

THE HONG KONG COUNCIL OF SOCIAL SERVICE
CONSTITUTION

Incorporated under Ordinance Cap. 1057 of 1964 Ed.

PREAMBLE

1. The Council has framed this Constitution in the belief that the provision and development of social services in Hong Kong should strive towards the achievement of a higher quality of life for the individual and the local and international community with these priorities:
 - (a) the continual affirmation of the intrinsic value of the dignity and worth of every human being;
 - (b) the provision of equal opportunities to all citizens for the maximum growth of personal potentials;
 - (c) the establishment of channels for all citizens to participate actively and meaningfully in society;
 - (d) the creation of a society which provides a sense of identity to its citizens; which offers acceptance and concern to its mal-adjusted members; which strives for progressive changes in public policy.

NAME

2. The name of the Council is “THE HONG KONG COUNCIL OF SOCIAL SERVICE” 香港社會服務聯會 (hereinafter called “the Council”).

HEADQUARTERS

3. The Headquarters of the Council shall be situated in Hong Kong.

AIMS AND OBJECTS

The aims, functions and corporate powers of the Council are as follows:

Aims

4.
 - (a) To promote the co-ordination and improvement of social service activities;
 - (b) To develop resources, such as manpower, funds and data, for social service activities;

- (c) To promote public understanding of social service needs and the role of the voluntary agencies in meeting these needs.

Functions

5. In furtherance of the Aims of the Council, the Council shall have the following functions:
 - (a) Agency Network and Development – to co-ordinate and support welfare agencies, promote public understanding and enhance public, the business and other professional sectors’ support in the provision of social welfare services;
 - (b) Service Development and Liaison – to promote social services development, facilitate experience exchange and participate in welfare planning;
 - (c) Quality Management and Efficiency Enhancement – to enhance welfare agencies’ capability, promoting social services efficiency, effectiveness and quality social services.
 - (d) Policy Research and Advocacy – to consolidate experience and findings on evidence-based research, advocate policy improvement, social integration and overall social development in respect of social services;
 - (e) International and Regional Network and Exchanges – to participate in the international welfare arena, promote professional exchange and benchmarking, monitoring of the local implementation of international conventions related to welfare and social development.

Corporate Powers

6. For the purpose of achieving the Aims and carrying out the Functions of the Council, the Council shall have the following power:
 - (a) To receive and administer monies, funds, and supplies by way of contributions, donations, subscriptions, legacies, grants for or towards the above purposes or any of them;

- (b) To acquire, accept leases of, purchase, take hold, and enjoy any lands, buildings, messuages or tenements of what nature or kind soever and wheresoever situate in Hong Kong or elsewhere; to invest monies on deposit in any bank in Hong Kong, or on mortgage of any lands, buildings, messuages or tenements, in Hong Kong or elsewhere or in or upon the mortgage, debentures, stocks, funds, shares or securities, of any corporate or company carrying on business in Hong Kong or elsewhere; to purchase and acquire all manner of goods and chattels whatsoever and to grant, sell, convey, assign, surrender, yield up, mortgage, demise, re-assign, transfer or otherwise dispose of, any lands, buildings, messuages, and tenements, mortgages, debentures, stocks, funds and securities, goods and chattels;
- (c) To set up, invest in, acquire and carry on and operate such business operation and business entity, whether of commercial or charitable nature and whether profit making or non profit making as the Executive Committee shall deem fit;
- (d) To borrow any monies required for the purpose of the Council upon such forms and on such securities as may be determined;
- (e) To do all such other things as are incidental or conducive to the attainment of all or any of the objects set out above.

MEMBERSHIP

- 7. There shall be two categories of membership (collectively “Member”)
 - (a) **Agency Members**
Social service organizations whose aims and objects are in harmony with those of the Council and who have an active interest in the social service field or those who provide as their primary function a bona fide direct social service which helps to meet the existing needs of the community.
 - (b) **Life Members**
Individuals who have been registered as life members prior to the date of September 27, 2001 (hereinafter called “Life Members”), shall be the Life Members of the Council until such time as they withdraw their membership or become deceased.

