



HONG KONG RED CROSS

CONSTITUTION

(Effective on 15 December 2021)

Constitution
of the Red Cross of the Hong Kong Special Administrative Region
of the People's Republic of China

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**Constitution
of the Red Cross of the Hong Kong Special Administrative Region
of the People's Republic of China
(Effective on 1 August 2021)**

1. RED CROSS OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION OF THE PEOPLE'S REPUBLIC OF CHINA

The Red Cross of the Hong Kong Special Administrative Region of the People's Republic of China, also known as the Hong Kong Red Cross (Branch of the Red Cross Society of China) or the Hong Kong Red Cross, is a branch of the Red Cross Society of China (hereinafter called "the Society"). The Hong Kong Red Cross is a charitable organization incorporated under the Hong Kong Red Cross Ordinance (Cap.1129) (hereinafter called "the Ordinance"). The relationship between the Hong Kong Red Cross and the Society shall be governed by the Ordinance, the memorandum of understanding signed between the leaders of the Hong Kong Red Cross and the Society, dated twenty-seventh of August in the year Nineteen Ninety-Six and the Announcement of the Society made on 15 April 1997.

2. OBJECTS AND PURPOSES

The objects and purposes of the Hong Kong Red Cross, are:

- 2.1. to furnish aid to people in need in times of armed conflicts, natural and man-made disasters, and other emergencies in Hong Kong or outside Hong Kong for relief of poverty and distress, including but not limited to providing emergency relief, recovery and reconstruction services, blood, bone marrow and cord blood donation services;
- 2.2. to provide disaster preparedness service and education to the general public to enhance the capacity of vulnerable communities to cope with, and minimize the impact of disasters in Hong Kong or outside Hong Kong including but not limited to providing first aid, health, disaster preparedness and psychological support training;

- 2.3. to provide humanitarian care and support services for relief of the social and health needs of the vulnerable communities in Hong Kong for the benefit of the Hong Kong community, including but not limited to caring and providing education for students with physical handicap and sickness;
- 2.4. to conduct education programmes to the general public to promote humanitarianism and encourage response to humanitarian challenges and to cultivate Red Cross humanitarian values and develop volunteerism through engagement of people from diversified background;
- 2.5. to raise monies and funds, and to accept and receive gifts, to act as trustee of such funds and gifts for the objects of the Hong Kong Red Cross, and to act as agent for other members of the International Red Cross and Red Crescent Movement (hereinafter called “the International Red Cross”) including but not limited to the International Committee of the Red Cross, International Federation of Red Cross and Red Crescent Societies and National Societies for procuring contributions or donations towards welfare and international disaster relief;
- 2.6. to manage, control and administer the finance, assets and property of the Hong Kong Red Cross, including the power to acquire, invest and dispose of the funds, assets and property;
- 2.7. to carry out trade and rent out its facilities, and apply funds received towards the attainment of the above objects or any of them; and
- 2.8. to carry out any other acts or things which may seem to the Hong Kong Red Cross to be capable of being carried out in connection with the foregoing objects or as may appear to be incidental or conducive to the attainment of the above objects or any of them.

In pursuing these objects and purposes, the Hong Kong Red Cross shall act at all times in accordance with the Ordinance and the Fundamental Principles of the International Red Cross as defined in the Statutes of the International Red Cross and the provisions of the

statutes passed from time to time by the International Conference of the Red Cross and Red Crescent as well as the recognized practices of the Movement.

3. MEMBERSHIP

Membership of the Hong Kong Red Cross is, subject to the regulations made from time to time by the Council, open to everyone without any discrimination based on race, nationality, sex, class, religion or political opinions.

The qualification, responsibilities and privileges of membership shall be decided by the Council from time to time.

3.1. Voting Right

- (i) The Council members, together with all members of the following committees shall be entitled to voting right:
 - Members of the Hong Kong Red Cross committees with governance authority, including the Strategic Committees, Finance Committee, Audit and Risk Committee, Members and Volunteers Development Committee, and Governance Nomination and Development Committee;
 - Members of the Special Education and Rehabilitation Service Governing Committee; and
 - The Hong Kong Red Cross representatives in the Blood Transfusion Service Hospital Governing Committee.
- (ii) The voting right shall be coterminous with his/her membership at the Council/Committee(s) as set out in Rule 3.1(i).
- (iii) The following capacity which shall not be entitled to voting right:-
 - Paid staff, even though they are members of the above-mentioned committees; and
 - Members nominated by the government or Hospital Authority to the above-mentioned committees
- (iv) Entitlement to voting right is subject to the conformity with certain criterions and pre-requisites provided for in the

Voting Members and Annual Meeting Rules which shall be reviewed and amended by the Council, as and when appropriate.

