

JUNIOR CHAMBER INTERNATIONAL HONG KONG LIMITED

BY-LAWS

1 These By-Laws shall be effective immediately upon approval by two-thirds (2/3) of the votes cast by all LOMs present at an Extraordinary General Meeting called for such purpose. It may only be amended, revised or altered by the same manner.

2 In these By-Laws, expressions defined or to which a meaning is assigned in the Articles of Association shall, unless otherwise defined herein, bear the same meaning when used herein.

3 Voting strength at General Meetings (other than for election of elective members of the National Board of Directors) will be one (1) vote per LOM in good standing. Proxy will be accepted provided that the Proxy holder shall be also a LOM in good standing and that such LOM shall only act as Proxy of only one LOM. Proxy must be notified to the National Secretary General in writing at least forty eight (48) hours before the time of a General Meeting.

3A The Chairman of the General Meeting shall have a casting vote in case of a tie in matters other than election or appointment of the members of the National Board of Directors.

4 LOCAL ORGANIZATION MEMBERS (LOMs)

4-1 Definition :

An organization or entity whose objects and activities are in accord with the purpose of JCIHK, and which is formally affiliated to JCIHK, shall be LOM of JCIHK.

4-2 Qualifications :

4-2-1 Affiliation as a LOM shall only be granted provided that the applicant has been a Provisional Local Organization Member for at least six (6) months.

4-2-2 LOMs shall maintain age limits of not less than eighteen (18) and not more than forty (40) for Individual Members, provided that membership shall

continue until the end of the calendar year in which the person reaches the age of forty (40) years, except the National Immediate Past President who may serve beyond that calendar year in that capacity, for not more than one (1) year.

- 4-2-3 JCIHK encourages LOMs to abstain from any discrimination except on the ground of age.
- 4-2-4 Applicants for affiliation shall be required to exhibit a reasonable history of organizational stability, including a proper and well-integrated committee system to implement projects that serve to fulfil and/or further the objects purpose of JCIHK.
- 4-2-5 Applicants for affiliation must have at least twenty five (25) Individual Members.
- 4-2-6 Applicants for affiliation must have received the supervision of a member of the National Board of Directors duly appointed by the National President for such purpose for at least six (6) months before the application will be considered.
- 4-2-7 Applicants for affiliation must be represented by one of their officers at the National Convention (as mentioned under By-Law 10 hereinbelow) at which they seek full affiliation.

4-3 Specific Requirements :

Each application for LOM membership must reach the National Secretariat (as mentioned under By-Law 16 hereinbelow) not later than thirty (30) days before the opening date of the National Convention at which affiliation is sought.

Each application shall be accompanied by such details of the following matters as may be deemed appropriate by the National Board of Directors.

- (a) Name and address
- (b) Name and addresses of the officers and directors of the applicant
- (c) A list of names and addresses of the applicant's members
- (d) Particulars of incorporation
- (e) A copy of the constitution and by-laws of the applicant
- (f) Brief report on the formation of the applicant and achievement during the period at which the applicant is a Provisional Local Organization Member of JCIHK
- (g) Brief plan for the following year and extension plan and target
- (h) The applicable dues for all Individual Members of the applicant
- (i) Certification of supervising member of the National Board of Directors (as mentioned in By-Law 8-7 hereinbelow) and his recommendation to affiliate the applicant.

4-4 Procedure :

The procedure for affiliation of a new LOM shall be as follows :

- 4-4-1 The applicant shall complete a form furnished by the National Secretary General.
- 4-4-2 This form, together with all materials requested therein, shall be transmitted by the National Secretariat to the National Secretary General. A copy of such shall be transmitted by the National Secretariat to the National President and a member of the National Board of Directors who has been assigned by the National President to take care of the membership affairs.
- 4-4-3 The National Board of Directors shall convene a special meeting to study the application and decide whether they shall recommend approval to the General Meeting.

4-5 Approval of Affiliation :

Application for Local Organization Membership which meets the requirements of these By-Laws and the Articles of Association of JCIHK shall be approved by two-thirds (2/3) of the votes cast at the General Meeting of the National Convention.

4-6 Relationship with JCIHK :

- 4-6-1 The organization and composition are the internal concern of a LOM, therefore JCIHK normally shall not interfere in the internal affairs of a LOM or to rule between LOMs.
- 4-6-2 LOMs of JCIHK however, must observe and be bound by the Articles of Association and By-Laws and regulations that may be imposed upon by the National Board of Directors.

4-7 Disqualification :

Where a LOM fails to maintain the minimum membership of twenty five (25) or where the National Board of Directors are of the opinion that a LOM is no longer qualified for membership under the Articles of Association and By-Laws of JCIHK, the National Board of Directors may suspend or terminate the membership of that LOM subject to ratification by two-thirds (2/3) of the votes cast at the General Meetings of JCIHK. Existing LOMs whose membership falls below twenty five (25) and are suspended under this By-Law, shall be given six (6) months to bring their membership to the minimum number or above; otherwise, their affiliation will be terminated.

4-8 Termination of affiliation :

Any LOM may terminate its affiliation with JCIHK and may cease to be affiliated immediately upon its lodging notice of its wish to do so with the National Secretary General accompanied by all monies due by it to JCIHK.

