



港島榮譽童軍會
會章

**The Queen's Scout (H.K.I.) and Queen's Guide Club
Constitution**

(Approved at 32nd Annual General Meeting on 18th June, 2009)

The Queen's Scout (H.K.I.) and Queen's Guide Club

Constitution

1. The name of the club is "The Queen's Scout (H.K.I.) and Queen's Guide Club" (the "**Club**"). The Chinese name of the Club is "港島榮譽童軍會".
2. The Club was formerly known as "The Queen's Scout (H.K.I.) and Queen's Guide Club" (男女榮譽童軍會) (the "**Predecessor**").
3. The Club is registered with Hong Kong Island Region of Scout Association of Hong Kong.

OBJECTIVES :

4. The objectives of the Club are :
 - (a) To foster a spirit of friendship among its members for the purposes of mutual assistance, promotion of interests and service to others.
 - (b) To encourage its members to further achievements and training in the Scout movement.
 - (c) To provide its members who have not taken up Scout leader's rank opportunities to prepare themselves to becoming Scout Leaders.
 - (d) To promote exchanges of ideas and experiences among its members.
 - (e) To promote Scouting activities.
 - (f) In furtherance of such objectives but not otherwise, the Club may establish, manage and support or aid in the establishment, management and support of any funds which may deem directly or indirectly benefit the Club or which are incidental or conducive to the attainment of the above objectives or any of them. The Club may invest the money in such funds in the manner as approved or delegated by the Members in General Meetings. Without limiting the foregoing, the Club may invest money in money markets, stocks, securities, derivatives, mutual funds and other legitimate investment portfolios as the Members may decide in General Meetings. In case the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with or

invest the same in such manner as allowed by law, having regard to such trusts.

MEMBERSHIP:

5. Membership of the Club shall be divided into Life Members, Full Members and Associate Members. Life Members and Full Members (collectively, the “**Members**”) are entitled to attend and vote at general meetings of the Club. Associate Members are entitled to attend but not entitled to vote at general meetings of the Club.
6. Any person is eligible to become a Member of the Club if he/she is :
 - (a) a holder of the King’s Scout Badge, the Queen’s Scout Badge/Award or the Special Administrative Region Scout Award (each one of them, an “**Award**”) who obtained his/her Award in a Hong Kong Island Region Scout Group; or
 - (b) a holder of an Award who obtained his/her Award in other regions of Scout Association of Hong Kong, and is serving in Hong Kong Island Region at the time the application for membership is made; or
 - (c) a holder of the Queen’s Guide Award or the Chief Commissioner’s Guide Badge of the Hong Kong Girl Guide Association; or
 - (d) an Associate Member of 3 years’ standing.
7. All life and full members of the Predecessor registered before 18th December, 1998 shall automatically become respectively Life Members and Full Members of the Club.
8. Leaders and former Scouts other than those designated in Article 6 above having attained an achievement equivalent to any of the Awards in any other youth organization may, subject to the approval of the Executive Committee, become Associate Members of the Club.
9. No one shall be admitted to membership of the Club or be transferred from Associate Member to Member unless his/her application for admission or transfer as the case may be, in such forms and terms as the Executive Committee shall require, is delivered to the Secretary and approved by the Executive Committee.
10. Associate Members shall enjoy the same rights and privileges as Members

except that the former shall have no right to vote in general meetings nor to be elected members of the Executive Committee.

11. Any Member or Associate Member may resign from the Club by giving not less than one month’s notice in writing to the Secretary. Upon the expiry of such notice, he/she shall cease to be a Member or Associate Member of the Club, as the case may be.
12. When any Member or Associate Member is more than one month in arrears in his/her payment of annual subscription and has been served notice thereof by the Treasurer of the Club or such member designated by the Executive Committee, that Member or Associate Member shall not thereafter and until such time as he/she has paid his/her arrears of subscription be entitled to receive notices of meetings nor be entitled to be present at any activity of the Club (including attending at general meetings) nor, in the case of a Member, be eligible for election as a member of the Executive Committee. His/Her membership may be reinstated at the discretion of the Executive Committee upon payment of all arrears.

PATRONS AND PRESIDENTS :

13. One or more person(s) may be invited to become Patron(s) of the Club by the Regional Commissioner of the Hong Kong Island Region and no subscription shall be payable by the Patron(s).
14. The Regional Commissioner of the Hong Kong Island Region shall appoint a President and/or Vice-President(s) for the Club and no subscription shall be payable by the President and Vice-President(s). The President or each of the Vice-Presidents shall be deemed a Member of the Club for so long as he/she holds such office, notwithstanding that he/she may not qualify for membership of the Club under any of the provisions herein.
15. Any past President who is not already a Life Member may be invited by the Executive Committee to become a Life Member. The Club shall waive any applicable entrance fee and life membership subscription payable by the past President upon his/her acceptance of the invitation.

