

**The Hong Kong University of Science & Technology
MBA Alumni Association**

CONSTITUTION

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Chapter One Definitions

The following definitions of terms shall be adopted for the purpose of interpreting the Constitution:

(a) "Constitution" shall mean the Constitution of the Hong Kong University of Science and Technology MBA Alumni Association, unless otherwise stated.

(b) "HKUSTAA" shall mean the Hong Kong University of Science and Technology Alumni Association, unless otherwise stated.

(c) "Association" shall mean the Hong Kong University of Science and Technology MBA Alumni Association, unless otherwise stated.

(d) "University" or "HKUST" shall mean the Hong Kong University of Science and Technology, unless otherwise stated.

(e) "Executive Committee" shall mean the Executive Committee of the Association, unless otherwise stated.

(f) "Member" shall mean the Member of the Association, unless otherwise stated.

(g) "Day" shall mean a calendar day.

(h) "He" shall mean "He" or "She", and the masculine gender shall be deemed to include the feminine and the neuter genders. The plural shall be deemed to include the singular and vice versa, unless otherwise stated.

(i) "Student" and "Students" shall mean both the full-time and part-time students of the HKUST MBA and EMBA programs.

(j) "Alumni" shall mean both the full-time and part-time graduates of the HKUST MBA and EMBA programs.

(k) "Government" shall mean the Government of Hong Kong Special Administrative Region, unless otherwise stated.

Chapter Two General Principles

2.1 Name

The full English name of the Association shall be "The Hong Kong University of Science and Technology MBA Alumni Association", and abbreviated as HKUST - MBAAA. The name in Chinese shall be “香港科技大學工商管理碩士校友會”.

2.2 Affiliation

The Association is an affiliated association of the HKUSTAA. The administration and finance of the Association shall be independent of that of the HKUSTAA. Life Members of the Association *shall be eligible for* Full Membership of the HKUSTAA upon *the latter's* approval of membership applications and payment of membership subscriptions. A Full Member of HKUSTAA does not automatically become a member of the Association.

2.3 Official Language

The official languages of the Association shall be English and Chinese, both enjoying equal status. Either of the two languages may be used in any official meeting, function and document. If both languages are used, the English version shall be referred to whenever there are ambiguities. Chinese, in its oral form, shall mean the Cantonese dialect and/or Mandarin.

2.4 Objectives

The objectives of the Association shall be to:

- (a) cultivate a sense of belonging within the University;
- (b) advance and safeguard the welfare, rights and privileges of Members;
- (c) promote fraternity among Members;
- (d) represent the alumni body as a whole;
- (e) support and subscribe to any charitable or public body; and
- (f) assist, whenever possible, in furthering the interests of the University

2.5 Session

The session of the Association's Executive Committee shall commence at the conclusion of the Annual General Meeting where they were confirmed, and terminate upon the inauguration of the immediate next session of the Executive Committee.

Chapter Three Membership

3.1 Qualification

(a) Honorary membership

Honorary membership shall be extended to the Dean, the Associate Dean(s) of the HKUST School of Business and Management, the Director(s) of the MBA and EMBA Program, or any other people upon invitation by the Executive Committee. They do not have any voting rights.

(b) Affiliate membership

Members of the faculty, MBA exchange-in students, and alumni from the MBA or EMBA programs of other business schools that visited the University for an exchange period, shall be eligible for Affiliate Membership of the Association upon approval of formal application and payment of membership fee. They do not have any voting rights.

(c) Life membership

All full-time or part-time students who have graduated from the MBA and EMBA programs of the University shall be eligible for Life Membership of the Association without expiry upon approval of the formal application with payment of the prescribed subscription fee. For the purpose of this section, “students who have graduated” shall also include all students who have completed all academic obligations and have been granted ‘alumni’ status by the University.

(d) Student membership

All full-time or part-time students from MBA or EMBA programs of the University shall be eligible for Student Membership of the Association upon approval of formal application. Student Members automatically become Life Members upon graduation and payment of prescribed subscription fee.