5 PROVISIONAL LOCAL ORGANIZATION MEMBERS

5-1 Definition :

Provisional Local Organization Members shall be such organizations or entities as generally subscribe to the purposes of JCIHK and which have made application to be LOMs but whose applications are not complete so as to entitle such organization or entities to be LOMs.

5-2 Acceptance of Provisional Local Organization Member:

A Provisional Local Organization Member shall be accepted only upon a two-thirds (2/3) of the votes cast by the National Board of Directors who deem that the applicant has indicated sufficient interest in Local Organization Membership and that such applicant appears to be one which may at a later date, upon compliance with all requirements, be eligible to be a LOM. Only such applicants as shall indicate a clear intent to meet the requirements of a LOM shall be admitted as Provisional Local Organization Members.

5-3 Minimum Membership :

A Provisional Local Organization Member must have at least twenty five (25) Individual Members.

5-4 Rights :

Provisional Local Organization Members shall have no voting rights and property rights of any nature therein.

5-5 Disqualification :

Where a Provisional Local Organization Member fails to maintain the minimum membership of twenty five (25) or where the National Board of Directors are of the opinion that a Provisional Local Organization Member is no longer qualified for provisional membership under the Articles of Association and By-Laws of JCIHK, the National Board of Directors may suspend or terminate the membership of that Provisional Local Organization Member subject to ratification by two-thirds (2/3) of the votes cast at the General Meetings of JCIHK. Existing Provisional Local Organization Member whose membership falls below twenty five (25) and are suspended under this By-Law, shall be given six (6) months to bring their membership

to the minimum number or above; otherwise, their affiliation will be terminated.

6 NATIONAL ALUMNI

6-1 Definition :

Any Individual Member of JCIHK, commencing from the 1st of January of the year following the year in which he shall have his 40th anniversary of his birthday, shall be eligible for alumni membership of JCIHK, which may be granted upon payment of the required dues and approval of the National Board of Directors. Such alumni who have been granted such alumni membership by JCIHK shall be named as National Alumni. No person who has not been an Individual Member of JCIHK shall be eligible for National Alumni membership. The procedure for application for National Alumni membership and the service to be given to National Alumni, shall be established by the National Board of Directors from time to time and circulated to all the LOMs.

6-2 Acceptance :

All applications by the eligible alumni shall be accepted and approved by the National Board of Directors through their respective LOM endorsement.

6-3 Rights :

National Alumni shall be entitled to all of the rights and privileges of Individual Members of JCIHK save and except the right to serve on the National Board of Directors and the right to vote at the General Meeting of JCIHK.

6-4 Dues and Subscriptions :

Dues and Subscription of National Alumni shall be determined by the National Board of Directors from time to time.

6-5 Disqualification :

National Alumni membership may be suspended or terminated by JCIHK, if a National Alumnus fails to pay his due or subscription as required by the National Board of Directors, or the National Board of Directors is in the opinion that such Member is no more qualified to be a National Alumnus for one reason or another.

7 SUSTAINING MEMBERS

7-1 Definition :

Any reputable individual or any reputable organization desiring to assist financially in extending and promoting the purposes of JCIHK shall be eligible for affiliation as a Sustaining Member. Requirements for Sustaining Membership will be established from time to time by the National Board of Directors.

7-2 Acceptance :

Sustaining Membership shall be approved by the National Board of Directors from time to time.

7-3 Rights :

Sustaining Members shall have neither voting rights nor property rights of any nature.

7-4 Dues and Subscriptions :

Sustaining Members shall pay an annual due to JCIHK. The amount of such due shall be determined by the National Board of Directors from time to time.

7-5 Disqualification :

Sustaining Membership may be suspended or terminated by the National Board of Directors when a Sustaining Member fails to pay his due or subscription as required by the National Board of Directors, or the National Board of Directors is in the opinion that such member is no more qualified to be a Sustaining Member for one reason or another.

7-6 Sustaining Member termination of affiliation :

A Sustaining Member may terminate its affiliation with JCIHK in accordance with the manner prescribed in By-Law 4-8 as applied to LOMs provided that the dues and subscriptions having been paid to JCIHK by the Member shall not be refunded either in part or whole.

8 OBLIGATIONS OF LOMS

8-1 LOMs shall observe and be bound by the Articles of Association and By-Laws of JCIHK.

8-2 LOMs shall be non-profit making entities.

8-3 LOMs shall notify JCIHK of any changes or revisions of their Articles of Associations, By-Laws and/or regulations as may be applicable from time to time.

- 8-4 LOMs shall declare their Individual Membership to JCIHK with full list of names and addresses of such Individual Members quarterly at the meeting of the presidents of LOMs, National Board of Directors and project chairmen (hereafter referred to “Joint Board of Directors’ Meetings”).
- 8-5 LOMs shall observe and be bound by resolutions so passed at General Meetings of JCIHK.
- 8-6 LOMs shall notify the National Board of Directors the date, time and place and Agenda of their Board Meetings and General Meetings, and furnish the National Board of Directors with copies of the minutes of such meetings.
- 8-7 LOMs shall accept supervision from National Board of Directors or member of the National Board of Directors so appointed by the National President.
- 8-8 LOMs shall make reports to JCIHK on specific matters from time to time as may be required by the National President, or member of the National Board of Directors within the scope of their respective responsibilities.