SUBSCRIPTIONS :

16. An entrance fee shall be paid by each Member or Associate Member on joining the Club.
17. Every Full Member or Associate Member of the Club shall pay to the Club an annual subscription due and payable two weeks after the date of an Annual General Meeting.
18. A successful applicant for admission as a Full Member or an Associate Member shall pay to the Club on admission the full amount of the applicable annual subscription even though the period from the date of his/her admission to the date of the next AGM may be less than a full year. Notwithstanding the foregoing, if the application for admission of an applicant has been submitted on or after 1st December of a year and before the AGM in the following year, he or she shall be entitled to pay on admission only half of the applicable annual subscription. The Executive Committee may, however, in its absolute discretion waive any such payment on the recommendation of the Treasurer, if an applicant has submitted his/her application form on or after 1st May of a year but before the AGM of the same year. .
19. The amounts of entrance fee, annual subscription and life membership subscription shall be determined by Members at Annual General Meetings from time to time.

MANAGEMENT :

20. The management of the Club shall be vested in an executive committee (the “**Executive Committee**”) elected at Annual General Meetings. The Executive Committee shall consist of:
 - (a) the Chairman;
 - (b) the Vice-Chairman;
 - (c) the Secretary;
 - (d) the Treasurer; and
 - (e) three (3) Committee Members.

The Chairman, the Vice-Chairman, the Secretary and the Treasurer are officers of the Club (the “**Officers**”, and each an “**Officer**”);

21. The term of office of the Officers and Committee Members shall last until the next Annual General Meeting. All Officers and Committee Members shall retire at each Annual General Meeting and be eligible for re-election at the Annual General Meeting.
22. Should any vacancy occur in the Executive Committee during the term of office, the Executive Committee shall have the power to co-opt a Member to fill the vacancy. A casual vacancy in the office of the Chairman shall be filled by a member of the Executive Committee.
23. The quorum for any Executive Committee meeting shall be four (4) members of the Executive Committee, two (2) of which must be Officers. The Executive Committee shall meet at least twice a year.
24. Any member of the Executive Committee who has been absent without reasonable excuse at three (3) consecutive Executive Committee meetings may be removed by a majority vote of the members of the Executive Committee. A member of the Executive committee shall not vote in any resolution in which he/she is personally interested.
25. The Executive Committee may, with the written approval of the President, suspend or dismiss any Officer or Committee Member for negligence of duty, dishonesty, incompetence, refusal to carry out the decisions of the Executive Committee or any other reason which it deems good and sufficient in the interests of the Club. Any Officer or Committee Member so suspended or dismissed shall have the right to appeal to the Regional Commissioner of the Hong Kong Island Region whose decision shall be final.

CHAIRMAN AND VICE-CHAIRMAN :

26. The Chairman shall preside at all Executive Committee meetings. Matters at any Executive Committee meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. The Chairman shall sign all letters and meeting minutes after they have been approved by the Executive Committee. The Chairman shall deliver to the Members a report of the Club’s activities during his/her term of office in conjunction with the Vice-Chairman.
27. The Chairman shall ensure that every Member have an equal opportunity to

vote at any Annual or Extra-ordinary General Meeting.

28. The Vice-Chairman shall assist the Chairman and act as the Chairman in his/her absence.

SECRETARY :

29. The Secretary shall supervise the general administration of the affairs of the Club and shall endeavour to secure the observance of those rules as directed by the Executive Committee.
30. The Secretary shall have charge of all papers, keep such records, ensure the accuracy of reports and perform such duties required of him/her by the Executive Committee.
31. The Secretary shall also maintain an up-to-date register of all Members and Associate Members of the Club, including the name, registration number, date joined, last known address and any other information which are considered appropriate by the Executive Committee.
32. On retirement, suspension or removal from office, the Secretary shall hand-over all books, documents, correspondence, papers and assets of the Club to his/her successor or to such person the Executive Committee may nominate.

TREASURER :

33. The Treasurer shall have charge of the funds of the Club, and shall maintain a proper set of books of account in which shall be kept the accounts made up to March 31st of each year. An audited account shall be presented at each Annual General Meeting and a copy of this audited account, after being adopted at the Annual General Meeting, shall be inserted into the minutes book of the Club.
34. The Treasurer shall be responsible for collecting entrance fees and annual subscriptions from Members and Associate Members. The Treasurer shall send a reminder letter to any Member or Associate Member whose subscription is due but has not yet been paid. If there is no response one month after the reminder letter has been sent, the Treasurer shall report the case to the Executive Committee so that appropriate actions may be taken.

