



The Hong Kong Society of Children's Palliative Care

Constitution

1. **Name**

The name of the Hong Kong Society of Children's Palliative Care (HKSCPC)
(香港兒童紓緩學會)

2. **Address**

Caritas Lok Yi School, 51 Lei King Road, Lei King Wan,
Sai Wan Ho, Hong Kong

3. **Objectives**

- a. To advance the knowledge of Paediatric Palliative Care (PPC)
- b. To endeavor and improve the standard of care of children suffering from life limiting and life threatening conditions
- c. To promote quality of life of children and families requiring PPC
- d. To promote the public awareness of PPC

4. The Society shall for the purpose of attending to the main objectives, have the powers:

- a. To organize scientific, educational and social activities in order to encourage interchange of ideas and to stimulate co-operation in management of PPC
- b. To establish, promote or assist in establishing, promoting, subscribe to, or become a member of any other association or societies whose objects are similar or in part similar to the object of the Society, or the establishment of promotion of which may be beneficial to the Society.
- c. To arrange for individuals of other organizations to sponsor the activities of the Society.
- d. To raise funds for the promotion, development and publications of the aims and functions of the Society which funds may also be used to set off any expenses incurred in the general running of the Society.
- e. To promote and establish any activity or activities of special or particular interest to members of the Society and for such purpose to establish and

maintain committees and/or special interest groups for the administration thereof.

- f. To do other things that are incidental or conducive to the attainment of the object of the Society or all such other thing or things that the Council may in its sole discretion deem fit of beneficial to the Society.
- g. To provide a means of liaison with persons or organizations involved in PPC in Hong Kong and other parts of the world.

5. The Society shall comprise Full and Associate Members :

a. Full members

Any personnel (healthcare and educational professional) working in the field related to child health and welfare who has interests in PPC shall be eligible for application to be admitted as a full member of the Society. All applications for full membership are subject to approval by the Council. Full members have voting rights and are eligible for election to office.

b. Associate members

Any person who is involved in the care of children in need of PPC or with interests in promoting PPC but is not eligible to be a Full member shall be eligible for application to be admitted as an associate member of the Society. All applications are subject to approval by the Council. Associate members shall have no voting rights and shall not be eligible for election to office.

- 6. Applications for admission to be a full member or an associate member must be made in writing, addressed to the Honorary Secretary and shall be in such form as the Council shall decide from time to time.
- 7. The Council shall have absolute discretion in accepting or refusing any applicant for full/associate membership. However, the Council shall not consider the race, color, gender or creed of any applicant. In the event of a refusal the Council shall not be required to give any reasons thereof.
- 8. The council shall have the power to suspend or terminate the membership of anyone who fails to abide by the Articles of the Society or who has ceased to become eligible for membership as prescribed in Article 5(a) and 5(b) of the Articles of the Society or any members whose continued membership is determined by the Council to be detrimental to the Society.

General Meeting

9. The first General meeting of the Society shall be held at such time not being less than one month nor more than 12 months after the incorporation of the Society, and at such places, as the Council shall decide.
10. The above General Meeting shall be called "Ordinary General Meeting"; all other General meetings (other than the annual General Meeting) shall be called "Extraordinary General Meeting".
11. Annual General Meeting
 - i. The Annual General Meeting shall be held yearly within 3 months from the end of the previous financial year.
 - ii. The financial year shall be from the first day of January to the thirty-first day of December of the same year.
12. The Governing Body may whenever think fit, convened an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened on the written requisition of at least 5 or more Full Members, or the number of Full Members together constituting 10% of the Full Members of the Society, which ever shall be the more.