9 SENATE AND SENATORS

9-1 Definition :

A Life Membership of Junior Chamber International Inc. (hereinafter referred to “JCI”) entitled Junior Chamber International (JCI) Senator, may be awarded by JCI to Individual Members or past Members as a means to honouring them for rendering outstanding service to JCIHK and/or its LOM.

9-2 Qualification of Senators :

- 9-2-1 (A) Nominee should have been a Member of good standing (never been declared delinquent by his LOM or JCIHK) for at least three (3) consecutive years with active participation, during which time, he/she should have participated actively in at least three major projects of his/her LOM (at least once as projects chairman, or held position in the Board of Directors of his/her LOM), and has completed his/her office in an outstanding manner.
- (B) Nominee should have participated actively in at least one JCIHK project as a committee member, or held position in JCIHK Board with superior contribution.
- (C) Nominee should have at least an 80% attendance record to his/her LOMs meetings and functions, which he/she is required to attend within a period of three (3) consecutive years (certified by his LOM President). Satisfactory reasons should be given in case he/she is not able to attain this attendance record.
- (D) Nominee should have made positive contribution towards the membership and extension of his/her LOM and/or JCIHK.
- (E) Nominee should have at least attended two (2) National Conventions

of JCIHK, and actively participated in two discussion groups. Preferably, applicant should have also attended at least one (1) Regional Conference of JCI. Reasons should be stated in case he/she has not been able to do so.

- (F) In case Nominee has not been able to comply with part of the above qualifications, his/her LOM President should state in great details the outstanding contribution and achievements by the Nominee at local, national or international levels related to JCIHK or JCI to merit his/her nomination.
- (G) Nominee should have at all times promoted the image of JCIHK and strive to further the interest of JCIHK.
- (H) Nominee should not have any commitment with or to any other organizations, which is contradictory to the beliefs of JCIHK.
- (I) Nominee should have a good record of his/her behaviour within and outside JCIHK.

9-2-2 JCIHK encourages each LOM to establish additional regulations and requirements designed to up-grade the awarding of senatorship with the regard to local conditions.

9-3 Application Procedure :

9-3-1 The Application shall be made on the approved JCI Application Form for Senate Membership together with the approved Application Form of JCIHK, and shall be approved by:

- (A) The LOM President of the LOM of the nominee,
- (B) The National President of JCIHK,
- (C) The President of the JCI.

Prior to or at the same time as the approval by the President of JCI is requested, a contribution of US\$300.00 or such amount may be required from time to time, shall be made to JCI by the sponsoring LOM (The fee as may be designated for each nomination will have to be paid by the sponsoring LOM and that fund raised from the public expressly for Community Welfare project shall not be utilised for these awards). No nominee shall pay for himself/herself. Members at the Annual General Meeting (or Extraordinary General Meeting) must be informed that the LOM is paying out the fee from its own funds.

9-3-2 The National President may conduct further enquiries as he deems necessary to verify the eligibility of the applicant.

9-3-3 Upon receipt of final approval from JCI, the National President will inform the Senate Chairman of such new Senatorship, and liaise with the LOM President concerned to arrange for a proper ceremony to present the Senatorship to the applicant.

9-4 Revocation :

A JCI Senatorship may be revoked, temporarily suspended or withdrawn at any time upon the unanimous decision of both JCIHK and LOM President of the Senator in question, that this Senator has not conducted himself in a manner worthy of a JCI Senator. The former Senator may appeal to the General Meeting of his LOM and the General Meeting of JCIHK which may sustain, alter, revoke or otherwise change the said decision. No refund of the contribution shall be made.

9-5 Hong Kong Senate Group :

Senators whose Senatorship are sponsored by JCIHK will form the Hong Kong Senate Group. Other JCI Senators may join the Hong Kong Senate Group upon acceptance by the Senate Chairman. In such case, his participation in the Hong Kong Senate Group may be suspended or terminated by the Senate Chairman and the National President with or without explanation.

9-6 Senate Chairman :

The National Immediate Past President shall be the Senate Chairman provided he is a Senator. If the National Immediate Past President is not a Senator, the current Senate Chairman shall continue his office for one (1) more year or part thereof until the National Immediate Past President shall become a Senator. In the case that no person shall be the chairman of the Senate Group by virtue of this provision for the third year, a Senate Chairman shall be elected from within the Senate Group.

10 NATIONAL CONVENTION

10-1 Definition :

The annual convention of JCIHK shall be known as the National Convention. The purpose of the National Convention is to provide an opportunity for all Members of JCIHK and LOMs to meet annually and for the purposes as provided in Article 22 of the Articles of Association of JCIHK.

10-2 General Meeting :

The Annual General Meeting at the National Convention and Extraordinary General Meeting (hereinafter collectively referred to “General Meeting”) shall constitute the supreme authority of JCIHK. It shall direct the affairs of JCIHK. As the supreme authority, the General Meeting shall retain all rights and privileges not specifically assigned to the National Board of Directors, the National President or any other officer(s) of JCIHK.