- (v) Voting members shall have the right to vote in the Annual Meeting as referred to in Rule 6.5. Procedures for voting shall be provided for in the Voting Members and Annual Meeting Rules, as set out in the Appendix to the Constitution.
- (vi) For the purpose of nomination of co-opted members of the Council, voting members may propose candidates to the Executive Committee which is to consider and recommend appropriate candidates to the Council for its nomination to the Annual Meeting for voting as referred to in Rule 5.3 (iv).

4. THE COUNCIL OF THE HONG KONG RED CROSS

4.1. The governing body of the Hong Kong Red Cross shall be a Council (herein referred to as “the Council”), which is responsible for steering organizational mission and strategic direction, ensuring leadership and resources; and monitoring and improving performance. It has the legal responsibility for the governance and oversight of the Hong Kong Red Cross, and the authority for the exercise of any powers conferred and the performance of all duties imposed on the Hong Kong Red Cross by the Ordinance and by this Constitution.

4.2. The Council shall consist of:-

- (i) The President of the Hong Kong Red Cross;
- (ii) The Chairperson of the Hong Kong Red Cross;
- (iii) Not more than two Deputy Chairpersons of the Hong Kong Red Cross;
- (iv) The Honorary Treasurer of the Hong Kong Red Cross;
- (v) Members co-opted by the Council from time to time, who shall serve for a period of two years and subject to Rule 10.1 eligible to stand for re-appointment; and
- (vi) The following ex-officio members:

- Chairperson(s) of Strategic Committees
 - Chairperson of Members and Volunteers Development Committee
 - Chairperson of Governance Nomination and Development Committee
 - Chairperson of Audit and Risk Committee
 - Chairperson of Blood Transfusion Service Hospital Governing Committee
 - Chairperson of Special Education and Rehabilitation Service Governing Committee
- 4.3. The total number of the Council members shall be more than twice of that of the Executive Committee as stated in Rule 5 while no more than 25 persons.
- 4.4. “Deputy Chairperson” as stated in this Constitution shall have the same meaning of “Director” under the Ordinance.
- 4.5. Members of the Council shall not receive any remuneration and shall declare the nature and extent of his/her interest in any transaction, arrangement or contract.
- 4.6. Without limiting any power conferred by the Ordinance, the Council shall exercise the following powers:-
- (i) to set, approve and revise the vision, mission and strategic plan of the Hong Kong Red Cross;
 - (ii) to approve annual plan and budget that reflects the Hong Kong Red Cross’s priority;
 - (iii) to set and approve policies for the services and operations of the Hong Kong Red Cross including but not limited to governance, management, administration, finance, human resources, fundraising and remuneration;
 - (iv) to set policies and approve awards issued by the Hong Kong Red Cross;
 - (v) to monitor the financial performance and oversee the stewardship of the Hong Kong Red Cross’s assets and liabilities, including the power to acquire, invest and dispose

- of funds, assets and property, and use of a common seal;
- (vi) to select, appoint and dismiss the Chief Executive Officer/Secretary General of the Hong Kong Red Cross;
 - (vii) to set up and review governance structure and the respective committees;
 - (viii) to appoint the Hong Kong Red Cross President, Chairperson, Deputy Chairperson(s), Honorary Treasurer, Chairpersons and Members of the Committees, and members of the Hong Kong Red Cross Advisory Board;
 - (ix) to nominate the Chairperson and representatives of the Hong Kong Red Cross in the Blood Transfusion Service Hospital Governing Committee to the Hospital Authority for appointment;
 - (x) to nominate school sponsoring body manager(s) and alternate school sponsoring body manager(s) for registration according to the Education Ordinance;
 - (xi) to amend the Constitution of the Hong Kong Red Cross;
 - (xii) to delegate authority to the Executive Committee in accordance with Rule 5 hereof, other committees and Chief Executive Officer/Secretary General as appropriate; and
 - (xiii) to take any other action deemed necessary for the furtherance of the objects and purposes of the Hong Kong Red Cross.

4.7. Any member of the Council (except ex-officio members), including the Chairperson, who intends to resign during his/her term of office shall give notice of his/her intention to resign to the Chief Executive Officer/Secretary General at least twenty-eight days¹ before the next meeting of the Council. Ex-officio members shall follow the provision of the terms of reference of their respective committees regarding their terms of office.

4.8. Quorum and transaction of business

- (i) The quorum necessary for the transaction of the business of

¹ "Days" shall mean calendar days in this Constitution.

the Council shall be half of its full membership.

