

CONSTITUTION OF THE HONG KONG INSTITUTE OF HOUSING

1. NAME

The name of the Institute is “The Hong Kong Institute of Housing”, hereinafter referred to as “the Institute”.

2. OBJECTS

The objects of the Institute are:

- (a) To promote the standards and ideals of the science and art of the profession of housing management;
- (b) To provide a central organization for those engaged in the Profession for the promotion of management of housing estates and property by properly trained and qualified housing practitioners, and generally to foster the improvement of housing in all respects;
- (c) To provide opportunities for the acquisition and dissemination of technical information by and among members of the Profession with a view to improving standards of efficiency;
- (d) To select, train and test by examination and to grant certificates and diplomas and to award prizes to persons desirous of entering the Profession or obtaining advancement therein;
- (e) To co-operate with other bodies and persons in Hong Kong and elsewhere in connection with all or any of the Institute’s objectives;
- (f) To advance and promote learning and education of the Profession and to offer and provide management, teaching and any other service whatsoever for education of the Profession;
- (g) To organize and arrange conventions, conferences, meetings, lectures, classes, exhibitions, demonstrations, displays, shows and gatherings of any kind whatsoever so as to further the Profession;
- (h) To print and publish any publication, newspaper, periodicals, books or leaflets for the promotion or advancement of the objectives of the Institute;
- (i) To promote, support and protect the character, status and interests of housing managers in Hong Kong;

- (j) To maintain and promote the usefulness of the profession of housing managers for the public advantage;
 - (k) To join other institutions and organizations outside Hong Kong with similar objectives as member;
 - (l) To enter into any arrangement and/or agreement for reciprocal recognition of qualifications and/or memberships of the Profession with any institution or organization, whether local, overseas or in mainland China whose objectives are identical or similar to the Institute; and
 - (m) To do all such other things as are incidental or conducive to the attainment of the above objects as the General Council may consider appropriate.
3. The income and property of the Institute, whensoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this Constitution, 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 the 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 any member of the Institute, in return for any service actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 12 per cent per annum or 2 per cent above the prime rate fixed by the Hongkong and Shanghai Banking Corporation Limited from time to time whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any member of the Institute; but so that no member of the General Council, constituted by the By-laws 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 the General Council 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 nothing contained in this clause shall prevent any payment to any company by reason only of the fact that a member of the General Council may be a member of such company if that member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
4. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, and 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 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 3 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of winding up or dissolution, and in default thereof by a Judge of the High

Court of Hong Kong having jurisdiction in regard to charitable funds and in so far as effect cannot be given to the aforesaid provision then to some charitable object.

5. True accounts shall be kept of the sums of money received and expended by the Institute, and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Institute; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Institute for the time being in force, shall be open to inspection by the members. At least once in every year the accounts of the Institute shall be examined and the correctness of the balance sheet be ascertained by one or more authorized auditor or auditors.
6. This Constitution and By-Laws of the Institute may be altered, amended or added to only by a resolution passed by at least a three-fourths majority of the Corporate Members present or by proxy and voting at a General Meeting of the Institute. Not less than twenty-one days' notice in writing shall be given to all Corporate Members specifying the alterations, amendments or additions proposed. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given.

THE HONG KONG INSTITUTE OF HOUSING

BY-LAWS

1. DEFINITIONS

In these By-Laws, unless the context otherwise requires –

- 1.1 “Approved Duties” means such duties as the General Council may from time to time approve and shall include building management and housing services.
- 1.2 “Corporate Members” means individual members who are entitled to vote and be counted as quorum at general meetings of the Institute and shall include, until and unless the Institute shall otherwise decide, Members and Fellows only.
- 1.3 “Committee” means such committee or committees as the General Council may from time to time appoint.
- 1.4 “Continuing Professional Development Scheme” means a scheme or system of continuing professional development for members of the Institute which may comprise courses, lectures, seminars and other programmes or methods of study that are relevant to the needs and professional standards of members, enhance professional competence and comply with the rules and requirements prescribed from time to time by the Institute under and by virtue of Clause 55(k).
- 1.5 “General Council” means the General Council for the time being of the Institute constituted as hereinafter mentioned.
- 1.6 “General Meeting” or “general meeting” means a general meeting of the members of the Institute whether annual or extraordinary.
- 1.7 “Housing Body” means any public or private body constituted in Hong Kong concerned with or connected in any way with the provision or management of housing provided that in the case of private bodies only such bodies shall be included in the definition if the General Council in their absolute discretion have approved the same for the purposes hereof.
- 1.8 “Housing Organization” means any organization or corporation, which in the opinion of the General Council, is concerned with or connected with the provision of management of housing in Hong Kong.
- 1.9 “Housing Work” shall have such meaning as the General Council shall from time to time prescribe.
- 1.10 “Institute” means The Hong Kong Institute of Housing.
- 1.11 “Profession” means the profession of those engaged in the provision, co-ordination

or execution of housing services incorporating the design, improvement, rehabilitation, management, administration, identification of demand and need for investment in houses of all manner.

- 1.12 “Secretary” means the secretary of the Institute elected from time to time.
- 1.13 Words importing the singular number only shall include the plural and vice versa.
- 1.14 Words importing masculine gender shall include feminine and neuter genders.
- 1.15 Words importing individuals shall include firms companies institutions organizations clubs and associations. References to Clauses and sub-Clauses relate to the relevant provisions in these By-Laws.
2. The Institute for the purpose of registration is declared to consist of unlimited number of members.
3. The Institute shall comprise the following classes of members-
 - (a) Fellows;
 - (b) Members;
 - (c) Associates;
 - (d) Practitioners;
 - (e) Affiliates;
 - (f) Probationers;
 - (g) Registered Students;
 - (h) Honorary Fellows; and
 - (i) Retired Members.
- 4 (a) Every application for election as a member shall:
 - (i) be made to the General Council in such form as the General Council may from time to time require;
 - (ii) be supported (except in the case of Probationers and Registered Students) by such numbers of written recommendations by Corporate Members in such form as the General Council may from time to time require; and
 - (iii) be accompanied by a written undertaking in such form as the General Council may from time to time require wherein the candidate has bound himself to observe the rules and regulations of the Institute for the time being in force.
 - (iv) where applicable, be accompanied by a declaration with supporting document(s) (except in the case of Probationers and Registered Students) that the applicant has complied with the rules and requirements prescribed by the General Council from time to time for the Continuing

Professional Development Scheme.