10-3 Duration :

The National Convention shall not last for less than two (2) days or more than three (3) full days.

10-4 Hosting of National Convention :

10-4-1 A LOM or a consortium of LOMs shall host the National Convention in accordance with the regulations established by the National Board of Directors.

10-4-2 Bidding for hosting rights must be submitted in writing to the National Secretary General in formats and before the time limit established by the National Board of Directors.

10-4-3 If only one (1) bidder is bidding for the hosting right, the National Board of Directors shall decide whether the hosting right shall be given to the bidder. If more than one bidder is bidding for the hosting right, the National Board of Directors shall decide the winning bid.

10-4-4 LOM winning the bid must observe all regulations established by the National Board of Directors pertaining to the activities, programs and registration fees of the National Convention.

10-4-5 In the event that no bid is submitted by any LOM to the National Secretary General before the time limit established by the National Board of Directors or if the winning bidder ceases to organise the National Convention for whatever reasons, the National Board of Directors shall have the power and authority to appoint such person or persons to be the chairman and members of the organising committee for the National Convention on such terms and conditions as deemed appropriate and necessary by the National Board of the Directors.

11 GENERAL MEETING

11-1 Rights of participants :

All LOMs of JCIHK in good standing and being financial shall be entitled to participate at the General Meeting with speaking and voting rights. All other Members of JCIHK other than LOMs (but including non-financial LOMs) shall also be entitled to attend, but without voting right, and at the discretion of the Chairman of the General Meeting, to speak at the General Meeting

11-2 Speaking and voting rights of a LOM shall be exercised through its Chief Delegate only unless otherwise recognised by the Chairman of the General Meeting. LOMs must advise the National Secretary General the names of their Chief Delegates prior to the General Meeting in writing.

- 11-3 Observers may be permitted to participate at a General Meeting provided such is approved by the National Board of Directors in advance. Observers shall have no voting rights but speaking rights may be given at the discretion of the Chairman.
- 11-4 Voting Strength :
- 11-4-1 Voting strength will be one (1) vote per LOM in all matters except for election of elective members of the National Board of Directors.
- 11-4-2 The following voting strength will be accorded to each LOM for election of elective members of the National Board of Directors at General Meeting :
- (A) (i) LOM Vote: One (1) vote for each LOM by virtue of its affiliation, plus
- (ii) Membership Vote: One (1) vote for LOMs with twenty five (25) - thirty (30) paid up Members, or
Two (2) votes for LOMs with thirty one (31) - fifty (50) paid up Members, or
Three (3) votes for LOMs with fifty one (51) - one hundred (100) paid up Members, or
Four (4) votes for LOMs with one hundred and one (101) - one hundred fifty (150) paid up Members, or
Five (5) votes for LOMs with over one hundred fifty one (151) paid up Members, as the case may be, plus
- (B) Executive Vote: One (1) vote for each of the five (5) LOM Board of Directors offices, namely, the President, Executive Vice President or Vice President (irrespective of the number of Vice Presidents or Executive Vice Presidents in a LOM), Secretary, Treasurer and Immediate Past President personally present at the General Meeting. To avoid doubt, no proxy of the aforesaid members of LOM Board of Directors present at General Meeting will be counted for the purpose of this By-Law 11-4-2 (B).
- 11-5 All voting shall be exercised by the Chief Delegate of the LOM.
- 11-6 In election of elective members of the National Board of Directors, the total number of votes of a LOM shall be cast for one single decision in respect of a candidate.
- 11-7 Voting strength on By-Law 11-4-2 (A) will be calculated per LOM's membership declaration to JCIHK at the Joint Board of Directors' Meeting immediately preceding the National Convention concerned provided that such declaration shall be supported by proper payment of membership dues as demanded by the debit note issued immediately preceding the said National Convention as stipulated in the Articles of Association of JCIHK.
- 11-8 Voting at the General Meeting shall be by show of hands or any other

method or methods deemed fit by the Chairman except for the election of elective members of the National Board of Directors which shall be done by secret ballot. Voting by secret ballot shall be so done upon demand by the chairman or by two (2) or more LOMs.

11-9 In case of a tie vote the Chairman shall have a casting vote in matters other than election or appointment of the members of the National Board of Directors.

12 MEMBERS OF THE NATIONAL BOARD OF DIRECTORS

12-1 Definition :

Members of the National Board of Directors will be the members of the Board of Directors of JCIHK.

12-2 Authority :

Members of the National Board of Directors are empowered to exercise the authorities conferred to them by the National Board of Directors. They are entitled to participate at all LOMs' meetings with speaking rights. Members of the National Board of Directors shall not interfere with LOM's internal affairs except when such shall violate JCIHK's standing regulations or orders. Members of the National Board of Directors shall have the right to speak and to propose at all JCIHK meetings and General Meetings.