- (ii) The continuing members of the Council may act notwithstanding any vacancy in their body; if and so long as their number is reduced below the number fixed by these Rules as the necessary quorum of the Council, the continuing members of the Council may act for the purpose of increasing the number of Council members, but not for other agendum of the Council until the necessary quorum of the Council is satisfied.
- (iii) If at any meeting of the Council, neither the Chairperson nor the Deputy Chairperson(s) is present within fifteen minutes after the time appointed for holding the same meeting, the Council members present shall choose one of their members to take the chair.
- (iv) Questions arising at any Council meeting shall be decided by a simple majority of votes, with each Council member having one vote. In case of an equality of votes, the person who chairs any such meeting shall have a second or casting vote.
- (v) Any member of the Council shall be entitled to appoint a member of the Council as his/her proxy to attend any Council meeting and vote in his/her stead.
- (vi) A member of the Council who wishes to vote on a motion by proxy shall return a completed instrument of proxy (available from the Chief Executive Officer/Secretary General) to the Chief Executive Officer/Secretary General before the beginning of the Council meeting at which the motion is to be voted.
- (vii) No member of the Council shall hold more than three proxies at any one Council meeting.

4.9. At least four meetings of the Council shall be held in each calendar year. At or before the September meeting the Honorary Treasurer shall submit the Audited Statement of Accounts for the previous fiscal year. At or before the

September meeting the Council shall nominate members referred to in Rule 4.2(v). Meetings convened under this Rule shall be called “ordinary meeting” for the purpose of this Constitution.

- 4.10. An extraordinary meeting of the Council may be called at any time by the Chairperson at the request of any six Council members. Except in the case of any emergency calling in the opinion of the Chairperson for immediate action, not less than seven days’ notice shall be given of every meeting of the Council, which notice shall specify the business to be transacted.
- 4.11. Transaction of business by circulation
- (i) Whenever considered necessary owing to time constraints or other appropriate reasons as considered necessary by the Chairperson, resolution from the Council in writing can be sought by means of circulation and approval is deemed to have been obtained when two-thirds majority of the Council’s full membership have given written approval, including by fax or email, without a meeting and without any previous notice being required.
 - (ii) If any member of the Council wishes an item so circulated to be discussed at a meeting, he or she shall notify the Chairperson in writing, and the Chairperson shall make his/her decision in writing whether the item should be discussed at the next scheduled meeting or by an additional meeting to be convened. Any business shall not be deemed transacted before the Chairperson has made the decision in writing and if it is decided that such item should be discussed at a meeting, no business shall be deemed transacted before the meeting having been convened.
- 4.12. The Council may at any meeting by resolution remove any member of the Council or require any member of the Council to resign whom the Chairperson or the Deputy Chairperson(s) report is incapable or unwilling to carry out the duties of a member of the Council. Not less than one month’s notice to

every member of the Council shall be given of the intention to consider such a resolution.

4.13. The powers of the Council shall not be affected by any minor irregularity in the convening of any meeting thereof.

5. THE EXECUTIVE COMMITTEE

5.1. The Council has delegated the Executive Committee responsibilities for overseeing the performance of departments, ensuring their work plans are in line with the direction and strategies of the Hong Kong Red Cross and approving new services and project initiatives. It shall have power to act in the name of and on behalf of the Council in such matters as may be referred to by this Constitution and by resolution of the Council, and to act in an emergency when the Council is not in session.

5.2. The Executive Committee shall consist of

- (i) The Chairperson of the Hong Kong Red Cross;
- (ii) The Deputy Chairperson(s) of the Hong Kong Red Cross;
- (iii) The Honorary Treasurer of the Hong Kong Red Cross;
- (iv) The Chairperson(s) of the Strategic Committees;
- (v) The Chairperson of the Members and Volunteers Development Committee;
- (vi) The Chairperson of the Blood Transfusion Service Hospital Governing Committee; and
- (vii) The Chairperson of the Special Education and Rehabilitation Service Governing Committee.

5.3. The Executive Committee shall be responsible for the following roles and functions delegated to it by the Council:

- (i) to propose the Hong Kong Red Cross work priorities and departments' major initiatives with input from the Strategic Committees and Departments, and submit to the Council for approval;
- (ii) to review and approve new service and project initiatives

- according to the Hong Kong Red Cross strategic direction, organizational structure and budget;
- (iii) to review and approve service and project budget according to the approval policies;
 - (iv) to review and recommend appropriate candidates as co-opted Members to the Council for its nomination to the Annual Meetings for endorsement;
 - (v) to monitor the performance of all Hong Kong Red Cross services;
 - (vi) to seek Council's endorsement to take legal actions to protect and defend the legal interests, name & reputation, assets and property of the Hong Kong Red Cross;
 - (vii) to introduce external network to build up strategic partnership and expert groups to fulfill the corporate strategic goals;
 - (viii) to propose policy changes for approval by the Council;
 - (ix) to vet the Hong Kong Red Cross awards for approval by the Council;
 - (x) to compile and propose Annual Plan for approval by the Council;
 - (xi) to approve staff remuneration package and incentive according to the remuneration policy;
 - (xii) to appraise the performance and give guidance and support to the Chief Executive Officer/Secretary General in the management and operation of the Hong Kong Red Cross;
 - (xiii) to receive and review the audit reports from the Audit and Risk Committee and periodic work reports from Service Departments;
 - (xiv) to handle complaints according to the Agency Policy on the handling of complaints; and
 - (xv) to take any other duties and responsibilities assigned by the Council.