Notice of General Meetings

13. Full Members shall be given 14 days' notice at the least (exclusive of the day at which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the date and the time of meeting and in the case of special business, and nature of that business shall be given to such persons as are, under the regulations of the Society, entitled to receive such notices from the Society; But with the consent of all the members present at that particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

Proceedings at General Meetings

15. All business shall be deemed special that is transacted at any Extraordinary Meeting, and all that is transacted at an Ordinary Meeting, with the exception of the consideration of the accounts, balance sheets and the ordinary report of the Council and the election of the Council in the place of those retiring and appointment of the Honorary Auditor.
16. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, six Full Member or 10% of the Full Members of the Society, which is the more, personally present shall be quorum.
17. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; And in any other case it shall adjourned to the same day in the next two weeks, at the time and place to be notified not less than 7 days before the meeting, and if at adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting and the member present shall be quorum.
18. The Chairman of the Society shall preside as chairman at every General Meeting of the Society.
19. If the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting, the Vice-Chairman of the Society shall preside as Chairman of the meeting. If both the Chairman and the Vice-Chairman of the Society are not present within 15 minutes, the Council may elect a Council member present to be the Chairman of the meeting. 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, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
20. At any General Meeting a resolution put to the vote of the members present shall be decided on a show of hands.

21. In the case of an equality of votes, the Chairman of the meeting, at which the show of hands take place, shall be entitled to a second or casting vote.
22. Save as hereinafter provided every full member shall have one vote.
23. Only "Full Member" may vote at either the Ordinary General Meeting or Extraordinary General Meetings of the Society.
24. The Council shall have the power to permit the use of voting by proxy at any General Meeting including the Annual General Meeting, in the accordance with such rules and regulations governing the use of voting by proxy as the Council may impose from time to time.

The Council

25. The Council
 - i. The business of the Society shall be managed by the Council, who may pay all expenses incurred in setting up and registering the Society and may exercise all such powers of the Society as are authorized by these articles.
 - ii. The Council of the Society shall consist of the Officers and two to four full members elected at the Annual General Meeting. Vacancies occurring during the year may be filled by a majority vote of the Council.
 - iii. The Council members should have composition of representatives from Medical, Nursing, Allied Health and Special School, at least 3 out of the 4 sectors above.
 - iv. At all Council meetings of the Society four Council members personally present shall form a quorum. At any vote of the Council, in the event of a tie, the Chairman shall have the casting vote.
 - v. The Council shall be responsible for organizing the scientific and social program and transacting all business of the Society in pursuance of its objects.
 - vi. The Council may from time to time appoint Members to form committees for specific functions. Such committees shall be dissolved by the Council on completion of this function.
 - vii. Each Council member's term of office shall be two years and retiring Council members shall be eligible for re-election. However, each Officer's term of office shall not be more than 2 consecutive terms. Two members of the Council

shall serve for the following term to ensure continuity. At their last Council Meeting, the retiring Council shall appoint these two members, one of whom shall normally be the outgoing Chairman.

26. The Officer

- i. The Officers of the Society shall consist of a Chairman, a Vice-Chairman, and Honorary Secretary and an Honorary Treasurer, elected once biannually at the Annual General Meeting. Vacancies arising at other times shall be filled by election by members of the Council from the Council.
- ii. The Chairman shall preside at Council and all meetings of the Society and shall normally be spokesman of the Society.
- iii. The Honorary Secretary shall be responsible for all correspondence of the Society and shall keep records or minutes of all meetings. He shall keep a register of all members and an inventory of the assets of the Society.
- iv. The Honorary Treasurer shall be responsible for the funds of the Society and shall be present a financial report at the Annual General Meeting. This report shall be audited by the honorary auditor appointed annually at the Annual General Meeting.
- v. The Council shall from time to time determine the representative of the Society in dealing with outside bodies.
- vi. Only Full Members are eligible to become officers of the Society.

27. The Council shall have the power to invite any person of distinction as Patron or Advisor of the Society.

28. The Council shall cause minutes to be made in books provided for the purpose:

- i. of all appointments of officers made by the Council.
- ii. of the names of the Council members present at each meeting of the Council and of any committee of such Council.
- iii. Of all resolutions and proceedings at all meetings of the Society and of the Council, and of committees.

29. The Honorary Secretary or Treasurer shall receive all subscription, donations and all other money coming to the Society and the receipt of the Honorary Treasurer shall be the only sufficient discharge and shall pay into a bank account to be named by the Council. All cheques shall be signed by two of the three Council Members selected for this purpose. One of these three Council Members shall be the Honorary Treasurer.