12-3 Conflicting Office :

Members of the National Board of Directors must not hold, concurrent to his term of office(s) in JCIHK, office or offices in other voluntary organization or organizations that are conflicting to the office which he shall be bearing in JCIHK, or office or offices in other voluntary organization or organizations that shall likely prevent him/her from performing effectively or efficiently in the office which he shall be bearing in JCIHK. Members of the National Board of Directors must not hold any offices in LOMs, either executive or not, except as a LOM's Immediate Past President.

12-4 Qualifications :

12-4-1 Candidates for members of the National Board of Directors must be Individual Members of the LOM in good standing and financial.

12-4-2 Candidates for members of the National Board of Directors must be under forty (40) years of age at the end of the year at which he stands for election or appointment for office(s).

12-4-3 Candidates for elective members of the National Board of Directors must be nominated by Board of Directors of his LOM. Save aforesaid and hereinafter provided the elective members of the National Board of

Directors shall mean National President, National Executive Vice Presidents and National Vice Presidents.

- 12-4-4 Candidates for appointed members of the National Board of Directors must be endorsed by his LOM in writing prior to his appointment. Appointed members of the National Board of Directors shall be members of the National Board of Directors other than those described in By-Law 12-4-3.
- 12-4-5 Candidates for elective members of the National Board of Directors shall attend Candidates Training School organized by JCIHK within fifteen (15) days before the closing session of the Annual General Meeting of the National Convention at which they stand for election.
- 12-4-6 Candidates for elective members of the National Board of Directors shall attend the caucus session(s) at the National Convention at which they stand for election.
- 12-4-7 Candidates for elective members of the National Board of Directors shall attend interview(s) by the Nomination Committee so appointed by the National President.
- 12-4-8 Candidates for members of the National Board of Directors shall meet all the specific requirements for their respective offices.
- 12-4-9 Notwithstanding the provisions in By-Law 12-4, part or all of the requirements may be waived by a two-thirds (2/3) of the votes cast at the General Meeting.

12-5 Term of Office :

Members of the National Board of Directors will commence their office on the 1st of January immediately following their election for a period of one (1) calendar year. No member of the National Board of Directors shall hold the same office for more than one (1) year except in the case of the National President who may serve a second term if so re-elected by a two-thirds (2/3) of the votes cast.

12-6 Nomination for elective members of the National Board of Directors :

- 12-6-1 Nomination in writing per formats established by the National Board of Directors, signed and certified by LOM President or a board member authorised by the Board of Directors concerned must be submitted to the National Secretary General not later than forty six (46) days prior to the commencement of the National Convention.
- 12-6-2 An incomplete nomination form shall be invalid and void.
- 12-6-3 Nomination for elective member of the National Board of Directors shall be automatically closed forty five (45) days prior to the commencement of the

National Convention unless no nomination is submitted for a specific office, in such case nomination shall remain open until closed by the Annual General Meeting.

12-6-4 Nomination closed per By-Law 12-6-3 may be reopened by a two-thirds (2/3) of the votes cast by the General Meeting.

12-6-5 National Secretary General shall pass all nominations to the Nomination Committee after registering thirty (30) days prior to the commencement of the National Convention and circulate to all LOMs the names of nominees for respective offices at the same time.

12-6-6 Each LOM may nominate up to three (3) candidates for the offices of members of the National Board of Directors.

12-7 Nomination Committee :

12-7-1 The National President shall appoint four (4) to six (6) Past National Presidents or Senators of JCIHK as members of the Nomination Committee forty five (45) days before the commencement of the National Convention.

12-7-2 The National Immediate Past President shall chair the Nomination Committee. In the event that he shall not chair the Committee for one reason or another, the National President may appoint a chairman who shall be a Past National President of JCIHK.

12-7-3 The Nomination Committee shall be automatically dissolved after the election of elective members of the National Board of Directors is completed at the General Meeting.

12-7-4 The Nomination Committee shall interview each and every candidate for elective members of the National Board of Directors prior to election and shall report to the General Meeting whether such candidate is considered eligible and qualified.

12-7-5 The Nomination Committee may disqualify candidates for election provided reasons for disqualification shall be made known to the General Meeting.

12-7-6 Disqualified candidates shall not stand for election unless a two-thirds (2/3) of the votes cast on their nominations at the General Meeting.

12-7-7 For appointed members of National Board of Directors, the National Immediate Past President shall conduct such investigation and rectify whether those candidates proposed for respective appointed office fulfill the requirements specified in these By-Laws and report findings to the General Meeting before the General Meeting considers the appointment. In the event that the National Immediate Past President is not able to conduct such investigation for any reason, the National President may appoint a person who shall be a Past National President of JCIHK to perform the task.

12-8 Restriction on Promotional aids for Candidates for offices of members of the National Board of Directors:

12-8-1 In respect of each candidate, there may only be one printed or mimeographed kind of promotional materials. This may take the form of brochure, poster, matchbox, or other item in any way promoting the candidate.

12-8-2 A personal or official letter of an individual nature directed by or on behalf of a candidate, with or without his knowledge and approval, to another LOM officers will not be considered as the one kind of promotional literature if it is of a sufficiently personalised nature and not distributed a quantity of more than ten (10) pieces in identical form.