6. ANNUAL MEETING

- 6.1. The Annual Meeting shall be held annually in November. A twenty one-day notice shall be given to those members who have voting right at an annual meeting. Notice of meeting shall be given by sending it in hard copy form or in electronic form; or by publishing the notice on the Hong Kong Red Cross's website.
- 6.2. The Chairperson of the Annual Meeting shall be the President of the Hong Kong Red Cross, or failing whom the Chairperson, or failing whom the Deputy Chairperson(s), or failing whom the Honorary Treasurer of the Hong Kong Red Cross. The proceedings of the Annual Meeting shall be decided by the Chairperson of the Council.
- 6.3. In case Typhoon Signal No. 8 or above is issued, or a Black Rainstorm Warning Signal or "extreme conditions after super typhoons" announced by the Government is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the meeting, the meeting shall be adjourned. Hong Kong Red Cross shall post an announcement on its website to notify of the revised date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force.
- 6.4. In case physical attendance at a meeting is not possible due to special circumstances, the Chairperson of the Council may in his or her discretion specify other modes of participation by use of technology; or by circulation and approval of motions by circulation of papers. Such circumstances include but are not limited to:
- (i) Severe public health/pandemic condition in relation to which legal restrictions on gathering are in force;
 - (ii) Inclement weather/severe social incidents that severely disrupts travelling to the venue of a meeting; or
 - (iii) Any other emergency conditions that made physical attendance at a meeting not feasible.

- 6.5. The Annual Meeting shall:
- (i) consider and receive the Annual Report;
 - (ii) appoint auditors of the Hong Kong Red Cross for the following year; and
 - (iii) appoint members of the Council in accordance with Rule 4.2(v).
- 6.6. Members of the Council shall have the right to propose a motion/resolution, and after it has been seconded by a voting member, put the proposal to vote at the Annual Meeting.
- 6.7. 25% of members having voting rights or a total number of 20, whichever is lower, shall constitute a quorum. If a quorum is not met within the 30 minutes after the scheduled beginning time of the Annual Meeting, the meeting must be adjourned to a date to be fixed by the Council and to be announced later.
- 6.8. Rules and procedures for voting shall be provided for in the Voting Members and Annual Meeting Rules, as set out in the Appendix to the Constitution.
- 6.9. The Annual presentation of awards may be made at the Annual Meeting.

7. OFFICERS

- 7.1. The Council may appoint a Patron and Vice-Patron(s) of the Hong Kong Red Cross. The Patron and Vice-Patron(s) shall hold office until he or she resigns or the Council decides otherwise. The offices of Patron and Vice-Patron shall not carry with them any executive authority.
- 7.2. The Council shall elect a President of the Hong Kong Red Cross. The President shall hold office until he or she resigns or the Council decides otherwise. The President shall chair the Annual Meeting and meetings of the Advisory Board, and shall perform such other duties as the Council may from time to time decide.

- 7.3. The Chairperson and Deputy Chairperson(s) shall be elected by the Council. They shall hold office for a term of three years expiring at the Council Meeting immediately preceding the Annual Meeting of the 3rd Year, when the next election of the Chairperson and Deputy Chairperson(s) will be held in accordance with the Nomination and Election Procedures of Chairperson and Deputy Chairpersons of the Council set out in Rule 8.4. Subject to Rule 10.1, all above mentioned officers shall be eligible for re-election.
- 7.4. The Chairperson shall provide general leadership to the Hong Kong Red Cross, and support the Deputy Chairperson(s) in the exercise of the latter's responsibilities as laid down by the Council and these Rules. The Chairperson shall chair the Council and the Executive Committee.
- 7.5. The Deputy Chairperson(s) shall assist the Chairperson in the discharge of his/her duties, and shall be responsible to the Council for the implementation of its decisions. The Council may elect not more than two Deputy Chairpersons as it thinks fit.
- 7.6. The Honorary Treasurer of the Hong Kong Red Cross shall be appointed by the Council. He or she shall hold office for a term of three years expiring at the Council Meeting immediately preceding the Annual Meeting of the 3rd year when appointment of Honorary Treasurer will be held. Subject to Rule 10.1, the Honorary Treasurer shall be eligible for re-appointment.
- 7.7. The Honorary Treasurer of the Hong Kong Red Cross shall be responsible for supervising the finance of the Hong Kong Red Cross, and shall give advice and periodical reports to the Council from time to time on the finance and on the management of the funds and investments of the Hong Kong Red Cross. The Honorary Treasurer shall also advise the Chief Executive Officer/Secretary General in preparation of budgets for the Council's approval and shall supervise the Chief Executive Officer/Secretary General in the administration of the

annual budget.