- (b) Any member who in connection with his application for membership or for transfer from one class of membership to another class of membership wilfully makes a statement which he knows to be false or misleading or does not believe to be true or wilfully withholds information which he ought to have disclosed shall be deemed to be guilty of dishonourable or unprofessional conduct.
- (c) The General Council shall at their discretion, subject herein, determine as to the election or admission of the applicant, and their decision not to elect or admit any applicant shall be final and shall not be subject to question by the applicant or any other member or person.
- (d) No person shall be admitted to any class of membership of the Institute unless he satisfies the General Council that he is a fit and proper person to be so admitted having regard to all circumstances including, where appropriate, his general education, the nature of his employment, the responsibility of the office which he holds and his character.
- (e) The General Council may require the applicant to attend an interview or other assessment, according to criteria prescribed by the General Council, prior to the election or admission of the applicant as a member.
- (f) Unless otherwise determined, the membership granted by the General Council shall be valid until the end of the year in which the application is accepted and shall be renewable on annual basis according to Clause 25(b).

Register of members

- 5. (a) The name of every member shall be entered in a register of members, subject to sub-Clause (b) below.
- (b) The General Council shall not maintain a member's name in the register unless he satisfies the General Council that he has complied with, among others, the rules and requirements prescribed by the General Council from time to time for the Continuing Professional Development Scheme.

Addresses of members

- 6. Every member shall from time to time notify the Secretary of the place of his business or residence and the address so notified shall be deemed to be his registered address.

Resignation of membership

- 7. Subject to Clause 27, if any member shall leave at or send by post to the registered office of the Institute a notice in writing, signed by himself and addressed to the Secretary, stating that he wishes to resign from membership of the Institute, he

shall from the date of receipt of the said notice by the Institute, cease to be a member of the Institute and shall cease to have any rights or privileges of his membership of the Institute.

Fellows

Designation of Fellows

8. The following shall be Fellows, that is to say:

any person who is elected by the General Council to be a Fellow in accordance with Clause 9.

Election of a Fellow

9. No person shall be elected a Fellow unless he fulfils the following conditions:

- (i) at the date of his election he is employed on a full-time basis by a Housing Body or Housing Organization in the performance of Approved Duties and has been so employed for a period, whether continuous or not, amounting in the aggregate to not less than ten years;
- (ii) he has been a Member of the Institute for a continuous period of not less than seven years; and
- (iii) in the opinion of the General Council, he has rendered service and contribution to the Institute.

Members

Designation of Members

10. The following shall be Members, that is to say:

any person who is elected by the General Council to be a Member in accordance with Clause 11.

Election of a Member

11. No person shall be elected a Member unless he fulfils the following conditions:

- (i) at the date of his election he is employed on a full-time basis by a Housing Body or Housing Organization in the performance of Approved Duties; and
- (ii) he has been so employed for a period, whether continuous or not,

amounting in the aggregate to not less than five years (subject to such work experience requirements as may be determined by the General Council from time to time); and

- (iii) he has passed the required examination(s) which the General Council may from time to time prescribe, administer or recognise for this purpose; and
- (iv) he has completed the practical experience requirement as the General Council may determine.

Associates

Designation of Associates

12. The following shall be Associates, that is to say:

any person who is elected by the General Council to be an Associate in accordance with Clause 13.

13. No person shall be elected an Associate unless he fulfills the following conditions:

at the date of his election he is a member of a professional institution with voting right at general meetings of that professional institution, the membership of which is recognised by the General Council with a minimum of five years' post qualification experience in connection with the profession.

Practitioners

Designation of Practitioners

13A.1 The following shall be Practitioners, that is to say:

any person who is elected by the General Council to be a Practitioner in accordance with Clause 13A.2.

13A.2 No person shall be elected a Practitioner unless he fulfills the following conditions:

- (i) at the date of his election he is employed on a full-time basis by a Housing Body or Housing Organization in the performance of Approved Duties;
- (ii) he has been so employed for a period, whether continuous or not, amounting in the aggregate to not less than six years;
- (iii) he has the educational attainments or vocational qualifications as may be laid down from time to time by regulations by the General Council and are

undergoing related professional training for the profession provided that this sub-Clause may be exempted by the General Council should it deem fit, and the decision of the General Council of whether or not to exempt any applicant from complying with this sub-Clause shall be final; and

- (iv) he has completed the practical experience requirement as the General Council may determine.

Affiliates

Affiliates

14.1 The following shall be Affiliates, that is to say:

any person who is elected by the General Council to be an Affiliate in accordance with Clause 14.2.

14.2 No person shall be elected an Affiliate unless he fulfils the following conditions:

- (i) at the date of his election he is employed on a full-time basis by a Housing Body or Housing Organization in the performance of Approved Duties;
- (ii) he has been so employed for a period, whether continuous or not, amounting in the aggregate to not less than two years; and
- (iii) he holds a qualification which has been approved by the General Council for the purposes hereof.

Probationers

15.1 The following shall be Probationer, that is to say:

any person who is elected by the General Council to be a Probationer in accordance with Clause 15.2.

- 15.2 (a) No person shall be elected a Probationer unless he has the educational attainments as may be laid down from time to time by regulation by the General Council and are undergoing related professional training for the profession; and
- (b) A person shall not remain as a Probationer for seven years following the date of his election provided always that the General Council shall have power to vary the period in particular cases.
- (c) No person shall apply or remain as a Probationer if he becomes eligible for election as a Member.

Registered Students

16. The following shall be Registered Students, that is to say:

any person who is elected by the General Council to be a Registered Student in accordance with Clause 17.