Membership Rights, Conditions and Liabilities

- 8. Every Agency Member shall appoint two persons as its accredited official representatives, one should be the head, chairperson (or his nominee) of its Board or other similar bodies and the other one should be the chief executive, senior officer (or his nominee) of the agency to act on his behalf in the Council and shall be entitled to change such representatives from time to time. Such appointment and any change thereof shall be communicated to the Council in writing.
- 9. All Agency Members and Life Members shall enjoy rights of membership to avail themselves of the facilities of the Council and to attend, to nominate, to elect, and to be elected at the general meetings of the Council.
- 10. Representatives from Agency Members and Life Members are allowed to attend meetings of all committees, enabling them to keep abreast of the discussion and to give their views. Minutes of the meetings shall be made available for Members’ perusal.
- 11. It is a condition of membership to pay in full membership fees and other levies imposed by the Council as prescribed by Clause 17, and to submit (where applicable) an annual report and audited accounts or certified accounts with regards to annual income and expenditure.
- 12. Member’s liability is limited to the amount unpaid in respect of fees and other levies.

Eligibility Criteria

- 13. Organizations wishing to apply for Agency Membership must fulfill the following criteria before becoming eligible:
 - (a) They must be recognised by the Council as being a non-profit-making body;
 - (b) They must have been in operation for a period of at least one year;
 - (c) They must possess a Constitution or similar document of incorporation;
 - (d) They must publish their annual report and audited accounts or certified accounts with regards to annual income and expenditure.
 - (e) They must comply with such other conditions as may be prescribed by the Executive Committee from time to time.
- 14. Notwithstanding the compliance with Clause 11, the Executive Committee shall have the right to refuse any application for membership without assigning any reason therefor.

Admission Procedures

15. Applications for Agency Membership shall be made to the Executive Committee in such form as may be prescribed by the Executive Committee from time to time. Each application must be proposed and seconded by other Agency Members.
16. The Executive Committee shall consider each application and convey its decision in writing to the applicant within 90 days of the receipt of the properly completed application form. On acceptance by the Executive Committee the name of the applicant shall be placed on the appropriate register of Members and the membership fee as hereinafter prescribed shall become due and payable.

Fees

17. Fees for membership shall be payable annually on the first day of April in such amounts as shall be from time to time determined by the Executive Committee. Fees are payable within thirty days on admission in the full amount with the exception that successful applicants admitted after the thirtieth day of September in any year shall be liable to one-half of the appropriate amount for that year ending on the following thirty-first day of March.
18. No membership fees are liable to be refunded unless in the opinion of the Executive Committee there is good and sufficient cause to do so. The Executive Committee has the right in exceptional circumstances to allow a Member to pay an amount smaller than the currently payable fee.

Membership Obligations

19. Agency Members are required to:
 - (a) Submit copies of their annual reports within 18 months from the end of their financial year; and
 - (b) Submit copies of their audited accounts or certified accounts with regards to annual income and expenditure within 18 months from the end of their financial year.

Termination of Membership

20. Any Member wishing to terminate membership may do so provided that written notice is given to the Executive Committee.
21. The Executive Committee has the right to terminate membership in the following circumstances:-

- (a) If a Member ceases to fulfill the definition of membership as described in Clause 7;
- (b) If an Agency Member ceases to fulfill the eligibility criteria as described in Clause 13;
- (c) If membership fees are unpaid within six months of the due date;
- (d) If an Agency fails to provide audited accounts or certified accounts with regards to annual income and expenditure within 18 months from the end of its financial year;
- (e) If in the opinion of the Executive Committee, the conduct or behaviour of an Agency or Life Member is prejudicial to the good name of the Council.