- 7.8. The Council shall appoint a Chief Executive Officer/Secretary General. The Chief Executive Officer/Secretary General shall be responsible under the Chairperson and the Deputy Chairperson(s) for the management work of the Hong Kong Red Cross (except the Blood Transfusion Service) and its Committees, the Advisory Board and Advisory Panels, and shall perform such other duties as may be assigned by the Council or delegated by the Chairperson or the Deputy Chairperson(s). The Chief Executive Officer/Secretary General shall be responsible for the planning, co-ordination, implementation and development of various services and programmes of the Hong Kong Red Cross, except the Blood Transfusion Service, according to the policies and directions of the Council. The Chief Executive Officer/Secretary General shall be the secretary of the Council and the Executive Committee. For Blood Transfusion Service, no matter whether the Chief Executive Officer/Secretary General is a member of the Hospital Governing Committee, he or she is responsible for ensuring that the Blood Transfusion Service does not violate the vision, mission and values of the Hong Kong Red Cross.

8. NOMINATION, ELECTION AND APPOINTMENT OF MEMBERS OF THE COUNCIL

- 8.1. Where the office of the Chairperson or any Deputy Chairperson of the Hong Kong Red Cross becomes vacant, it may be filled at any ordinary or extraordinary meeting of the Council in accordance with the Nomination and Election Procedure of Chairperson and Deputy Chairpersons of the Council set out in Rule 8.4.
- 8.2. Where the office of the Honorary Treasurer becomes vacant, it may be filled at any ordinary or extraordinary meeting of the Council by appointing a new Honorary Treasurer.
- 8.3. Where a casual vacancy arises to be filled for the members co-

opted by the Council referred to in Rule 4.2(v), the Council may co-opt a person to fill such vacancy at any ordinary or extraordinary meeting of the Council for a term not exceeding 2 years expiring at the Annual Meeting in his or her second year of service.

8.4. Nomination and Election Procedure of Chairperson and Deputy Chairpersons of the Council

- (i) When the office of the Chairperson or Deputy Chairpersons becomes vacant, or due to expiry of his/her term, the Chief Executive Officer/Secretary General shall notify in writing all members of the Council of such a vacant position and invite nomination not less than twenty-one days before the date of the meeting during which an election shall be held. A nomination form will be sent to all members of the Council.
- (ii) Persons who are eligible to be nominated include members of the Council, and members of the Advisory Board and committees appointed by the Council under the provision of Rule 9.1.
- (iii) Members of the Council may submit nominations by completing the nomination form which should reach the Chief Executive Officer/Secretary General not less than fourteen days before the date of election. Members of the Council must have obtained the consent of the nominee before submitting the nomination form.
- (iv) Each member of the Council may only nominate one nominee for each vacant position. Otherwise, all nominations for that vacant position submitted by that member of the Council will be considered void.
- (v) The Chief Executive Officer/Secretary General shall notify in writing all members of the Council the list of nominees for each vacant position not less than seven days before the date of election.
- (vi) On the day of election, each member of the Council will be given one election form. An additional election form will be

given to the member for each proxy returned in accordance with Rule 4.8(v), 4.8(vi) and 4.8(vii).

- (vii) In the case there is only one nominee for a vacant position, that nominee is considered elected automatically and no voting is required for that vacant position.
- (viii) When there is more than one nominee for a vacant position, the nominee with the highest number of votes will be considered elected. In case of an equality of votes for the position of Deputy Chairperson, the Chairperson shall have a second or casting vote. In case of an equality of votes for the position of Chairperson, the President will make the final decision.
- (ix) In the case that one person is being nominated and successfully being elected to fill the position of the Chairperson and the Deputy Chairperson, the person will take up the role of the Chairperson. Adopting the above arrangement, the nominee with the second highest votes will be considered elected for the position of the Deputy Chairperson.
- (x) In the case that a vacant position is not filled, a second round of nomination and election will be held in the following Council meeting.

9. ADVISORY BOARD AND COMMITTEE

- 9.1. The Council may appoint an Advisory Board and other committees as may from time to time be considered necessary, delegating to them such matters within the Council's powers as the Council may consider advisable.
- 9.2. The Chairperson and the Deputy Chairperson(s) are entitled to attend and vote at all committees.
- 9.3. The Council may by resolution make bylaws to regulate the holding, adjournment, and frequency of meetings and the conduct of business generally of the Committees appointed under the provisions of Rule 9.1.