12-9 National President

12-9-1 Duties :

The National President shall serve as Chief Executive Officer of JCIHK. He shall preside at all meetings of the General Meeting and National Board of Directors. He shall direct and supervise the overall operations of JCIHK and shall travel on its behalf. Out-of-pocket expenses incurred by the National President on official business on JCIHK's behalf may be reimbursed by JCIHK upon the approval of the National Board of Directors. He shall be the official spokesman of JCIHK and be the Chief Representative of JCIHK in all occasions. He shall report to the General Meeting and the National Board of Directors.

12-9-2 Authorities :

The National President shall have the right to appoint advisers, chairman and members of select Committee to investigate, act and report on specific matter. He shall be empowered to make decisions on behalf of the National Board of Directors and/or JCIHK when advance approval of such decisions is impossible. Decisions made in such manner by the National President, however, are subject to post-factual ratification by the body concerned.

12-9-3 Specific Requirements :

- (A) Candidates for the National Presidency shall have been an Individual Member of JCIHK for at least five (5) consecutive years immediately before election,
- (B) Candidates for the National Presidency shall have been an elected LOM President for at least one (1) year,
- (C) Candidates for the National Presidency shall be a current National Executive Vice President or National General Legal Counsel or shall

- have been a National Executive Vice President or National General Legal Counsel for at least one (1) year; and
- (D) Candidates for the National Presidency must not have been convicted by any Court of laws or similar authority in any criminal cases.

12-9-4 Succession of Vacancy :

Upon the death, disability, resignation or other disposition that shall prevent the National President from serving, the National Immediate Past President shall automatically become Acting National President, failing him/her, the National Board of Directors shall appoint from within the National Board of Directors a member to be the Acting National President, and shall serve until a duly qualified successor has been elected as hereinafter provided.

12-9-5 Nominations after appointment of the Acting National President :

Within seven (7) days after the appointment of the Acting National President, the National Secretary General shall send or supply a notice thereof to all LOMs by such means in pursuance to the Articles of Association. The notice shall state that nominations for the position of National President must be received at the National Secretariat within twenty one (21) days from and including the date of such notice. The National Secretary General must call a meeting of the General Meeting within sixty (60) days from the date of the appointment of the Acting National Presidency for the sole purpose of electing a National President. The successful candidate for National President under such circumstance shall receive more that 50% of the votes cast.

12-9-6 National President so elected in the manner prescribed in By-Law 12-9-5 shall retire from the Presidency on the 31st of December of that calendar year in which he is so elected. He may, if he so desires, stand for election for National Presidency of next term at a General Meeting, notwithstanding the provisions in By-Law 12-5.

12-9-7 Notwithstanding the provisions in By-Law 12-9-5, should the assumption of the National Immediate Past President (or such other member of the National Board of Directors as so appointed) to the Acting National Presidency take place within ninety (90) days before the 31st of December of that calendar year in which he is so appointed, such Acting National President shall remain at the office of the Acting National Presidency for the balance of the term without any election to be conducted pursuant to By-Law 12-9-5.

12-10 National General Legal Counsel

12-10-1 Duties :

The duties of a National General Legal Counsel shall be as follows :

- (A) To handle all governmental procedural matters of JCIHK;
- (B) To serve as Parliamentarian in JCIHK meetings at the request of the presiding officer;
- (C) To interpret JCIHK's Articles of Association and By-Laws;
- (D) To ensure the National Board of Directors' work are in accordance with the Articles of Association and Policy Manual of JCIHK published annually;
- (E) To carry out duties as assigned by the National President; and
- (F) To supervise, guide and train National Directors assigned to him/her by the National President.

12-10-2 Specific Requirements :

- (A) Candidates for National General Legal Counsel shall have been an Individual Member of JCIHK for at least four (4) consecutive years immediately before appointment;
- (B) Candidates for National General Legal Counsel shall have been an elected LOM President for at least one (1) year;
- (C) Candidates for National General Legal Counsel shall be a current elected member of the National Board of Directors or shall have been an elected member of the National Board of Directors for at least one (1) year; and
- (D) Candidates for National General Legal Counsel must not have been convicted by any Court of laws or similar authority in any criminal cases.

12-10-3 Appointment :

The National General Legal Counsel shall be appointed by the National President, subject to the approval of the General Meeting.

12-11 National Executive Vice Presidents

12-11-1 Duties :

The duties of a National Executive Vice President be as follows :

- (A) To promote the purpose of JCIHK;
- (B) To carry out the duties as assigned by the National President;
- (C) To assist the National President in the planning, implementation and supervision of the activities under the four areas of opportunity;
- (D) To supervise and render guidance to the National Vice Presidents assigned to him/her by the National President; and
- (E) To supervise, guide and train National Directors assigned to him/her by the National President.

12-11-2 Specific Requirements :

- (A) Candidates for National Executive Vice President shall have been an

- Individual Member of a LOM for at least four (4) consecutive years immediately before election;
- (B) Candidates for National Executive Vice President shall have been an elected LOM President for at least one (1) year;
 - (C) Candidates for National Executive Vice President shall be a current elected member of the National Board of Directors, National General Legal Counsel, National Secretary General or National Honorary Treasurer or shall have been an elected member of the National Board of Directors, National General Legal Counsel, National Secretary General or National Honorary Treasurer for at least one (1) year; and
 - (D) Candidates for National Executive Vice President must not have been convicted by any Court of laws or similar authority in any criminal cases.