22. The Executive Committee shall undergo a review of the status of membership of all Agency Members every three years. Termination of membership shall be at the absolute discretion of the Executive Committee.
23. There shall be established and constituted an independent Appeal Board ("the Appeal Board") to handle appeals related to membership. The Appeal Board shall consist of five members, at least three of them shall be representatives from non-governmental welfare agencies and the members of the Appeal Board shall be appointed by the Executive Committee of the Council. The Executive Committee shall also appoint one of the members of the Appeal Board to be the Chairperson of the Appeal Board.

Meetings and Quorum

24. The following meetings of members shall be convened:-
 - (a) There shall be an Annual General Meeting in every calendar year to be held not more than 15 months after the last preceding Annual General Meeting;
 - (b) Any meeting of Members other than the Annual General Meeting shall be an Extraordinary General Meeting.
25. The following business shall be transacted at the Annual General Meeting:-
 - (a) Receive annual reports from the Chairperson and the Chief Executive;
 - (b) Receive, consider and, if deemed fit, adopt the audited annual accounts of the Council and the auditors' report thereon;
 - (c) Elect members of the Executive Committee;
 - (d) Appoint the auditors.

26. The Executive Committee may, whenever it thinks fit, convene an Extraordinary General Meeting and it shall on the requisition of Members representing not less than one-tenth of Agency membership proceed to convene an Extraordinary General Meeting and in the case of such requisition the following provisions shall have effect:-
- (a) The requisition shall state the object of the meeting and must be signed by the requisitionists and delivered to the headquarters of the Council;
 - (b) If the Executive Committee does not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being delivered, the requisitionists may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of the delivery of the requisition;
 - (c) Any such meeting convened by requisitionists shall be convened and held in the same manner as that in which meetings are to be convened by the Executive Committee.
27. Each meeting shall be held at such place as the Executive Committee shall determine.
28. Twenty members personally present shall constitute a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved, but in any other case it shall stand adjourned to such other day, time and place as the Chairperson may by notice to the Members appoint. If at such adjourned meeting a quorum is not present any ten Members present shall be a quorum, and may transact the business for which the meeting was convened.
29. The Chairperson of the Executive Committee, or in his absence the Vice-Chairperson, shall take the chair at every general meeting of the Council. If at any such meeting neither the Chairperson nor a Vice-Chairperson is present within fifteen minutes after the time appointed for holding the meeting or are unwilling to act, the Members present shall choose one of the members of the Executive Committee present as Chairperson of the meeting.

30. (a) Every question submitted to a meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least one Member present in person or by a nominated official representative entitled to vote, and in the case of an equality of votes, the Chairperson of the meeting shall have a casting vote in addition to the vote to which he is entitled as a Member.
- (b) If a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairperson shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. No poll shall be demanded on any question of adjournment. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. Votes may be given by Members present in person or by the nominated official representatives and on a show of hands every member shall have one vote only. In case of a poll every official representative of Agency Members and Life Members present at the meeting shall have one vote each.
- (c) Members may vote by proxy in the following manner:-
The instrument appointing a proxy who need not be a Member of the Council shall be in writing under the hand of the appointer and deposited at the office of the Council not less than 72 hours before the time for holding the meeting at which the person named in such instrument proposes to vote. A proxy may only be appointed for a specified meeting. The instrument of proxy shall be in the following form:-
- “I, _____, being a member of the Hong Kong Council of Social Service hereby appoint _____ as my proxy, to vote for me and on my behalf, at the General Meeting of the Council, to be held on the _____ day of _____ and at any adjournment thereof.
As Witness my hand, this _____ day of _____ 19____
Signed by the said _____
in the presence of _____”
- (d) A resolution put to an Extraordinary General Meeting must be passed by a majority of two-thirds of the votes cast.

31. At any meeting a declaration by the Chairperson that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minute book of the Council shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
32. The Council may invite the Hong Kong Government to nominate representatives from the Government to attend meetings of the Council.