9.4. The committees shall be entitled to rely on Rule 4.11 for transaction of business by circulation.

10. TERM OF OFFICE AND REQUIREMENT OF MEETING ATTENDANCE

10.1. The normal tenure of the Council and committees members holding the same position should not be more than 6 years² in total, and it may be extended up to a maximum of 9 years subject to special considerations and approval of the Council (for Chairperson of the Council, Deputy Chairperson(s) of the Council and Honorary Treasurer of the Council) or by the Executive Committee (for all other Council and committee members).

10.2. The normal tenure of a Council member should not be more than 12 consecutive years³, and it may be extended for another term subject to special conditions including but not limited to an approval of not less than 75% of the Executive Committee members, and the position held in the Council shall remain unchanged during the extended term. After a cooling off period of at least one year, the retired member is eligible to be reappointed to the Council subject to a new maximum tenure of 12 consecutive years.

10.3. Not less than 50% attendance, including participation in teleconferences, in the scheduled meetings (on annual basis) is expected for all Council and committee members. For those members unable to attend meetings, alternative mode of participation by means of phone-in messages, or opinion input by written in advance, etc. are encouraged.

² Counted from 20 June 2013 (the date when this rule was first established and approved by the Council) for all serving Council and committee members, or thereafter from the date of appointment for newly-appointed Council and committee members.

³ The 12-year rule is effective 1 January 2022 for all incumbent Council members (accumulated years of service to be counted from the date of first appointment) or the date of appointment for Council members to be appointed thereafter.

11. FINANCE

- 11.1. The Hong Kong Red Cross shall keep proper books of accounts.
- 11.2. The books of accounts are kept at the Secretariat of the Hong Kong Red Cross or at a place where the Council thinks fit. These are open to inspection of the Council, the funding bodies and any other person authorized by the Council.
- 11.3. There should be an audit conducted by Certified Public Accountants and the Audited Accounts be published in the Annual Report.
- 11.4. All cheques drawn on the Hong Kong Red Cross's banking account and all drafts, orders for payment, collection instructions, promissory notes and other negotiable instruments made or issued by the Hong Kong Red Cross shall be signed by such persons as the Council shall from time to time appoint.

12. EXECUTION OF DOCUMENTS

All contracts and instruments, not under seal, entered into by the Hong Kong Red Cross shall be signed or ratified by the Chief Executive Officer/Secretary General or such other person or persons as shall be authorized by the Council. The Chief Executive Officer/Secretary General may further delegate this authority to others deem appropriate to meet operation needs.

13. TREATMENT OF PROPERTY

- 13.1. The income and property of the Hong Kong Red Cross shall be applied solely towards the promotion of the objects and purposes as set out in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Council and Committees. Provided that nothing in this Rule shall prevent any payment made in good faith by the Hong Kong Red Cross in accordance with Rule 4 and/or Rule 14 hereof.

13.2. If upon the winding up or dissolution of the Hong Kong Red Cross there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Council and Committees of the Hong Kong Red Cross, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Hong Kong Red Cross, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Hong Kong Red Cross under or by virtue of Rule 13.1 hereof, such institution or institutions to be determined by the Council of the Hong Kong Red Cross at or before the time of dissolution and in default thereof by a Judge of High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

14. INDEMNITY

Every member, volunteer and staff member of the Hong Kong Red Cross shall be indemnified out of its funds to pay all costs, losses and expenses which such member, volunteer or staff member may incur or become liable for by reason of any contract entered into or any act done as such member, volunteer or staff member or in any way in the discharge of his/her duties and in connection with which he or she has not been guilty of any negligence, default, breach of trust or breach of duty.

15. AMENDMENT

The Council may from time to time and as it considers appropriate, on the basis of two-thirds majority of its full membership repeal, amend, vary or add to these Rules or any one of them. Unless the Council otherwise provides, such repeal, amendment variation or addition shall take effect forthwith.

16. MISCELLANEOUS

- 16.1. In these Rules reference to the singular shall, where necessary include the plural, and reference to the masculine shall include the feminine, and reference to written approval shall include approval by electronic means such as by fax, email, and reference to days shall mean calendar days.
- 16.2. For all notices and other communications which is required under this Constitution to be made to the Council member and/or member of the committees, it shall be sufficiently made if it is sent by the following:-
- (i) by hand, or by registered post to his/her registered address with the Hong Kong Red Cross (if any);
 - (ii) by advertising on any newspaper published and circulating in Hong Kong; or
 - (iii) by electronic means such as by facsimile or email to his/her registered facsimile number and email address with the Hong Kong Red Cross (if any).
- 16.3. For all notices and other communications which is required under this Constitution to be made by Council member and/or member of the committees to the Hong Kong Red Cross, it shall be sufficiently made if it is sent by the following:-
- (i) by hand, or by registered post to designated address of the Hong Kong Red Cross for the time being by the Council; or
 - (ii) by electronic means such as by facsimile or email to the designated facsimile number and email address for the time being by the Council.
- 16.4. Notices and communications referred to in rule 16.2 & 16.3 are deemed to have been served as follows:-
- (i) if by hand, on the date when they are served;
 - (ii) if by post, two working days after posting;
 - (iii) if by advertising, the date of publishing; or
 - (iv) if by electronic means such as by facsimile or email, on the date of transmission.