17. (a) No person shall be elected as a Registered Student unless he holds a qualification which has been approved by the General Council for the purposes hereof; and
- (b) A person shall not remain as a Registered Student upon expiry of his current year of student membership following the date of the notification by the General Council or by the respective academic institution(s) that he has passed the required examination(s) as may be laid down from time to time by regulation by the General Council.

Honorary Fellowship

Honorary Fellows

18. The following shall be Honorary Fellows: that is to say any person who is elected to be an Honorary Fellow in accordance with Clause 19.

Election of Honorary Fellows

19. The General Council may by a resolution passed by not less than three-quarters of the members thereof present and voting at the meeting of the General Council, elect Honorary Fellow(s) in accordance with Clause 20, provided that the number of Honorary Fellows shall at no time exceed 5 per centum of the number of members of the Institute.
20. No person shall be elected as an Honorary Fellow unless, in the opinion of the General Council, he has rendered special service to the Institute.

Retired Members

20A. No person shall be admitted to the class of Retired Member unless:

- (i) he has been either a Fellow or Member of the Institute immediately prior to such admission/transfer; and
- (ii) he has ceased practice in the housing field/service.

Rights and privileges of members

Use of distinctive initials

- 21.(a) (i) A Corporate Member or a Practitioner may use the following abbreviated titles and no other to denote his membership, that is to say:

in the case of a Fellow “F.H.K.I.H.”

in the case of a Member “M.H.K.I.H.”

in the case of a Practitioner “P.H.K.I.H.”

- (ii) A Retired Corporate Member may use the following abbreviated titles and no other to denote his membership, that is to say:

in the case of a former Fellow “F.H.K.I.H.(Retired)”

in the case of a former Member “M.H.K.I.H.(Retired)”

- (b) An Honorary Fellow may use the following abbreviated title and no other to denote his honorary fellowship, that is to say “Hon. F.H.K.I.H.”
- (c) No other person connected with the Institute shall use any letters or other abbreviations indicating or intended to indicate that connection.
- (d) A former Corporate Member, save a Retired Member, (including a person whose membership has been suspended) shall not use an abbreviation which he was entitled to use when he was a Corporate Member or in any manner represent himself as being a Corporate Member.
- (e) Any person using designatory letters or abbreviated titles as in sub-Clauses (a) and (b) hereof without the authority of the General Council shall, unless the General Council shall otherwise resolve, be debarred from membership of the Institute forthwith.

Privileges of members, etc.

22. The rights and privileges of a member shall be personal to himself and shall not be transferable or transmissible by his own act or by operation of law.

Discipline

- 23.1 A member commits a disciplinary offence if he-

- (a) commits misconduct or neglects in any professional respect;
- (b) breaches any of the code of conduct or by-laws or practice directions currently in use or issued from time to time by the Institute;
- (c) has obtained registration of his membership with the Institute by fraud or

misrepresentation;

(d) procured his registration as a member of the Institute whereas at the time of registration he was not entitled to be registered;

(e) without reasonable excuse, fails to attend before an Inquiry Committee when summoned either as a witness or as a person in respect of whom the Inquiry Committee is meeting;

(f) has been convicted in Hong Kong or elsewhere of any offence which may bring the profession into disrepute, or

(g) sentenced to imprisonment in Hong Kong or elsewhere, whether suspended or not.

Disciplinary Inquiry Panel

23.2.1 The General Council shall appoint a Disciplinary Inquiry Panel consisting not more than a number of members of the Institute as determined by the General Council from time to time.

23.2.2 The General Council shall appoint a General Council member as the Convenor of the Disciplinary Inquiry Panel for a term as determined by the General Council from time to time. The General Council may also appoint one or more members of the Institute on the Panel as Deputy Convenor for a term as determined by the General Council from time to time.

23.2.3 If the Convenor is precluded by illness, absence from Hong Kong or any other cause from exercising his functions, the Deputy Convenor may act in his place.

Reference of disciplinary offences to the Inquiry Committee

23.3.1 A complaint concerning a disciplinary offence shall be made in writing to the Institute and signed by the complainant which shall state all matters of fact in support of the specific complaint. When the Institute receives such a complaint, the Institute shall refer the complaint and matters of facts to the Convenor who shall, within 6 weeks upon receipt of the same, establish an Inquiry Committee appointed under Clause 23.4 for investigation and recommendations.

- 23.3.2 (i) The Inquiry Committee in considering whether a matter is suitable for disposal may take into account the following-
- (a) whether the alleged disciplinary offence is deliberate;
 - (b) whether the alleged disciplinary offence has been committed with a dishonest intent;
 - (c) the gravity of the alleged disciplinary offence; and
 - (d) any other factors which are considered relevant.
- (ii) If the Inquiry Committee considers that the complaint is frivolous or groundless and should not proceed further, the Inquiry Committee shall advise the General Council, and the General Council when so advised shall, direct the Convenor to inform the complainant and the member in respect of whom the complaint is made in writing.

Inquiry Committee

- 23.4 (i) The Inquiry Committee established for the purpose of Clause 23.3.1 shall, as the Convenor considers appropriate, consist of:-
- (a) 5 Panel members, or
 - (b) 4 Panel members and 1 lay person who is, in the opinion of the Convenor, not connected in any way with the practice of housing management.
- (ii) The Inquiry Committee members shall elect among themselves a chairman of the Inquiry Committee who is a member of the Institute.
- (iii) If a member of the Inquiry Committee as appointed under sub-Clause (i) above has an interest in the complaint submitted to the Inquiry Committee, he shall, before considering the complaint, declare his interest to the General Council.
- (iv) On a declaration of interest in accordance with sub-Clause (iii) above, the member of the Inquiry Committee shall not participate in any deliberation or be involved in any determination regarding the complaint, and the Convenor shall appoint another member accordingly in his stead.

(v) The General Council may make rules providing for the conduct of inquiries by an Inquiry Committee and for other matters relating to the investigation of an alleged disciplinary offence.