Notices

33. Membership shall be given at least 14 clear days notice of the Annual General Meeting and 14 clear days notice of Extraordinary General Meetings. Such notices shall specify the place, the day and the hour of the meeting and the general nature of the business to be transacted.
34. The accidental omission to give any such notice to or the non-receipt of any such notice by any one or more Members shall not invalidate any resolution passed at any such meeting.
35. A notice shall be deemed to have been given by the Council to any Member, if it is either delivered personally or sent through the post in a pre-paid letter, envelope or wrapper, addressed to such member at the last address of the Member registered with the Council.
36. Any notice required to be given by the Council to Members shall also be sufficiently given, if given by advertisement in local newspaper.

Minutes

37. The Council shall cause proper minutes to be made of all proceedings of meetings of the Council.

EXECUTIVE COMMITTEE

Composition

38. The management and control of the business of the Council shall be vested in an Executive Committee which shall be composed of a maximum number of 30 members comprising:
 - (a) Up to fifteen persons or not less than half of the total members of the Executive Committee elected from the candidates nominated by Agency Members and Life Members;
 - (b) The Chairperson of each Standing Committee or his nominee, ex-officio;

- (c) Up to nine co-opted members;
- (d) One representative from the Joint Council for the Physically and Mentally Disabled;
- (e) Notwithstanding this Clause 38, the Executive Committee may from time to time invite representatives from government departments and relevant organizations to act as observers. For the avoidance of doubt, such representatives are not members of the Executive Committee for the purpose of this Clause 38.

39. At its first meeting after any Annual General Meeting of the Council, the Executive Committee shall elect from among their members the following officers who shall hold office until the following Annual General Meeting:-
 - (a) A Chairperson;
 - (b) A Vice-chairperson;
 - (c) An honorary treasurer.

Term of Office

40. Members elected to the Executive Committee shall hold office for two-year terms or for such period as the Members may decide so arranged that one half of this membership will change each year, with the exception of the first election where half of the elected members, those with a higher number of votes, shall hold office for two years and the other half shall hold a term of office for one year.
41. No person shall be eligible for election to the Executive Committee for more than two successive terms.

Election Procedures

42. The election of members of the Executive Committee shall be conducted in the following manner:
 - (a) Every accredited official representative of Agency Members and Life Members shall have the rights to nominate and to elect members of the Executive Committee.
 - (b) Any persons who are current members of the Board or other similar bodies or paid staff of Agency Members and Life Members shall have the rights to be nominated and to be elected as member of the Executive Committee provided that only one person from each Agency Member may be so nominated and elected at the same election.

- (c) Each candidate for members of the Executive Committee (“the Candidate”) shall be nominated by one accredited official representative of Agency Members and one Life Member or two accredited official representatives of Agency Members provided that one of such accredited official representative should come from the Agency Member of which the Candidate belongs and that if the Candidate is nominated by two accredited official representatives, such two accredited official representatives do not come from the same Agency Member.
 - (d) The nomination process shall proceed not less than 6 weeks before the election.
 - (e) The candidates who receive most votes must be declared elected and in the case of an equality of votes between the candidates being elected by ballots as representatives of members at the Annual General Meeting, the successful candidate shall be determined by lot drawn by the Chairperson of the meeting.
- 43. A co-opted member shall hold office for two years until the second Annual General Meeting of the Council following the date on which he or she was co-opted for such period as the Members may decide, with the exception of the first election where not more than half of the co-opted members shall hold a term of office for one year.
 - 44. Any vacancy occurring in the Executive Committee by reason of death, resignation, being incapacitated or disqualification resulting from an elected member ceasing to be an Agency Member may be filled by the Executive Committee, subject to retirement at the same time as originally set for the member in whose place he is appointed.

Powers

- 45. The Executive Committee may exercise all such powers as the Council is, by this Constitution, authorized to exercise.

Meetings and Quorum

- 46. The Executive Committee may meet together for the dispatch of business. Unless otherwise decided, the Executive Committee shall hold not less than 6 meetings in each year. Six members shall form a quorum.