3.2 Rights

All Life Members shall have the rights to:

- (a) use all facilities provided by the Association upon payment of a prescribed participation fee;
- (b) attend activities and functions arranged by the Association upon payment of a prescribed participation fee if applicable;
- (c) vote and speak in General Meetings;

- (d) nominate, second and be nominated for election;
- (e) inspect the minutes of General Meetings and Executive Committee Meetings;
- (f) make comments or complaints directly to the Executive Committee; and
- (g) hold office as an office bearer of the Association.

All Student Members shall have the rights to:

- (a) attend activities and functions arranged by the Association upon payment of a prescribed participation fee;
- (b) inspect the minutes of General Meetings and Executive Committee Meetings;
and
- (c) make comments or complaints directly to the Executive Committee.

All Honorary and Affiliate Members shall have the rights to:

- (a) attend activities and functions arranged by the Association upon payment of a prescribed participation fee;
- (b) inspect the minutes of General Meetings and Executive Committee Meetings; and
- (c) make comments or complaints directly to the Executive Committee.

3.3 Obligations

All Members shall have the obligations to:

- (a) abide by the Constitution of the Association;
- (b) abide by the resolutions passed in General Meetings;
- (c) not act in any manner detrimental to the interest and welfare of the Association;
and
- (d) pay the prescribed subscription fee to the Association.

Chapter Four General Meetings

4.1 General

The resolution of a General Meeting shall be regarded as having the highest authority in all matters affecting the Association. The resolution of a General Meeting can only be revoked by subsequent General Meeting or General Polling. General Meetings include the Annual General Meeting and Extraordinary General Meetings.

4.2 Authority

The General Meeting shall have the power to:

- (a) accept, suspend and dismiss Members;
- (b) decide the working direction;
- (c) dismiss any Executive Committee Members;
- (d) by-elect any Executive Committee Members;
- (e) amend the Constitution;
- (f) interpret the Constitution; and
- (g) dissolve the Association.

4.3 Chairman

The Chairman of the General Meeting shall be the President of the Executive Committee or any Member appointed by the Executive Committee.

4.4 General Secretary

The General Secretary of the Executive Committee shall be responsible for taking notes and preparing minutes of all General Meetings. In the absence of the General Secretary, the Executive Committee shall elect a Member with his agreement to take up this responsibility.

4.5 Notice

Notice of General Meeting, together with the agenda, shall be delivered to all Members at least 14 days before the Meeting.

4.6 Quorum

Ten percent or 15 of the Members, whichever is the less, shall form a quorum for the General Meeting. No business shall be transacted at any General Meeting unless a quorum is present and continues to be present until the conclusion of the Meeting.

4.7 Annual General Meeting

The Annual General Meeting shall be held in December of each year or other specified date as determined by the Executive Committee, but shall be held within 15 months from the prior Annual General Meeting unless under exceptional circumstances as declared upon a resolution by Executive Committee Meeting. The business of the Annual General Meeting shall be to:

- (a) receive and adopt the minutes of the previous Annual General Meeting together with the minutes of all Extraordinary General Meetings, which may have been held since the previous Annual General Meeting;
- (b) receive and adopt the Annual Report of the General Secretary for the current session of the Executive Committee;
- (c) receive and adopt the Financial Report including an Audited Financial Statement and a Balance Sheet prepared by the Treasurer of the current session of the Executive Committee;
- (d) confirm the elected Executive Committee of the next session; and
- (e) discuss other motion(s) stated in the agenda in the Annual General Meeting. The motion(s), supported by at least 10% or 15 of the Members, whichever is the less, wishing to bring before the Annual General Meeting shall be delivered to the Executive Committee 14 days before the Annual General Meeting.