Appendix

Voting Members and Annual Meeting Rules

(Made by the Council of the Red Cross of the Hong Kong Special Administrative Region of the People's Republic of China ("**Hong Kong Red Cross**") pursuant to Rule 4.6(xiii) of the Constitution of the Hong Kong Red Cross)

1. Commencement

These Rules come into effect on 1st April 2021.

2. Interpretation

In these Rules —

Annual Meeting means an Annual Meeting of the HKRC;

CEO/SG means the Chief Executive Officer/Secretary General of the HKRC;

Code of Conduct means the Code of Conduct of Council and Committee Members of the HKRC;

Committee means a committee mentioned in Rule 3.1(b) or (c);

Council means the Council of the HKRC;

HKRC means **Hong Kong Red Cross** within the meaning of section 2 of the Hong Kong Red Cross Ordinance (Cap. 1129);

Register means the Register of Voting Members to be maintained by the CEO/SG, and endorsed by the Council under Rule 3.5 & 3.6;

Voting Member means a person who is entitled to propose candidates to the Executive Committee which will consider and recommend appropriate candidates to the Council for its nomination to the Annual Meeting for voting as stipulated in the HKRC Constitution; and to exercise the rights under Rule 4.1.

3. Voting Members

3.1 Subject to Rule 3.2, 3.3 and 3.4, a person is a Voting Member while he or she holds any of the following offices —

(a) a member of the Council;

(b) a member of any of the following Committees of the HKRC —

(i) the Strategic Committees;

(ii) the Finance Committee;

(iii) the Audit and Risk Committee;

(iv) the Members and Volunteers Development Committee;

(v) the Governance Nomination and Development Committee; or

(vi) the Special Education and Rehabilitation Service Governing Committee; or

(c) a Hong Kong Red Cross Representative in the Hong Kong Red Cross Blood Transfusion Service Hospital Governing Committee.

3.2 A Voting Member's right to vote shall be coterminous with his or her membership at the Council/Committee(s) as set out in Rule 3.1.

3.3 A person who falls within the description of Rule 3.1 is nevertheless not a Voting Member if he or she is —

(a) an employee of HKRC; or

- (b) nominated by the Hong Kong Special Administrative Region Government or the Hospital Authority to be a member of a Committee.
- 3.4 Despite Rule 3.1, a Voting Member may by notice in writing to CEO/SG to renounce his or her office as a Voting Member.
- 3.5 CEO/SG must maintain and keep up-to-date, for reference of members of the HKRC, the Register of Voting Members whose right to vote under Rule 4.1 is exercisable for the time being.
- 3.6 The Council is to review and endorse the Register on or before 30th September preceding the exercise of the rights under Rule 4 by Voting Members at the Annual Meeting. The Register as so endorsed is conclusive for the purpose of exercising a right under Rule 4.

4. Rights and obligations of Voting Members

- 4.1 Subject to Rules 4.2, 4.3 and 5.3, a Voting Member has the right to vote in an Annual Meeting to —
 - (a) consider and receive the Annual Report;
 - (b) appoint auditors of the HKRC for the following year; and
 - (c) appoint members of the Council in accordance with Rule 4.2 (v) of the Hong Kong Red Cross Constitution.
- 4.2 A Voting Member's right under Rule 4.1 is not exercisable unless he or she has —
 - (a) on appointment to a Committee, studied the Governance Handbook of the HKRC;
 - (b) subscribed the Code of Conduct to signify that he or she will abide by the Code;
 - (c) within 6 months after the appointment mentioned in paragraph (a), attended the Induction Training Programme;
 - (d) during the 12 months preceding the exercise of the right as at 31st March and 31st August as per Rule 4.3, participated in at least one official event, service visit or similar activity organized by the HKRC or attended an Annual Meeting; and
 - (e) if he or she is a Voting Member by virtue of being a member of a committee — attended at least 50% of the meeting of that Committee during the 12 months preceding the exercise of the right as at 31st March and 31st August as per Rule 4.3.
- 4.3 A Voting Member can exercise the right —
 - (a) to nominate co-opted member of the Council only if he or she is on the Register on the 31st March preceding the nomination; or
 - (b) to vote at an Annual Meeting only if he or she is on the Register on the 31st August preceding the meeting.
- 4.4 Voting Members must observe the following obligations —
 - (a) to align with and uphold the values of the HKRC;
 - (b) to act in conformity with the Fundamental Principles of the HKRC, the Constitution of the HKRC and the terms of reference of the Committee on which he or she serves;
 - (c) to comply with the Code of Conduct;
 - (d) to abide by the rules, regulations, policies and guidelines of the HKRC;
 - (e) to contribute knowledge, experience, skills and network to the businesses of the HKRC;

- (f) to attend meetings of the HKRC and its subordinate bodies as and when required; and
- (g) to participate in training, events and activities organized by the HKRC.