12-12 National Vice Presidents

12-12-1 Duties :

The duties of a National Vice President shall be as follows :

- (A) To communicate with, work and visit the LOMs assigned to him/her by the National President for the following purposes :
 - (i) To promote the purpose of JCIHK;
 - (ii) To guide and assist LOM Officers in the development of their LOM;
 - (iii) To promote and give guidance in executing planned membership extension programs;
 - (iv) To ensure effective communications between his assigned LOMs and JCIHK; and
 - (v) To promote among his assigned LOMs the programs adopted by JCIHK.
- (B) To study the materials received relating to such JCI programs as may be assigned to him by the National President and to advise his assigned LOMs, the National President and the National Board of Directors on matters arising from this study which affect them or are of interest to them; and
- (C) To carry out such duties as may be assigned to him by National Executive Vice President and National President.

12-12-2 Specific Requirements :

- (A) Candidates for National Vice President shall have been an Individual Member of JCIHK for at least three (3) years immediately before election;
- (B) Candidates for National Vice President shall have been a LOM Executive Officer or Executive Committee Member for at least one (1)

- year;
- (C) Candidates for National Vice President shall be a current member of the National Board of Directors or shall have been a member of the National Board of Directors for at least one (1) year; and
- (D) Candidates for National Vice President must not have been convicted by any Court of laws or similar authority in any criminal cases.

12-13 National Secretary General

12-13-1 Duties :

The National Secretary General shall be the administrative officer of JCIHK responsible to the National General Legal Counsel and/or the National President and shall be responsible for the operation of the National Secretariat and the implementation of policies according to the direction of the National President. The National Secretary General shall give notice of all meetings of the General Meeting and the National Board of Directors to the Members and is responsible for keeping a permanent record of the minutes of such meetings.

12-13-2 Specific Requirements :

Same as By-Law 12-12-2.

12-13-3 Appointment

The National Secretary General shall be appointed by the National President, subject to the approval of the General Meeting.

12-14 National Honorary Treasurer

12-14-1 Duties :

The duties of the National Honorary Treasurer shall be as follows :

- (A) To issue notices of dues and other accounts payable to JCIHK or any other parties, be responsible for their collection and keeping the books of accounts of JCIHK;
- (B) To disburse monies at the direction of the National Board of Directors;
- (C) To prepare monthly financial statements and annual report on the financial affairs of JCIHK;
- (D) To prepare JCIHK's Budget as instructed by the National President;
- (E) To plan, execute and supervise JCIHK's fund-raising activities as directed by the National President, and/or the National Board of Directors; and
- (F) To perform other duties related to JCIHK's financial affairs as may be assigned to him by the National General Legal Counsel and/or the National President.

12-14-2 Specific Requirements :

Same as By-Law 12-12-2.

12-14-3 Appointment

The National Honorary Treasurer shall be appointed by the National President, subject to the approval of the General Meeting.

12-15 National Directors

12-15-1 Duties

The duties of a National Director shall be as follows :

- (A) To be responsible and report to the members of the National Board of Directors assigned to him;
- (B) To communicate with, work with and visit the LOMs for the purposes of promoting and/or executing the programs or projects assigned to him by the National President;
- (C) To promote and give guidance in executing the approved JCIHK program or project; and
- (D) To ensure effective communication between the LOMs and JCIHK within his scope of responsibilities.

12-15-2 Specific Requirements :

- (A) Candidates for National Director shall have been an Individual Member of JCIHK for at least two (2) years immediately before appointment;
- (B) Candidates for National Director shall be a current LOM Officer or have been a LOM Officer for at least one (1) year; and
- (C) Candidates for National Director must not have been convicted by any Court of laws or similar authority in any criminal cases.

12-15-3 Appointment

The National Directors shall be appointed by the National President, subject to the approval of the General Meeting.

12-16 Voting for election and appointment

12-16-1 The voting for election of elective members of the National Board of Directors at General Meeting will be conducted in the manner as follows :

- (A) Voting will be done by secret ballots;
- (B) Voting strength will be per By-Law 11-4-2;
- (C) Votes received by candidates shall be announced; and

(D) Candidate must receive more than 50% of the votes cast at the General Meeting to be elected.

12-16-2 The voting for appointment of appointed members of the National Board of Directors at General Meeting will be conducted in the manner as follows :

(A) Voting strength will be per By-Law 11-4-1;

(B) Candidate must receive more than 50% of the votes cast at the General Meeting to be appointed.

12-17 Vacancies :

12-17-1 The National Board of Directors may appoint amongst Individual Members of JCIHK a person to serve the balance of the term of the member of the National Board of Directors in whose place he is appointed provided that such person shall fulfil the specific requirements of that particular office and the general requirements of that particular office and the general requirements for member of the National Board of Directors; except in the case of the National President.

12-17-2 If more than three (3) offices of the National Board of Directors are vacant at the same time, an Extraordinary General Meeting must be called to elect or appoint officers for these offices.