35. The Treasurer shall be responsible for the safe custody of all money, deeds and documents of investment and belongings of the Club.

36. The Treasurer shall be authorized to operate a petty cash account, the amount of which shall be determined by the Executive Committee from time to time.

37. Cheques or vouchers payable from the Club's fund shall be signed by any two of the four Officers.

HONORARY AUDITOR :

38. The Members at Annual General Meetings shall appoint an auditor for the Club (the "**Honorary Auditor**") who shall not be a Member.

**THE QUEEN'S SCOUT (H.K.I.) AND QUEEN'S GUIDE CLUB
FUND MANAGEMENT COMMITTEE**

39. The Fund Management Committee is a standing committee responsible to the Executive Committee for the management of The Queen's Scout (H.K.I.) and Queen's Guide Club Fund (the "**Fund**"), a fund set up by the Club in support of the Scout Movement in Hong Kong.

40. The Fund Management Committee shall operate in accordance with its Terms of Reference, a copy of which is attached to this Constitution.

41. In the event that the purpose for which the Fund was set up no longer exists, or has become practically unattainable, the Executive Committee may, with the approval of the Hong Kong Island Region Executive Committee and of the Members in a General Meeting, either
 - (a) alter the purpose of the Fund, or
 - (b) declare that the Fund is defunct, dissolve the Fund Management Committee and take control of the remaining assets of the Fund directly.

AD-HOC COMMITTEE :

42. Ad-hoc Committees shall be set up for special purposes and for dealing with matters delegated by the Executive Committee.

43. Members of the Ad-hoc Committee shall be appointed by the Executive

Committee.

44. Ad-hoc Committees shall be automatically dissolved after the intended purposes have been achieved. During its existence, an Ad-hoc Committee shall submit reports to the Executive Committee within the prescribed time.

GENERAL MEETINGS :

45. An Annual General Meeting shall be held before June of each year.
46. The President may, whenever he/she thinks fit or when requested in writing by any ten (10) or more Members, convene an Extra-ordinary General Meeting.
47. Any requisition for an Extra-ordinary General Meeting shall state the purpose of the meeting and shall be delivered directly to the President.
48. Members in a properly convened Annual General Meeting or Extra-ordinary General Meeting (each a “**General Meeting**”) shall have the authority to make alterations or additions to any articles of the Constitution of the Club except the change of the name of the Club or the amalgamation or affiliation with any other clubs or societies (in such cases the President’s approval shall first be obtained).
49. An Agenda of the General Meeting in writing specifying the date, time, place, and discussion items of the meeting (prepared by the Secretary) and the financial statements including Balance Sheet (preferably prepared by the Treasurer) shall be sent to every Member and Associate Member at least fourteen (14) clear days before the day of the General Meeting. Any such notice shall be deemed to be received by a Member or Associate Member when sent to his/her registered address by ordinary post, fax or email. However, the accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by any Member or Associate Member shall not invalidate the proceedings at any such meeting.
50. The quorum for any General Meeting shall be one-fifth (1/5) of the Members personally present or by proxy. For the avoidance of doubt, faxed copies of proxies shall be valid.
51. The Executive Committee shall have the authority to convene General

Meetings.

52. Discussions at any Extra-ordinary General Meeting shall be confined to those matters stated in the agenda.
53. A resolution put to the vote of any General Meeting shall be decided by a majority of votes at the meeting.

PROCEEDINGS AT GENERAL MEETINGS :

54. No business shall be transacted at any General Meeting unless the required quorum is present at the commencement of such meeting.
55. If a quorum is not present within half-an-hour from the time appointed for the General Meeting, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to a date, within two weeks, decided by the Members and persons holding proxies present. If at such adjourned meeting a quorum is not present, the Members and persons holding proxies present shall be a quorum.
56. The President, or, in his/her absence, one of the Vice-Presidents shall preside as the chairman at every General Meeting of the Club. If neither the President nor any of the Vice-Presidents is present at the time of holding a General Meeting, the Members and persons holding proxies present shall choose a Member to be the chairman of such meeting.
57. Every Member shall have one and only one vote. All votes shall be made personally or by proxy.
58. The business of the Annual General Meeting shall be :
 - (a) To receive reports from the Executive Committee.
 - (b) To receive the audited statement of accounts and the Honorary Auditor’s report on the financial status of the Club.
 - (c) To review the past work of the Club and to plan for the future.
 - (d) To elect members of the Executive Committee.
 - (e) To appoint the Honorary Auditor. To consider any other business.
59. The election procedures at Annual General Meetings shall be as follows :
 - (a) Only members of the Executive Committee shall be elected.