4.8 Extraordinary General Meeting

- (a) The Executive Committee shall have the right to convene an Extraordinary General Meeting for any purpose whenever deemed necessary.
- (b) If there is a requisition signed by 10% or 15 of the Members, whichever is the less, an Extraordinary General Meeting shall be convened by the President of the Executive Committee within 14 days after the requisition.

Chapter Five Executive Committee

5.1 Authorities

The Members of Executive Committee shall have the power to:

- (a) represent the Association in all matters;
- (b) organize functions to achieve the objectives of the Association;
- (c) handle the daily affairs of the Association;
- (d) implement the resolutions of the General Meetings; and
- (e) take appropriate actions in response to cases of emergency.

The Members of Executive Committee shall not receive any salary or remuneration for their service in conducting the affairs of the Association, but they shall be indemnified out of the funds of the Association in respect of traveling and other expenditure properly incurred from the affairs of the Association.

5.2 Composition

The Executive Committee shall be composed of the following Members:

- (a) a President;
- (b) a General Secretary;
- (c) a Treasurer; and
- (d) General Executive Committee Members of up to 12 persons.

The President, the General Secretary and the Treasurer must be elected amongst the Executive Committee Members by the Executive Committee Members.

5.3 Responsibilities of Individual Members

(a) The President, being the Chief of the Executive Committee, shall be responsible for:

- (i) governing the Association in all affairs;
- (ii) presiding over all Executive Committee meetings;
- (iii) appointing individual office bearers of the Association, except the General secretary and the Treasurer;
- (iv) coordinating the work of the Executive Committee and individual office bearers of the Association; and
- (v) acting as an advisor to the immediately succeeding Executive Committee of the Association after expiration of his term of office.

(b) The General Secretary:

The General Secretary shall be responsible for:

- (i) preparing and keeping agenda and minutes of all meetings of the Association;
- (ii) keeping records of all activities of the Association;
- (iii) presenting Annual Report at the Annual General Meeting; and
- (iv) preparing and keeping all general correspondences and documents of the Association.

(c) The Treasurer:

The Treasurer shall be responsible for:

- (i) keeping in the Association's Accounts book a continuous record of all financial transactions and produce official receipts for all payments;
- (ii) preparing the Annual Budget
- (iii) preparing the Annual Financial Report and arranging them to be presented in the next Annual General Meeting; and
- (iv) providing relevant information to facilitate reviewing of the Accounts by a certified public accountant.

5.4 Quorum of the Executive Committee Meeting

No Executive Committee Meeting should be conducted without a quorum of three or more of the Executive Committee Members.

5.5 Two-year Term of Executive Committee Members

The nominal term of the Executive Committee Members shall be 2 years. He, after being elected in the previous year, can choose to serve the 2nd year term on his own accord with confirmation by the Association normally at the Annual General Meeting. If the respective Executive Committee Member chooses not to serve his 2nd year term, then any Life Member of the Association can be nominated by another Life Member to fill the opening vacated by him.

5.6 Dismissal of Executive Committee Members

(a) At the request of no less than 5% or 30 of the Members, whichever is greater, or 50% of the Executive Committee Members, an Extraordinary General Meeting can be called solely for the purpose of dismissing the Executive Committee Member(s).

(b) The responsibilities and authorities of the Executive Committee Member(s) will be suspended by the time his dismissal is proposed.

(c) Only Life Members shall have the right to vote on the motions and dismissal of any Executive Committee Member(s). Two-third majority votes are required for a motion of dismissal.

5.7 Resignation of Executive Committee Member

Any Executive Committee Member wishing to resign shall give his written notice to the Executive Committee. After approval by the Executive Committee, the resignation shall be effective after 30 days.

5.8 Vacancies

In case of vacancies in membership of the Executive Committee, if necessary, Life Members can fill the position(s) through by-election.

5.9 Sub-committee

The Executive Committee shall have the power to appoint Sub-committee(s) and its Member(s) to carry out the duties delegated to it (them). The Executive Committee shall also have the power to remove Sub-committee(s) and its Member(s) from office.