12-17-3 Officers appointed in the manner prescribed in By-Law 12-17-1 serving balance of the term of the officer in whose place he is appointed may stand for election for the next term of the post of elected member of the National Board of Directors at a General Meeting or be appointed as an appointed member of the National Board of Directors subject to the approval of General Meeting, as the case may be, notwithstanding the provisions in By-Law 12-5.

12-18 Swearing-in and Installation :

12-18-1 Member of the National Board of Directors must be installed to their offices formally by swearing-in at a ceremony to be held no later than the 31st of January of each year unless otherwise approved by the National Board of Directors.

12-18-2 The National Immediate Past President shall install the National President first; and the National President shall then install the other members of the National Board of Directors and then the LOM Presidents.

12-18-3 The National President may install LOM Officers simultaneously while he/she installs LOM Presidents.

13 MEETINGS OF NATIONAL BOARD OF DIRECTORS

The Board shall meet no less than once every month. In such meeting, 50% of members of the National Board of Directors present shall constitute a quorum.

14 DISQUALIFICATION OF MEMBER OF THE NATIONAL BOARD OF DIRECTORS

A member of the National Board of Directors, either elected or appointed, shall resign or be dismissed from his office in one or more of the following circumstances :

14-1 When he/she cannot satisfactorily and timely perform his/her duty whether assigned to him/her by the National President or the National Board of Directors or as specified in the terms of reference of his particular office, by these By-Laws, National President or the National Board of Directors.

14-2 When he/she has to be absent from Hong Kong for three or more consecutive months.

14-3 When he/she fails to attend two or more consecutive National Board of Directors Meetings or committee meetings thereof which he/she is obliged to attend without giving a written report in lieu prior to or at the meeting and/or reasons acceptable to the National Board of Directors or the National President.

14-4 When he/she fails to attend at least two-thirds (2/3) of the National Board of Directors Meetings or the committee meetings thereof which he/she is obliged to attend in any three (3) months' period without giving a written report in lieu and/or reasons acceptable to the National Board of Directors or the National President.

14-5 When he/she becomes a delinquent member or ceases to be an active member of his/her own LOM.

14-6 When he/she behaves to an extent considered by the National Board of Directors to be hazardous to JCIHK's reputation.

14-7 When he/she is considered to be physically or mentally unfit to perform his duties by the National Board of Directors.

15 DELEGATION TO JCI MEETINGS, CONFERENCES, CONGRESSES OR MEETINGS OF OTHER NATURES

15-1 The National Board of Directors shall appoint such delegation.

- 15-2 Delegations are only for one or more specific purposes and are automatically dissolved when their missions are completed.
- 15-3 Such delegation(s) must act in accordance with instructions or guidance set forth by the National Board of Directors.
- 15-4 Only the Chief Delegate shall be the spokesman for the delegation provided that his authority as chief spokesman may be delegated.

16 NATIONAL SECRETARIAT

- 16-1 The National Secretariat is established to provide services to National Board of Directors in order to perform their duties efficiently and to provide meeting venues and reference library to all LOMs.
- 16-2 The National Secretariat may from time to time provide services to LOMs.
- 16-3 The National Secretary General shall manage the National Secretariat.
- 16-4 The National Secretary General shall provide stencilling, printing and mailing services to LOMs as and when required. However, services required by the National Board of Directors shall be of priority.
- 16-5 JCIHK's appointed committees or LOM committees may request assistance from the National Secretariat provided such be approved by the National Secretary General in advance.
- 16-6 The National Secretary General shall implement regulations governing the use of the National Secretariat from time to time and such regulations shall be observed by all parties concerned.

17 JCIHK BUDGETING

17-1 The incoming National Board of Directors shall prepare an annual budget immediately after their election/appointment guided by the National President Elect and the incoming National Honorary Treasurer (appointed by the National President but subject to the approval of the General Meeting) in consultation with the current National Board of Directors.

17-2 JCIHK Budget shall be approved by the National Board of Directors at the February National Board of Directors' Meeting of each year.

17-3 JCIHK Budget shall be reviewed and modified by the National Board of Directors from time to time.

17-4 JCIHK Budget shall cover one calendar year with quarterly breakdown.

18 INCOMING & OUTGOING NATIONAL BOARD OF DIRECTORS' MEETING

18-1 The incoming National Board of Directors newly elected/appointed at a National Convention shall meet with the current (outgoing) National Board of Directors within twenty four (24) hours after their election/appointment to decide date, time and place of a formal meeting which should be carried out no later than the 20th of December of the year.

18-2 At the formal incoming and outgoing National Board of Directors' Meeting, the outgoing Board shall brief the incoming National Board of Directors on various matters and transfer all documents and files. The outgoing National President shall chair this meeting.

19 NOMINATION FOR JCI OFFICES

Nomination must be made by a LOM and approved by the National Board of Directors.

20 BIDDING FOR JCI CONFERENCE OR WORLD CONGRESS

20-1 LOMs interested shall submit their intent in writing to the National Board of Directors for approval.

20-2 In case of more than one LOM bidding for the same conference or congress, an Extraordinary General Meeting shall be called to decide the final bid.

Approved on 26 September 2021
at an Annual General Meeting