Proceedings of the Council

30. Member of the Council shall be elected in accordance with Article (26).
31. Council meetings shall be held at least once every three to six months, a quorum shall consist of four members of the Council.
32. Subject as aforesaid Council Meetings shall be convened either at the request of two members of the Council or at the discretion of the Chairman of the Society by giving prior notice in writing to all the members of the Council 24 hours before the meeting.
33. The Chairman of Society shall preside as Chairman at every meeting of the Council but if at any meeting the Chairman of the Society is not present within 15 minutes after the time appointed for holding the same, the Vice-Chairman of the Society shall preside as Chairman. If both Chairman and Vice-Chairman of the Society are not present within 15 minutes, the members present may choose one of their members to be Chairman of the meeting.
34. The Council may delegate any of their power to committees consisting of such member or members of the Society as they think fit; any committee so formed shall in the exercise of the powers so delegated, conformed to any regulations that may be imposed on them by the Council.
35. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their members to be chairman of the meeting.
36. A committee may meet and adjourn, as it thinks proper. Questions arising at any meeting shall be determined by majority of votes of the members present, and in case of an equality of votes, the chairman shall have a second or casting vote. The decision of the committee on any matter shall only be by way of recommendation and shall have no effect until it has been sanctioned by a resolution of the Council.

The Seal

37. The Society shall have a seal in form as approved by the Council.

Accounts

38. The Council shall cause proper books of accounts to be kept with respect to: All sums of money received and expended by the Society and the matter in respect of which the receipt and expenditure take place; and the assets and liabilities of the Society.
39. The books of accounts shall be kept by the Honorary Treasurer and shall always be opened to the inspection of the members of the Council.
40. The Council shall from time to time cause to be prepared and to be laid before the Society in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in that section.
41. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting together with a copy of the auditor's report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Society.
42. The income and property of the Society, where so ever derived, shall be applied solely towards the promotion of the objects of the Society as stated in Article 3 and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise how so ever by way of profit, to the Members of the Society.

Amendments to the Constitution

43. Amendments to the Constitution must be proposed to the Council who shall submit them at the next Annual General Meeting or at an Extraordinary General Meeting called for this purpose. 14 days' notice in writing must be given of the proposed changes and amendments can only be passed by 2/3 majority of those present. All amendments to the Constitution are subject to approval by the Register of Societies.

Dissolution of the Society

44. The Society may be dissolved at an Extraordinary General Meeting called for the purpose. Members must be notified by registered mail at least 14 days prior to the

meeting. The decision at the meeting must be endorsed by at least 2/3 of the Members of the Society present at such meeting.

45. If upon the winding up of the Society there remain, after all liabilities have been paid, any assets or property for disposal, the same shall be distributed to recognized or registered charitable organizations for the benefit of the children of Hong Kong. Such organizations and the amounts they shall receive shall be as suggested by the Council.

Liability of Members

46. The members of the Council of the Society for the time being when any financial or monetary deficit or loss shall have been incurred or arisen due to gross negligence and/or gross mismanagement of the affairs of the Society shall be jointly and severally liable to make good such loss or liability. Full and Associate member of the Society shall not be responsible or liable.

Bye-Laws

47. Subscription can only be changed at the General Meeting :
- i. The entrance fee for a Full Member shall be \$200.00.
 - ii. The entrance fee for an Associate Member shall be \$100.00.
 - iii. Annual subscription fee may be required after vote at AGM, proposed by the Council
48. If annual subscription fee is required, the Honorary Treasurer will send a maximum of two notices by email to a Full or Associate Member who will then be required to fulfill payment within two weeks. Failure to fulfill payment for two consecutive years will result in the removal of the person's name from the membership list, and re-entry into the Society will be treated as a new application, subject to consideration and approval by the Council.
49. A member may resign by notice in writing to the Honorary Secretary.
Electronic notification will be accepted.