approved by at least 2 Executive Members.

7.10 The Executive Committee shall keep proper accounts in respect of (a) all monies received and spent by the Society and the matters in respect of which such receipts and expenditure take place; and (b) the assets and liabilities of the Society.

VIII. Amendment of the Constitution

8.1 The right to instigate amendment to this Constitution lies with the Executive Committee.

- 8.2** A motion to amend the Constitution must be tabled by an Executive Member. This motion shall not be passed unless two third (2/3) of the Executive Members vote in favour of the motion.
- 8.3** Subsequent to the motion to amend the Constitution being passed by the Executive Committee, the Executive Committee shall convene an Extraordinary General Meeting within 14 days and cause the same motion to amend the Constitution to be listed in an agenda thereof.
- 8.4** The Chair may list the motion to amend the Constitution in an agenda of an Annual General Meeting provided an Annual General Meeting is to take place within 14 days subsequent to the motion to amend the Constitution being passed by the Executive Committee.
- 8.5** No amendment shall be made to this Constitution unless 25% of the Full Members voting at a General Meeting agree.

IX. Dissolution and Liabilities

- 9.1** The Society shall be dissolved by resolution passed in a General Meeting. A resolution to dissolve the Society shall not be passed unless two third (2/3) of the attending Full Members vote in favour of the motion.
- 9.2** The right to table a motion to dissolve the Society in a General Meeting lies exclusively with the Executive Committee. In tabling a motion to dissolve, the Executive Committee shall attach a proposal to settle the Society's existing liability and method of distributing the Society's funds and assets. No motion to dissolve the Society shall be tabled in a General Meeting unless the said proposal is attached.
- 9.3** The Executive Committee shall not table a motion to dissolve the Society unless two third (2/3) of the Executive Members agree.
- 9.4** Before the dissolution of the Society, the Executive Committee shall ensure all liabilities lawfully incurred by the Society are discharged.

Liabilities

9.5 The liability of each member shall not exceed One Hong Kong Dollar.

X. Patrons : Founding Executive Committee to consider the function of the

Patrons and Advisors.

10.1 The incumbent principals of the College and Schools shall be deemed as the patrons of the Society.

10.2 Without prejudice to Clause 10.1, person(s) nominated by the Executive Committee will be Patrons of Society provided always that such nomination be resolved by the Full Members at the AGM or EGM.

10.3 The Patrons may provide advice or input on matters concerning the College and the Schools, as well as facilitate communications between the Society and HKUSPACE generally.

XI. 11.1 All the trainer(s) and co-trainer(s) of HKUSPACE Mediation course shall become the Advisors to the Society unless they indicated otherwise.

11.2 The Advisors may provide advice or input on matters concerning the College and the Schools, as well as facilitate communication between the Society and HKUSPACE generally.

XII. 12.1 A qualified solicitor or barrister so appointed by Executive Committee to advise on the legal matters of the Society.

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