- 47. The Chairperson or, in his absence, the Vice-chairperson shall preside at meetings of the Executive Committee. If at any meeting of the Executive Committee neither the Chairperson nor Vice-chairperson is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose someone from their number to be chairman of the meeting.
- 48. Formal resolutions at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.

Notices

- 49. Unless otherwise agreed by a majority of members, Executive Committee members shall be given 7 clear days notice of meetings. Such notices shall specify the place, the day and the hour of meeting, and notice of the general nature of the business to be transacted.
- 50. The accidental omission to give any such notice to or the non-receipt of any such notice by any one or more members of the Executive Committee shall not invalidate any resolution passed at any such meeting.

Seal

- 51. The Executive Committee shall provide for the safe custody of the seal of the Council.
- 52. All deeds or instruments requiring the seal of the Council shall be signed by the Chairperson and the Chief Executive, in the capacity of the secretary of the corporation as provided in the Ordinance, or by such other person or persons as the Executive Committee shall from time to time appoint.

Ad Hoc Committee

- 53. The Executive Committee may, under special circumstances and on non-permanent basis, appoint ad hoc committees as it considers necessary for securing the efficient discharge of its functions, and may delegate to any such committee, ad hoc committee or working party any of its powers and duties, provided that no delegation made hereunder shall preclude the Executive Committee from exercising, performing or resuming at any time any of the powers and duties so delegated.

54. Any person may be appointed as a member of any such committee, ad hoc committee or working party notwithstanding that he is not a representative of a Member of the Council.

Minutes

55. The Executive Committee shall cause proper minutes to be made in records provided for the purpose:-
- (a) Of all appointments of sub-committee made by the Executive Committee.
 - (b) Of the names of the members present at each meeting of the Executive Committee and of any sub-committees thereof;
 - (c) Of all resolutions and proceedings at all meetings of the Executive Committee and of its sub-committees.

MANAGEMENT

Staff

56. The Executive Committee shall employ a Chief Executive on such terms as it thinks fit. The Chief Executive shall act on the advice and within policies established by the Executive Committee and shall be responsible for implementation of such policies and the management of the affairs of the Council.
57. The Executive Committee may delegate the responsibility to the Chief Executive to employ such other staff as may be required to carry out the work of the Council.

Finance

58. All cheques drawn on the Council's bank accounts and other negotiable instruments made or issued by the Council shall be signed by any two of the following persons, namely the Chairperson, the Vice-chairperson, the Hon. Treasurer and the Chief Executive, or by such other person or persons as the Executive Committee may from time to time appoint.
59. All contracts and instruments entered into by the Council in the ordinary course of business shall be signed by the Chairperson and the Chief Executive, or by such other person or persons as the Executive Committee may from time to time appoint.

60. The Executive Committee shall lay before the members of the Council in Annual General Meeting an annual report and audited statement of accounts made up to the thirty-first day of March in each year. The statement of accounts shall be audited by an auditor licensed to practise by the Hong Kong Institute of Certified Public Accountants.

Trust Fund

61. (a) There shall be established by the Council a Fund to be known as Hong Kong Council of Social Service Trust Fund (hereinafter referred to as "the Trust Fund"). The sole purpose of this Trust will be to produce income to support designated staff and programmes which in the opinion of the Trustees are within the aims and objects of the Council as set out hereinabove such as providing staff, programs or projects to promote the coordination of social welfare activities, to initiate, develop or modify social welfare (work) programmes and services, to develop and prepare standards of same, to determine effectiveness, efficiency and economy of services, to promote or carry out social welfare research, to carry out public education in respect to social welfare, and to develop recommendations concerning social welfare to the Government, but which staff and / or programmes are not supported by Government subvention or Community Chest Funds. All income to the Trust Fund will be solely under the control of the Trustees and not available to the Council for recurrent or capital expenses.
- (b) The Trust Fund shall be managed by a body of seven trustees, comprising the following:-
- (i) The current chairperson of the Council;
 - (ii) The immediate past chairperson of the Council;
 - (iii) Such other person or persons as the Executive Committee of the Council may appoint and drawn from the business and professional community of Hong Kong;
 - (iv) Any vacancy resulting from the non-acceptance of office by any of the persons referred to in (i) or (ii) above shall be filled by a person or persons to be appointed in accordance with sub-clause (iii) above.
- (c) The Trustees shall have power and authority to apply to the Registrar of Companies, Hong Kong for a Certificate of Incorporation pursuant to the provisions of the Registered Trustees Incorporation Ordinance. The name of the incorporation body shall be "The Incorporated Trustees of the Hong Kong Council of Social Service".