(vi) The Inquiry Committee shall not proceed to hear evidence of a complaint concerning a disciplinary offence unless the member in respect of whom the complaint is made is given 28 days' notice of the complaint and the date, time and place of the hearing.

(vii) The member referred to in sub-Clause (vi) above shall be entitled to attend and hear all evidence produced at the hearing and may make representations or be represented either by a barrister, a solicitor or any other member of the Institute appointed by him.

(viii) The Inquiry Committee may, in deciding whether a member has committed a disciplinary offence, have regard to any code of professional conduct or practice issued and published by the Institute or currently in use by the Institute.

Recommendations of the Inquiry Committee

23.5 (i) Where, after due inquiry has been conducted, an Inquiry Committee is of opinion that the member concerned has committed the disciplinary offence complained of, the Inquiry Committee may recommend to the General Council for decision and when the General Council, after considering the Inquiry Committee's recommendations together with the reasons in support thereof, any evidence and findings in respect thereof and all relevant circumstances relating thereto, is satisfied that the member concerned has committed the disciplinary offence complained of, may, within 28 days, make any one or more of the following orders and the decision of making any one or more of such orders shall be final and no appeal therefrom shall be entered:-

(a) remove the name of the member from the register whereupon he shall cease forthwith to be a member of the Institute;

(b) remove the name of the member from the register for such period as the General Council may think fit and during the period of removal, such

member shall have no right to vote or be counted as quorum at any meeting or to hold any office in the Institute or exercise any rights or privileges of membership of the Institute;

(c) reprimand the member in writing and record the reprimand on the register;

(d) order that an order made under this section be suspended, subject to such conditions as the General Council may think fit, for a period not exceeding 2 years;

(e) order that the Institute shall not accept an application from the member for registration as a member either for a fixed period or until the member satisfies the General Council that he should be registered;

(f) order that the Chairman admonishes the member orally;

(g) order the member to pay all or part of the costs of any of the General Council or the Inquiry Committee arising from the case if, but only if, the General Council is satisfied that in all the circumstances of the case it would be unjust and inequitable not to do so.

(ii) Alternatively, where the General Council, after considering the Inquiry Committee's recommendations together with the reasons in support thereof, any evidence and findings in respect thereof and all relevant circumstances relating thereto, it may either dismiss the complaint if it has decided that no disciplinary offence has been committed, or refer the complaint back to the Inquiry Committee which has reported thereon for further investigation, and may at the time of making such reference or thereafter give directions on matters relating to the complaint on which such further investigation should be conducted.

(iii) In the event of dismissal of the complaint, the General Council shall direct the Convenor to inform the complainant and the member concerned in writing should the General Council deem fit.

(iv) Where, after due inquiry has been conducted, an Inquiry Committee is of opinion that no disciplinary offence has been committed, the Inquiry Committee may recommend to the General Council for dismissal of the matter and the General Council shall direct the Convenor to inform the complainant and the member concerned in writing should the General Council deem fit.

(v) Costs payable by virtue of an order under sub-Clause (i)(g) above shall be recoverable as a civil debt.

(vi) The Inquiry Committee may assess the amount of any costs to be payable by virtue of an order under sub-Clause (i)(g) above;

(vii) The Inquiry Committee shall give an adequate statement of reasons for any assessment or order made under this Clause.

Evidence and Conduct at Inquiry

23.6 (i) An Inquiry Committee shall have power-

(a) to hear, receive and examine evidence on oath;

(b) to summon any person to attend the inquiry either as the person whose conduct is the subject of the inquiry or to give evidence or produce any document or other thing in his possession and to examine him as a witness or require him to produce any document or other thing in his possession, subject to all just exceptions;

(c) subject to sub-Clauses (ii) to (iv) below, to admit to the inquiry or to exclude from the inquiry, the public or any member of the public or the media;

(d) to award any person summoned to attend the inquiry as a witness such sum, to be paid from the funds of the Institute, as in the opinion of the Inquiry Committee has been reasonably expended by him in connection with his attendance.

(ii) Where an Inquiry Committee, after consulting the member, is satisfied that it is desirable to do so, it may by order-

(a) direct that a hearing or part of a hearing shall take place in private and give directions as to the persons who may be present; and

(b) give directions prohibiting or restricting the publication or disclosure to some or all of the persons who may be present, of evidence given before the Inquiry Committee or of any matter contained in any document lodged with the Inquiry Committee or received in evidence by the Inquiry Committee.

(iii) In the making of an order under sub-Clause (ii) above, the Inquiry Committee, without affecting the generality of that subsection, shall in determining whether or not it is desirable to make an order, take into account any views of the member including the private interests of and any claim as to privilege by the member.

(iv) For the purposes of this Clause, any question in relation to a claim by the member as to privilege shall be a question of law.

(v) The Convenor shall sign summonses to witnesses.

(vi) No person shall be required to answer any question or produce any document or other thing which, in the opinion of the Inquiry Committee, may tend to incriminate him.

(vii) A witness shall, in respect of any evidence given by him before the Inquiry Committee, be entitled to the same privileges to which he would be entitled as if he were giving evidence in court.

Legal Advisor

23.7 The Convenor may appoint a legal practitioner admitted under section 3, 4, or 27 of the Legal Practitioners Ordinance (Cap 159) who holds a valid current practising certificate to advise an Inquiry Committee and / or the General Council on any points of law and procedure that arise before, during or after the inquiry.

Service of Orders

23.8 (i) The General Council shall, upon making of any order under Clause 23.5, serve a copy of any order made together with a copy of the Inquiry Committee's reasons, or serve notice that the Inquiry Committee has not found that the member concerned committed a disciplinary offence, upon the member who was the subject of the complaint, either personally or by registered post addressed to his registered address immediately.

- (ii) The General Council shall not remove the name of the member from the register before the date of service of the order under sub-Clause (i).
- (iii) Any person whose name has been removed from the register may apply to the General Council for the restoration of his name to the register, and the General Council may, after such inquiry and subject to such conditions as it may consider desirable, allow or refuse the application and such decision shall be final without the need of giving any reason and no appeal may be entered into.
- (iv) If the General Council allows the application under sub-Clause (iii) above, it shall order the restoration of the name of the applicant to the register on payment by the applicant of the prescribed fee.