(b) Only Members shall have the rights to nominate, to vote and to be elected as members of the Executive Committee.

(c) Nominations :

1. Each Member shall nominate and second only one Member to each post.
2. Every Member can nominate and second oneself.

(d) Administration of election, the registration of candidates, the polling and counting of votes, and the certifying of results shall be in the hands of the President or Vice-President(s) who shall be the person to preside in the election.

(e) The whole process of the election shall be done by secret ballot.

(f) If anything unexpected happens in the election which cannot be dealt with according to the Constitution, the decision of the President or Vice-President(s) presiding the election shall be final.

60. The chairman of the General Meeting shall have a casting vote.

61. The newly elected members of the Executive Committee shall take up their posts two weeks after the election, by which time the outgoing members of the Executive Committee shall hand over their office.

FUNDS :

62. Any sum exceeding one thousand dollars payable from the Club's funds shall require the approval of the Executive Committee before the expenditure is committed.

63. Any funds not required for current expense shall be invested at the discretion of the Executive Committee. Such decisions shall be submitted to a General Meeting for approval.

ATTENDANCE RECORD:

64. A record of those present at each meeting, including visits, lectures, discussions and other functions of the Club shall be made by the Secretary, distinguishing between Members, Associate Members and guests.

EXPLUSION AND EXCLUSION FROM MEMBERSHIP :

65. The Executive Committee shall have power by resolution to recommend to the President the expulsion or exclusion of any Member or Associate Member. Such recommendation shall contain all the relevant facts and grounds on which it is made and shall be accompanied by a copy of the resolution authorizing it. The President shall consider any such recommendation and shall take any actions as he/she deems expedient and shall forward a copy of the report in relation to the actions to the Executive Committee.

66. If any Member or Associate Member shall willfully refuse or neglect to comply with the provisions of the Constitution, or shall be guilty of conduct against the good name of the Club, such member shall be liable to expulsion from membership provided always that Article 60 aforesaid is observed. Any Member or Associate Member so expelled or excluded from membership shall have the right to appeal to the Regional Commissioner of the Hong Kong Island Region whose decision will be final.

ACTIVITIES AND PUBLICITY :

67. The Executive Committee shall be empowered to arrange any function of the Club.

68. No Members or Associate Members of the Club nor members of the Executive Committee shall make any arrangement for publicity in regard to any activity or function of the Club without the prior consent of the President. The term "publicity" shall be interpreted in its widest sense and shall include, inter alia, advertisements, press coverage and reporting.

WINDING-UP :

69. In the event of the winding-up of the Club whether by resolution or otherwise, all minutes books, account books, attendance records, literature, stationery, property and equipment whatsoever of the Club, together with any money which may remain after payment of all expense of the Club shall be forwarded to the Regional Commissioner of the Hong Kong Island Region or to any person nominated by him/her who shall acknowledge receipt thereof to the Chairman.

ALTERATION OF ARTICLES :

70. No amendment or abrogation of this Constitution shall be valid unless approved by a majority of the Members present personally or by proxies at a General Meeting, of which not less than one month's notice in writing, setting out the exact terms of the proposal to be considered, has been given to all Members.

Appendix

The Queen's Scout (H.K.I.) and Queen's Guide Club

Fund Management Committee

Terms of Reference

(Approved in the 2004/2005 27th Annual General Meeting of
The Queen's Scout (H.K.I.) and Queen's Guide Club
held on 29th May 2004)

1. Objective of The Fund

The Queen's Scout (H.K.I.) and Queen's Guide Club Fund (the "**Fund**") was established with a view to providing support to the Scout Movement in Hong Kong.

2. Establishment of the Fund

The Queen's Scout (H.K.I.) and Queen's Guide Club Fund Management Committee (the "**Fund Management Committee**") was established by The Queen's Scout (H.K.I.) and Queen's Guide Club Executive Committee (the "**Executive Committee**") empowered by the resolution of the 2001/2002 24th Annual General Meeting of The Queen's Scout (H.K.I.) and Queen's Guide Club set out below.