- (d) All Trustees shall be appointed by the Executive Committee. The Trustees shall hold office for the term of two years and shall eligible for no more than two successive re-appointments (a total of six years) except the term of the immediate past chairperson of the Council will end when his successor takes office.
- (e) Vacancies amongst the Trustees shall be filled up by the Executive Committee and upon every appointment of a Trustee and upon every retirement of a Trustee, all such deeds and other acts as the Executive Committee may direct of the purpose of vesting the Trust Fund of the Council then vested in any surviving or continuing or retiring Trustee or Trustees or the personal representative of any last surviving Trustee in the Trustees for the time being shall be executed and done. The process to fill a vacancy must start within 30 days of the vacancy having occurred.
- (f) A Trustee position is defined as vacant if the occupant
 - (i) Submits a resignation in writing;
 - (ii) Dies;
 - (iii) Changes his principal residence from Hong Kong;
 - (iv) Has 4 successive unexcused absences from regular meetings;
 - (v) Is convicted of an offence punishable with imprisonment for a period exceeding 12 months or shall be adjudged bankrupt or become of unsound mind.
- (g) Meetings of the Trustees shall be held from time to time in such manner as they decide. Four members shall form a quorum but a majority or two-thirds majority of the trustees present and not fewer than three votes is required to pass a resolution. The Chairperson does not have an additional casting vote.
- (h) The Trustees shall elect a chairperson from among the Trustees appointed by the Executive Committee. The Trustees shall elect their members to such other offices as they deem useful. All terms of office shall be for one year with no limits on re-election.

- (i) The Trustees shall stand possessed of all monies and other properties whatsoever whether real of personal and whether movable or immovable, which have now or may hereafter be given, donated, subscribed, bequeathed, devised, granted, transferred, assigned, conveyed or otherwise assured to or unto the Council for the purposes of the Trust Fund or which may hereafter be received or acquired by the Council hereunder (all which sums and properties are hereinafter included in the expression, the Trust Fund) and to apply the same in perpetuity for the purposes of the Council and in accordance with and subject to the powers and provisions hereinafter contained.
- (j) The Trustees may appoint a salaried accountant / secretary and such other paid staff as are necessary to administer the Trust Fund. Payment of their remuneration shall be met from income of the Capital of the Trust Fund.
- (k) The Trustees have absolute authority over the investment and other non-contributory income, subject to the following procedures:
 - (i) All income from capital must be allocated upon request of the Executive Committee of the Council, provided the request or requests are in accordance with the following section (ii), and allowing for exception as provided for in sections (iii) and (iv).
 - (ii) Requests must state the purposes of the allocation within the objects of the Constitution, must include reasonable detail, and must note the absence of Government subvention or Community Chest support.
 - (iii) Income may be used to meet the operating expenses of the Trust Fund which must be reviewed (prior to expenditure) by the Executive Committee of the Council and subject to annual audit.
 - (iv) Surplus income shall be carried forward for allocation in subsequent year(s) unless the Trustees in concurrence with the Executive Committee decide to add it to capital.
- (l) All donations to the Trust Fund shall be added to capital.
- (m) The Trustees shall have power to acquire, accept leases of purchase, take, hold and enjoy any lands, buildings, messuages, or tenements of what nature or kind soever and wheresoever situated and also to purchase, acquire and possess such goods and chattels as are required by the Council.