Entrance fees and subscriptions

Rights, etc., dependent upon having been paid

- 24. No member shall be entitled to any of the rights and privileges appertaining to the class of membership, save Honorary Fellowship (who shall pay no entrance or subscription fees), to which he has been duly elected until he has paid the amount of the entrance fee and of the subscription or additional subscription (if any) due upon such election.

Entrance and annual subscription fees and the waiver

- 25. (a) The setting and waiver (if any) of the entrance and annual subscription fees for the Fellows, Members, Retired Members, Associates, Practitioners, Affiliates, Probationers and Registered Students shall be such as the General Council shall from time to time decide.
 - (aa) Upon transfer to another class of membership the person so transferred shall become liable to pay the annual subscription in respect of the class of membership to which he has been transferred on the date of transfer.

Renewal of membership and annual subscription

- (b) An application for renewal of membership of the Institute:-
 - (i) shall be made to the General Council not later than 30 November in the year preceding the year of renewal (or such other day as the General Council may approve either generally or in respect of any application)

in such form as the General Council may specify; and

- (ii) shall not be granted except on payment of the annual subscription fees; and
- (iii) shall not be granted unless the applicant has satisfied the Council, among others, that he has complied with the rules and requirements prescribed by the General Council from time to time for Continuing Professional Development Scheme.

Transfer fees

- (c) Subject to Clause 25(aa), no member shall be liable to pay any fee in election to transfer from one class of membership to another, unless the General Council decides otherwise.

Review of fees

- (d) The General Council may from time to time by a resolution passed at any meeting of the General Council alter all or any of the fees or subscriptions set out above by such sum or sums as shall be specified in the resolution of the General Council.

Payment of fees

26. (a) Every subscription shall be paid at such a time and by such instalments and generally in such manner as the General Council shall from time to time prescribe and which shall be non-refundable whether or not such person admitted to membership remains as a member or upon cessation of membership of the Institute.
- (b) Unless the General Council shall otherwise resolve annual subscriptions shall not be apportionable but the General Council may, if they think fit, remit part of the subscription due in respect of the year in which it first becomes payable, or first becomes payable at a higher rate in consequence of a transfer in class.
 - (c) Any person liable to pay an annual subscription shall cease to be a member in the event of his annual subscription being in arrear for six months from the date of the same becoming payable, but the General Council may at their discretion suspend the operation of this clause as regards any person, or, if in any case it has not been suspended may reinstate the person concerned on such terms and conditions as they may think fit to impose.

Subscription, etc., on resignation or disqualification

27. (a) Subject to sub-Clause 27(aa), any person who pursuant to Clause 7 resigns his membership shall remain liable to pay the amount of his current annual subscription or annual subscription next due and any other sums due from him to the Institute unless he has delivered to the Secretary in writing an intention to resign his membership at least one month prior to the date on which such subscription becomes due.
- (aa) Notwithstanding Clause 26 and subject to the decision of the General Council, any Retired Member who pursuant to Clause 7 resigns his membership shall be entitled to be refunded by the Institute the amount of his current annual subscription or annual subscription next due (if have already been paid).
- (b) Any person who under the provisions hereunder is required to resign his membership or whose name is removed from the relevant register or who otherwise ceased to be a member, or whose membership is suspended, shall remain liable to pay the amount of his current annual subscription and any other sums due from him to the Institute.

Officers

28. (a) There shall be the following officers of the Institute, that is to say: a President, a Vice-President, a Treasurer, a Secretary and such other Officers as may be elected by the Institute at its Annual General Meeting pursuant to Clause 52: Provided that –
- (i) no person shall hold the office of President or Vice-President unless he holds a full-time appointment as an Officer of a Housing Body; and
- (ii) no person may hold more than one office at the same time.
- (b) Every officer shall cease to hold office at the next Annual General Meeting after his appointment: Provided that-
- (i) if a person has been appointed to the office of President or Vice-President at two consecutive Annual General Meetings, he shall not be eligible to be so appointed at the Annual General Meeting next following; and
- (ii) if any other person has served on the General Council for a continuous period of six years, he shall be ineligible for re-election at the Annual General Meeting at which he ceases to hold office.
- (c) All appointments of officers shall be made by the Institute at its Annual General Meeting.

Causal vacancies

29. If there shall be a casual vacancy among the officers of the Institute, the General Council may, if they think fit, fill the same without waiting for the Annual General Meeting of the Institute to be held. Any person so appointed under this Clause shall retain office only until the next Annual General Meeting, and such person, however, shall be entitled to be elected in the Annual General Meeting.

General Meetings – Convening of General Meetings

Annual General Meetings

30. The Institute shall in each calendar year 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 Annual General Meetings. The Annual General Meeting shall be held at such time and place as the General Council shall appoint.

Extraordinary General Meetings

31. All General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.

Convening Extraordinary General Meetings

32. A General Meeting of the Institute other than an Annual General Meeting may be convened at any time by the President or the General Council and shall be so convened within two months of the receipt of a written requisition signed by not less than fifty Corporate Members, stating fully the objects of the meeting and deposited at the office of the Secretary. Such requisition may consist of several documents in like form. If no such General Meeting has been convened within two months of the receipt of such requisition as aforesaid a General Meeting may be convened by the requisitionists or a majority of them, for such purposes only as shall be specified in the requisition in the same manner as nearly as possible as that in which General Meetings are convened by the General Council, but so that any such General Meeting shall be convened not later than three months after the expiration of the aforesaid period of two months.

Notice of General Meetings

33. All General Meetings shall be called by twenty-one days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in General Meeting, to such persons as are hereunder entitled to receive such notices from the Institute.

Provided that a meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in this clause be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as the Annual General Meeting, by all the Corporate Members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the Corporate Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the Corporate Members.