Chapter Six Election

6.1 General

Election shall be held for filling the positions of the succeeding Executive Committee before each Annual General Meeting with the final confirmation and acceptance of the Executive Committee at each Annual General Meeting. By-election shall be held to fill any vacancies of the offices when necessary as requested by the Executive Committee, with its result to be confirmed and accepted at an Extraordinary General Meeting called for the purpose.

6.2 Eligibility of Candidates

All nominated candidates must be Life Members of the Association.

6.3 Nomination

Nomination of candidates shall be submitted before 1 November of each year or a specified date determined by the Executive Committee. Nomination shall be made only on official forms and these, properly filled out, shall be placed in the hands of the Executive Committee.

6.4 Voting

All Life Members shall have the right to vote, and exercise their votes according to the rules as determined and announced by the Executive Committee or an independent moderator. Voting can be conducted in any way as deemed appropriate by Executive Committee.

6.5 Tie-Breaking Votes

In the event of a tie at any election or by-election for the Executive Committee, a tie-breaking vote shall be conducted at the General Meeting by all eligible and present Members where the results of such an election are normally confirmed. The General Meeting shall then confirm the results of such a tie-breaking vote.

6.6 Uncontested Elections

In the event that the number of candidates available is less than the number of

available vacancies, the resulting election shall be deemed uncontested. The Executive Committee shall have the right to waive such an election.

Chapter Seven Finance

7.1 Financial Year

The Financial period of the Association shall begin on January 1 and end on December 31 of the same calendar year.

7.2 Executive Fund

(a) Any outstanding balance, membership fee, donation and proceedings of the last financial period shall be transferred to the Executive Fund. The Executive Committee for the current year shall have the authority to utilise up to 50% of the carried forward Executive Fund. Furthermore, any single transaction utilising in excess of 15% of the balance of the Executive Fund shall be approved in the General Meeting.

(b) All Executive Fund shall be used only for activities of the Association and any other purposes that are in line with the Association's objectives.

7.3 Annual Financial Report

At the end of each session, the Treasurer shall prepare an Annual Financial Report which shall be presented at the General Meeting.

7.4 Reviewing

The Annual Financial Report, which shall be presented at the General Meeting, will be reviewed by a certified public accountant. The term of service of the appointed auditor is one year and appointment is made through invitation by the Executive Committee.

7.5 Expenditure

(a) The Executive Committee Members shall elect among themselves a person other than the President or the Treasurer, to act as the Third Signatory.

(b) Any expenditure of the Association shall be approved by the Executive Committee and signed by two of the three Executive Committee Members including the President, the Treasurer and the Third Signatory.

7.6 Membership Fee

Life Members shall pay the prescribed membership fees to the Association. The amounts shall only be reviewed by Executive Committee and any change proposed by the Executive Committee shall only be approved at the General Meeting.

Paid membership fees are not refundable.

7.7 Bank Account

The Association may open a current and/or savings account(s) in any Government approved financial institution(s) under the name of the Association, provided that money can only be withdrawn with approval from two out of three authorized persons, including the President, the Treasurer and the Third Signatory.

7.8 Risks and Benefits of Activities

The Association shall bear all reasonable risks and benefits of any activities hosted by or operated by or ran in the name of or otherwise approved by the Association.

The Executive Committee shall therefore exercise reasonable oversight in the approval and operation of such activities.

No Member or Sub-Committee member shall personally receive or suffer any financial gains or losses as a result of his involvement in the said activity.

Chapter Eight Amendment to the constitution

An amendment to this Constitution may be made by a resolution of not less than two-thirds of the Life Members present at a General Meeting for which proper notice has been given.

Chapter Nine Dissolution

The Association shall be dissolved only if a motion is passed by not less than two-thirds of the Life Members present at a General Meeting for which proper notice has been given. Before the dissolution of the Association, all assets and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds shall be disposed of in accordance with the resolutions at the General Meeting.