- (n) The Trustees shall further have power by Deed under the seal of the Trustees to grant, sell, convey, assign, surrender, exchange, partition, yield up, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages, tenements, or goods and chattels, forming part of the Trust Fund upon such terms as the Trustees may deem fit.
- (o) The common seal of the Trustees shall be kept in the custody of such person or persons as the Trustees may from time to time appoint for that purpose. The said seal shall not be affixed to any deed, document, or other instrument except by the authority of a resolution of the Trustees and in the presence of at least two Trustees, both of whom shall sign every instrument to which the seal is so affixed.
- (p) The Trustees may pay out of the Trust Fund all rates, costs of insurance repairs and other outgoings at any time payable in respect of the Trust Fund and all expenses of any sale or purchase effected pursuant to sub-clauses (i) and (j) above and may also pay out of the Trust Fund the salaries, wages of all officials and servants and all other expenses of and incidental to the carrying on or the management of the Trust Fund or any purposes connected therewith PROVIDED ALWAYS that no part of the Trust Fund or the income howsoever derived therefrom shall be applied, paid, assigned or transferred directly or indirectly to the Trustees for their own benefit, use or occupation otherwise than as Trustees and for the purposes of the Council.
- (q) The Trustees may from time to time open and maintain a bank account or bank accounts in such bank or banks as they shall from time to time decide and may at any time pay any monies forming part of the Trust Fund to the credit of any such account or accounts or place the same on deposit with any banker or bankers.
- (r) The fiscal year for the Trust Fund shall run from April 1st to March 31st. The Trustees shall cause proper accounts to be kept and arrange for an annual independent audit. The audit shall be presented to each Trustee.
- (s) The Trustees may make rules providing for
 - (i) Procedure in the transaction of business and the maintenance of good order at meeting; and
 - (ii) Generally all matters relating to the administration and management of the Trust Fund and the discharge of its duties.
- (t) The Trust Fund shall be dissolved and the surplus assets, after payment of all the liabilities and the expenses of winding up the Trust Fund, given to a charitable organization preferably of a similar nature to the Council, if:-

- (i) The Executive Committee so votes by a 3/4 vote of all eligible voters, or
- (ii) The Council is legally dissolved or has not held an annual or quarterly meeting for 3 successive years.

STANDING COMMITTEES

- 62. The Executive Committee may from time to time as it deems necessary set up Standing Committees within the Council. The purpose of such Standing Committees shall be to fulfill the aims and carry out the Functions of the Council.
- 63. (a) The composition and size of the Standing Committees shall be decided by the Executive Committee. Not less than half of the members of each Standing Committee shall be elected.
- (b) The election of the Standing Committees shall be held during the Annual General Meeting. Subject to Clause 63(c) below, the election procedures shall follow the same procedures as adopted for the election of the Executive Committee in Clause 42.
- (c) Only one representative from the same Agency Member shall be nominated to become member of the same Standing Committee.
- 64. The members within a Standing Committee shall elect a chairperson from among their members who shall preside at the meetings of the Standing Committee. Not less than 4 meetings shall be held in each year.
- 65. The Standing Committees are accountable to the Executive Committee and its terms of reference shall be approved by the Executive Committee.
- 66. The Executive Committee shall have the power to form specialized committees under the Standing Committees to support the Standing Committees in carrying out the Functions of the Council. The composition, size, tenure, formation and term of reference of such specialized committee shall be decided by the Executive Committee.

AMENDMENT

Review

- 67. This Constitution may be reviewed when necessary.

Procedure for Amendment

68. No amendment shall be made to the Constitution except by a resolution of a meeting of the members of the Council. For this purpose, a resolution shall mean a resolution which is passed by an Extraordinary General Meeting of the members of the Council by a majority of not less than three-fourths of the members present at the meetings, of which at least 14 clear days previous notice shall have been given to all the members of the Council.