Notice of Meetings

Persons entitled to receive notices

34. Notice of every General Meeting shall be given to:

- (i) every member except those who (having no registered address in Hong Kong) have not supplied to the Institute an address in Hong Kong for the giving of notices to them; and
- (ii) the auditor or auditors for the time being of the Institute.

No other person shall be entitled to receive notices of General Meetings.

Signature of notices

35. All notices sent in pursuance of Clause 34 shall be signed by, or have printed at the foot thereof, the name of the Secretary or such other person in his place as the General Council shall appoint, except in the case of a meeting convened in accordance with Clause 32 and in that case shall be signed by or have printed at the foot the names of at least ten of the Corporate Members convening the same.

Service of notice

- 36. (a) Notice may be given by the Institute to any member either personally or by sending it by post to him at his registered address or (if he has no registered address in Hong Kong) to his address (if any) in Hong Kong supplied by him to the Institute for the giving of such notices to him.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected at the expiration of three clear days after the letter containing the same was posted as a prepaid letter.
- (c) The accidental omission to give notice of a meeting to, or the non-receipt of

notice of a meeting by, any person entitled to receive the same shall not invalidate the proceedings at any meeting.

Attendance at General Meetings

- 37. (a) Corporate Members shall be entitled to attend General Meetings and to vote thereat.
- (b) Honorary Fellows, Associates, Practitioners and Retired Members shall be entitled to attend General Meetings but shall not be entitled to vote thereat.
- (c) Affiliates, Probationers and Registered Students shall not be entitled to attend General Meetings or to vote thereat.

Quorum and adjournment in absence thereof

- 38. (a) No business shall be transacted at any General Meeting unless a quorum of Corporate Members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, 20 Corporate Members present in person shall be a quorum. However, Corporate Member(s) voted by proxy shall not be counted within the quorum.
- (b) 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 Corporate Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place as the General Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Corporate Members present shall be a quorum.

Chairman

- 39. (a) The Chairman at every General Meeting shall be the first mentioned of the following persons who is present within fifteen minutes after the time appointed for the holding of the meeting and who is willing to act as Chairman, namely the President, Vice-President, Immediate Past President, or a member of the General Council chosen by the members of the General Council present.
- (b) If at any meeting no member of the General Council is willing to act as Chairman or if no member of the General Council is present within fifteen minutes after the time appointed for holding the meeting, the Corporate Members present shall choose one of their members to be Chairman of the meeting.

Business at General Meetings

40. All business that is transacted at any General Meeting shall be deemed special and shall thus require a vote by a three-fourths majority with the exception of the consideration of the income and expenditure account and balance sheets and the ordinary reports of the General Council and of the auditors, the election of the Honorary Officers and of such members of the General Council as need to be elected at that meeting, the appointment of and the fixing of the remuneration of the auditors and the discussion of questions relating to the Profession.

Notice of motion

41. A motion at an Annual General Meeting other than a motion upon any subject before the meeting shall not be moved unless notice in writing of the terms or purport of such motion has been sent to the Secretary at least twenty-eight days before the date of such meeting. Notice of the intention to move any motion of which notice has been duly given as aforesaid shall be included in the notice convening the meeting.

Adjournment

42. (a) The Chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of any original meeting, but save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Signed minutes to be deemed correct

43. Every entry in the minute book of the proceedings of General Meetings shall in the absence of proof to the contrary be deemed to be a correct record and an original proceeding of the Institute.

Votes of Members

44. (a) Every Corporate Member shall be entitled to one vote personally or by proxy.
- (b) The instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney duly authorized in writing. A proxy need not be a member of the Institute.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that

power or authority shall be deposited at the registered office of the Institute not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

- (d) An instrument appointing a proxy may be in the following form, or any other form which the Council shall approve-

THE HONG KONG INSTITUTE OF HOUSING

“I
of
being a member of The Hong Kong Institute of Housing
hereby appoint _____ of
as my proxy to vote for me and
on my behalf at the (Annual or Extraordinary, as the case may be)
General Meeting of the Institute to be held on the
day of _____ and at any adjournment thereof.”
Signed this _____ day of _____

- (e) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
45. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote and at any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman of the meeting or at least 20 Corporate Members. A declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and any entry to that effect in the minutes book of the Institute shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.
46. No objection shall be made to the validity of any votes except at the meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting or poll shall be deemed valid. The Chairman shall be the sole and absolute judge of the validity of every vote tendered at any meeting or poll.

Postal vote

47. The General Council may, and if required by not less than one hundred Corporate Members of the Institute shall, cause a postal vote to be taken on any question affecting the interests of the Institute other than a question which under these clauses can only be determined by a General Meeting. A voting paper shall be sent to each Corporate Member and shall provide for affirmative, neutral or negative votes. The General Council shall fix the date for the return of the voting papers

and shall appoint two or more Corporate Members (not being members of the General Council) to act as scrutineers to open the envelopes containing the votes, to count the votes and to report the result in writing to the General Council. Any question so decided shall have the same effect as if the decision had been a resolution duly carried at a General Meeting properly called to consider the same.

Composition and Election of General Council

Composition of General Council

48. The General Council shall consist of:

- (a) such officers of the Institute as may from time to time be elected under Clause 28;
- (b) not less than 10 and not more than 25 Corporate Members elected at the Annual General Meeting; and
- (c) the Immediate Past President who ceased to be President at an Annual General Meeting but if he has ceased to be President on any other date he shall not be a member of the General Council, and in such circumstances the Immediate Past President then holding office shall remain in office for a further year.

Eligibility of elected members of the General Council

49. A Corporate Member shall not be eligible to be nominated and elected to the General Council unless at the date of his nomination and of the election, he is employed full-time by a Housing Body; and if he ceases to hold such employment he shall forthwith notify the Secretary in writing and shall cease to be an elected member of the General Council at the Annual General Meeting next following the date of cessation.

50. For the purpose of the clauses:

- (a) the period between the Annual General Meeting and the next shall be counted as one year; and
- (b) if an elected member ceases to be an elected member otherwise than by reason of his being required to retire by rotation under Clause 51 he shall be treated for the purposes of this clause as if he had continued to be elected member until the next Annual General Meeting but he shall not be entitled to exercise any of his rights as an elected member of the General Council.