Resolution:

"It was resolved in the 2001/2002 24th Annual General Meeting of The Queen's Scout (H.K.I.) and Queen's Guide Club that the HK\$100,000 donated by Mak's Foundation Limited be used to set up The Queen's Scout (H.K.I.) and Queen's Guide Club Fund which shall be managed by The Queen's Scout (H.K.I.) and Queen's Guide Club Fund Management Committee with a view to providing support to the Scout Movement in Hong Kong from investment income generated from the Fund each year."

3. Responsibilities

The Fund Management Committee shall

1. be accountable to the Executive Committee;
2. maintain growth in the Fund through fund raising if considered necessary;
3. be responsible for the collection, custody, investment and application of the Fund;
4. not use the Fund for any purpose, other than those in support of the Scout Movement in Hong Kong, without the approval of the Hong Kong Island Region Executive Committee and the Annual General Meeting of The Queen's Scout (H.K.I.) and Queen's Guide Club;
5. review, amend and approve applications for funding from the Fund in order to decide whether to sponsor the applicants in their proposed projects;
6. receive, audit and query detailed accounts together with relevant supporting documents regarding any use of the Fund; and
7. cause proper accounts of the Fund and minutes of meetings of the Fund Management Committee to be kept.

4. Authority

The Fund Management Committee may

1. raise further funds in the name of "The Queen's Scout (H.K.I.) and Queen's Guide Club Fund Management Committee";

2. maintain one or more bank accounts in the name of "The Queen's Scout (H.K.I.) and Queen's Guide Club"; and
3. with the approval of a two third majority of the members of the Fund Management Committee, deposit the Fund or any part of it in any of the banks incorporated in Hong Kong, or invest the Fund or any part of it through proper investment vehicles, with a view to utilizing the Fund effectively.

5. Organization

Members of the Fund Management Committee shall be appointed by the Executive Committee as follows:

One Chairman	who shall be the President of The Queen's Scout (H.K.I.) and Queen's Guide Club
One Vice-Chairman	who shall be the Chairman of The Queen's Scout (H.K.I.) and Queen's Guide Club
One Secretary	who shall be the Secretary of The Queen's Scout (H.K.I.) and Queen's Guide Club
One Treasurer	who shall be the Treasurer of The Queen's Scout (H.K.I.) and Queen's Guide Club
One ex officio Member	who shall be the Regional Commissioner of Hong Kong Island Region, or his appointed representative
Four co-opted Members	who shall be appointed by the Executive Committee

6. Term

1. The appointment of any member of the Fund Management Committee shall be for a term of one year from 1st July of a year to 30th June of the following year, both days inclusive. Upon expiry of a term of office, any retiring member shall be eligible for re-appointment.
2. The Executive Committee may terminate the appointment of any member of the Fund Management Committee prior to the end of the term of appointment or the resignation of the member concerned.

7. Meetings

1. The Fund Management Committee shall meet at least twice during its term of office.
2. The quorum for any meeting of the Fund Management Committee shall be more than half of the members in person and the quorum must continue to be present through out the meeting.
3. Subject to provision VII.4 below, a resolution put to the vote of any meeting of the Fund Management Committee shall be decided by a simple majority of those members present at the meeting.
4. Notwithstanding provision VII.3 above, a resolution concerning the investment or banking of the Fund or any part of it shall be decided by a two third majority of all members.
5. Each member present at a meeting shall have one vote. In the event of an equality of votes, the person who chairs the meeting shall be entitled to a second or casting vote.

8. Accounts

1. The Fund Management Committee shall cause proper books of accounts to be kept with respect to all sums of moneys received and

expended by the Fund and all assets and liabilities of the Fund to show a true and fair view of the financial state of the Fund.

2. The books of accounts shall be kept at a place as the Fund Management Committee thinks fit and shall be open to the inspection of any member of the Fund Management Committee upon application to the Fund Management Committee.
3. Cheques payable from the Fund's bank account shall be signed by the Chairman or the Vice-Chairman, and countersigned by the Treasurer or the Secretary.
4. The Executive Committee shall appoint an Honorary Auditor who shall audit the accounts of the Fund. The appointment of Honorary Auditor shall be for a term of one year from 1st July of a year to 30th June of the following year, both days inclusive. Upon expiry of a term of office, the retiring Honorary Auditor shall be eligible for re-appointment. The Honorary Auditor shall present his audit report on the Fund's accounts to the Fund Management Committee. The audit report shall be appended to the final accounts of the Fund each year.
5. The Fund Management Committee shall cause the final accounts of the Fund to be delivered to the Executive Committee on or before the end of March each year.

(Note: This is an English Translation of the Terms of Reference for the Fund Management Committee. In the event of a conflict between the English text and the Chinese Text in any of the provisions, the Chinese version shall prevail.)