Retirement of members of General Council

51. (a) At each Annual General Meeting one-third of the elected Corporate Members

to the General Council shall retire (in addition to any otherwise required to retire). If the number of Corporate Members elected as aforesaid is not exactly divisible by three, the nearest whole number above one-third thereof shall retire and, where possible, the Corporate Members to retire shall be those who have been elected members of the General Council for the longest period since their election.

- (b) If it is necessary to choose between two or more than two elected members because they were elected at the same Annual General Meeting, the elected member or members to retire shall be determined by lot.

Procedure for elections to General Council

- 52. The nomination of and election of members of the General Council shall be in accordance with such regulations as the General Council may from time to time adopt; provided any such regulations may be varied or set aside by a resolution of a general meeting of the Institute.

Vacation of Seat on General Council, Etc.

Cessation of Membership of General Council in certain circumstances

- 53. A member of the General Council shall cease to be a member:

- (a) if he ceases to be a Corporate Member of the Institute;
- (b) if he is suspended from membership of the Institute;
- (c) if he resigns by notice in writing to the Secretary;
- (d) if he is removed from the Institute in General Meeting;
- (e) if he becomes bankrupt or suspends payment or compounds with his creditors;
- (f) if he is convicted by a court of competent jurisdiction of a criminal offence which in the opinion of the General Council renders him unfit to be a member;
- (g) if he becomes incapable by reason of mental disorder; or
- (h) if he fails without good and sufficient reason to attend at least two-thirds of the meetings, in a period from one Annual General Meeting to the next, of the General Council or of any Committee of the General Council of which he is a member to which he has been duly summoned.

Powers of General Council

General powers of General Council

54. The power of management and administration of the business of the Institute, including without limitation the power to make, vary or rescind any regulations, rules, procedures, guidelines in relation to the operation and procedures of the General Council, shall be vested in the General Council who may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute and as are not by these clauses required to be exercised by the Institute in General Meeting subject nevertheless to any provisions of these clauses, and to such regulations as may be prescribed by the Institute in General Meeting; but no regulations as may be prescribed by the Institute in General Meeting shall invalidate any prior act of the General Council which would have been valid if such regulation had not been made.

Special powers of General Council

55. Without prejudice and in addition to the powers aforesaid, the General Council shall have the following special powers and duties:
- (a) the admission of membership and transfer of membership to another class of membership subject to the fulfillment of the conditions of the respective class of membership;
 - (b) the appointment, supervision, remuneration and dismissal of the Treasurer and Secretary and of any other staff whom the General Council consider necessary for or conducive to the objects of the Institute or any of them;
 - (c) the establishment and maintenance of a superannuation scheme for the employees of the Institute or any of them and the grant of such gratuities, pensions or allowances or such other payments as they may think fit to any such employee or to the widow or family or any dependent of any such employee;
 - (d) the undertaking and execution of agreements with any local or other Authority, insurance company or other company or association or person or persons for securing to any such employee widow family or dependent such gratuities, pensions, allowances or payments as are by sub-Clause (c) of this clause authorized to be granted or made;
 - (e) the appointment of committees, including an Examination Board, the delegation thereto of any of the General Council's powers and duties and the regulation of their procedures. Any committee so appointed may, with the approval of the General Council co-opt members of the Institute who are not members of the General Council, but not less than two-thirds of the members of the committee shall be members of the General Council, provided that in the case of the Examination Board not less than one-half shall be members of

the General Council;

- (f) the convening of conferences open to such persons whether Corporate Members or not as the General Council may determine;
- (g) the execution of any trust undertaken by the Institute;
- (h) the administration of any benevolent or charitable fund and any bursaries created by the Institute; and
- (i) the making, variation and revocation of regulations prescribing the arrangements for:
 - (i) the nomination of Honorary Officers and the elected members of the General Council and for any necessary postal voting for the election of such officers or members; and
 - (ii) the training of Registered Students, the examination of candidates desirous of qualifying as members and the issue of certificates and diplomas,

provided any such regulations may be varied or set aside by a resolution of a general meeting of the Institute.

- (j) the preparation, issue, revision of code of conduct for the profession relating to the professional practice conduct.
- (k) the making, issue, review and amendment of the rules and requirements governing the Continuing Professional Development Scheme.
- (l) the appointment of a special committee to consider, review, validate or otherwise a member's compliance with the rules and requirements for the Continuing Professional Development Scheme.
- (m) the making of any arrangement and/or agreement for reciprocal recognition of qualifications and/or memberships of the Profession with any institution or organization, whether local, overseas or in mainland China whose objectives are identical or similar to the Institute at such terms and conditions as may be determined by the General Council subject to confirmation by a General Meeting.
- (n) attending and participating in activities events organized by any public or private bodies or organizations governmental departments which are conducive to the common interest of members and/or Institute and/ or the property and housing management industry.

Examinations

56. The General Council may hold examinations of persons in any subjects pertaining to the Profession and they may grant to candidates certificates of competence in any such subjects.

Powers and actions not invalidated by reason of vacancies or defects

57. (a) The members of the General Council may act and exercise all their powers notwithstanding any vacancies in their number provided always that in case the number of members of the General Council shall at any time be reduced to less than the necessary quorum, it shall be lawful for them to act as the General Council for the sole purpose of increasing the number of the members of the General Council to that necessary quorum.
- (b) All acts done by the General Council or any Committee of the Council at any meeting or by a member of the General Council shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of the General Council, Committee or member, so that they or any of them were disqualified, be as valid as if the General Council Committee or member had been duly appointed or had duly continued in office and were qualified to act.

Proceedings at Meetings of the Council

Meetings of the General Council

58. The General Council may meet for the despatch of business, adjourn and subject to the provisions of these clauses regulate their meetings as they think fit, Provided that the Secretary on the requisition of the President, or any five members of the General Council, shall at any time summon a meeting of the General Council.

Quorum of General Council

59. The quorum necessary for the transaction of the business of the General Council shall be determined from time to time by the General Council and unless so determined shall be six.

Chairman of General Council

60. At all meetings of the General Council the Chairman shall be the President, and in his absence, the Vice-President, and in the absence of both, the Immediate Past President (if he is a member of the General Council) and in the absence of all these, the person elected from among the members of the General Council present.

Voting at Council Meetings

61. Except as otherwise provided by these clauses, every question at a meeting of the General Council shall be determined by a majority of the votes of the members present and voting. Every member shall have one vote and in the case of an equality of votes the Chairman shall have a second or casting vote.

Duties of Treasurer and Secretary

Treasurer

62. The Treasurer shall be responsible for directing the collection of the entrance, annual subscription fees, other fees imposed by the General Council and the preparation of the accounts or expenditure of the Institute and the proper custody of all receipts, invoices, bills and cheques belonging to the Institute.

Secretary

63. The Secretary shall be responsible for the proper custody of the deeds, documents of title, and true records of the Institute. He shall assist the President in the despatch of all matters and affairs of the Institute and shall prepare agenda and minutes of general meetings and General Council and supervise the serving of the appropriate notices to members of the Institute.

Director

Appointment

64. The General Council may from time to time appoint a Director at such remuneration and upon such conditions as the General Council may think fit to administer and manage the activities of and services provided by the Institute. He shall be entitled to attend and speak at meetings of the General Council but not to vote or be counted as quorum thereat. Any Director so appointed may be removed by the General Council.

The seal

Custody

65. The General Council shall provide for the safe custody of the seal of the Institute which shall not be affixed to any instrument except by the authority of a resolution of the General Council.

Use

66. All deeds and instruments requiring the seal of the Institute shall be signed by two members of the General Council of whom one shall be the President.

Cheques etc.

Signed by two persons

67. All cheques drawn on the Institute's current bank account save and except the Imprest Account for petty cash and all orders for payment, promissory notes, and other negotiable instruments contracts and instruments entered into by the Institute shall be signed by any two of the following 4 persons, viz. (a) the Treasurer, (b) the Secretary; and (c) 2 other members of the General Council as the General Council shall appoint.

Imprest Account

Petty cash payment

68. An Imprest Account for petty cash payment shall be established by the Institute and supervised and controlled by the Director or, if there is no director, by the Treasurer. The Imprest Account shall not have a balance exceeding the amount as determined by the General Council from time to time. Any excess shall be paid over to the Treasurer. All cheques or orders for payment drawn on this account shall not individually exceed that sum of HK\$1,000 and shall be signed by such person(s) authorized by the General Council. Monthly statement showing payments made and received on this account shall be presented to the Treasurer at such time as the General Council shall deem fit.

Accounts

Account to be kept

69. The General Council shall cause true accounts to be kept –
- (a) Of the sums of money received and expended by the Institute and the matters in respect of which such receipt and expenditure takes place.
 - (b) Of the assets and liabilities of the Institute.
 - (c) Of all other matters necessary for showing the true state and condition of the Institute.
70. The books of account shall be kept at the registered office of the Institute or at such other place or places as the General Council thinks fit.
71. The General Council shall from time to time determine to what extent, and at what time and places, and under what conditions or regulations, the accounts and books of the Institute, or any of them, shall be opened to the inspection by members not being members of the General Council, and no member (not being a member of the General Council) shall have any right of inspecting any account or book or

document of the Institute except as conferred by statute or authorized by the General Council or by the Institute in General Meeting.

72. At the Annual General Meeting in every year, the General Council shall lay before the meeting an income and expenditure account and a balance sheet, containing a summary of the property and liabilities of the Institute made up to a date not more than six months before the meeting, from the time when the last preceding account and balance sheet were made up, and in the case of first account and balance sheet from the incorporation of the Institute.
73. Every such account and balance sheet shall be accompanied by a report of the General Council as to the state and condition of the Institute and the account, report and balance sheet shall be signed by the President of the Institute and at least one other member of the General Council.
74. A printed copy of such account, balance sheet, and report shall, twenty-one days previously to the annual general meeting, be sent to each member of the Institute. Provided that this Clause shall not require a printed copy of those documents be sent to any person of whose address the Institute is not aware.

Audit

Account to be verified

75. Once at least in every year the accounts of the Institute shall be examined, and the correctness of the income and expenditure account and balance sheet ascertained by one or more authorized auditor or auditors.
76. The Institute at each Annual General Meeting shall appoint an auditor or auditors to hold office until the next Annual General Meeting.
77. Every account of the Institute when audited and approved by a general meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the account shall forthwith be corrected and thenceforth shall be conclusive.

Winding-up

78. The provisions of Clause 4 of the Constitution of the Institute relating to the winding up or dissolution of the Institute shall have effect and be observed as if the same were repeated in these By-laws.

Indemnity of Officers

79. Subject to Clause 80, every member of the General Council, every Committee, agent, officer and servant of the Institute shall be indemnified by the Institute against, and it shall be the duty of the General Council out of the funds of the

Institute to pay all costs, losses and expenses, outgoings and damages which any such member of the General Council, Committee, agent, officer or servant may incur or become liable to or by reason of any contract entered into or act or deed done by him as such member of the General Council, Committee, agent, officer or servant or in any way in the discharge of his duties, and in connection with which such member of the General Council, Committee, agent, officer or servant has not been guilty of any wilful negligence, default, breach of trust or breach of duty whatsoever or any liability incurred as such member of the General Council, Committee, agent, officer or servant, in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted.

80. The Institute may purchase and maintain for any member of the General Council, Committee, agent, officer and/or servant of the Institute (provided that such member of the General Council, Committee, agent, officer and/or servant of the Institute acted in good faith and in a reasonable manner in the performance or purported performance of his duties in relation to the Institute):-
- (a) insurance against any liability to the Institute or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) or damages for defamation of which he may be guilty in relation to the Institute; and
 - (b) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) or damages for defamation of which he may be guilty in relation to the Institute.