5. Conflict of Interest

- 5.1 This Rule applies to a Voting Member who has any actual or potential personal or monetary interest in a resolution to be passed at an Annual Meeting.
- 5.2 The Voting Member must, as soon as practicable after becoming aware of an actual or potential conflict of interest —
 - (a) notify the Council of it; and
 - (b) resolve it in accordance with the Code of Conduct and the HKRC Agency Manual ADM1001 “Declaration of Conflict of Interest Guidelines”.
- 5.3 If the conflict of interest is not resolved before the relevant Annual Meeting, the Voting Member must not vote on the relevant resolution.
- 5.4 Despite Rule 5.3, the Council may approve the Voting Member to vote on the relevant resolution if the Council considers that the conflict of interest is insignificant and does not prejudice the perceived fairness and credibility of the resolution (if passed).

6. Annual Meeting: Procedural matters

- 6.1 At an Annual Meeting, 25% of members having voting rights or a total number of 20, whichever is lower, shall constitute a quorum. If a quorum is not met within the 30 minutes after the scheduled beginning time of the Annual Meeting, the meeting must be adjourned to a date to be fixed by the Council and to be announced later.
- 6.2 Voting Member cannot attend an Annual Meeting in person, he or she may, subject to the Chairperson of the Annual Meeting’s prior approval, participate in the meeting via telecommunications means, and such approval shall be given in writing at least 48 hours before the date of the Annual Meeting. The Member is to be regarded as for all purposes as attending the meeting in person and must be counted for determining whether a quorum is present.

7. Proxy

- 7.1 A Voting Member (“relevant member”) may appoint another Voting Member (“proxy”) as his or her proxy.
- 7.2 An appointment of proxy must be in the form set out in the Appendix.
- 7.3 A proxy form must be sent to a Voting Member together with the notice of the relevant Annual Meeting.
- 7.4 The proxy is to cast the relevant member’s vote in accordance with the terms of appointment set out in the proxy form.
- 7.5 If the proxy is duly appointed, the relevant member must be counted for determining whether a quorum is presence.
- 7.6 An appointment of proxy is of no effect if the proxy form does not reach CEO/SG 3 clear days before the scheduled date of the Annual Meeting.

7.7 If the relevant member attends the Annual Meeting in person or by telecommunications means, the appointment of the proxy is automatically revoked.

8. Voting

8.1 A poll card for indication in the show of hands for casting of votes shall be given to each Voting Member who attends an Annual Meeting in person or to a proxy who is appointed by a relevant member under Rule 7.1 and the appointment is not revoked under Rule 7.7.

8.2 A motion/resolution to be passed at an Annual Meeting must, before being put to vote, be proposed by a member of the Council and seconded by a Voting Member who attends the Meeting in person or by telecommunications means.

8.3 A Voting Member who attends an Annual Meeting in person must cast a vote for a resolution by using a poll card to indicate that he or she —

- (a) votes for the resolution;
- (b) votes against the resolution; or
- (c) abstains.

8.4 A Voting Member who attends an Annual Meeting by telecommunications means must cast a vote for a resolution by raising hand or making an oral indication that he or she —

- (a) votes for the resolution;
- (b) votes against the resolution; or
- (c) abstains

8.5 Votes are to be counted by —

- (a) CEO/SG; or
- (b) another officer of the HKRC appointed by the Chairperson of the Annual Meeting for this purpose.

8.6 In case of equality of votes, the Chairperson of the Annual Meeting is entitled to a casting vote.

9. Records and Minutes of Annual Meeting

9.1 CEO/SG must —

- (a) prepare and keep minutes of an Annual Meeting;
- (b) attach to the minutes a record of all important matters transacted or deliberated at the meeting.

10. Interpretation of these Rules

10.1 A decision of the Council on any question concerning the interpretation of these Rules is final.

10.2 CEO/SG must keep a record of —

- (a) the Council's decisions on the interpretation of these Rules; and
- (b) the reasons for the decision.

10.3 In deciding on a question concerning the interpretation of these Rules, the Council must have regard to its previous decisions on the same matter or a similar matter.

**Hong Kong Red Cross
PROXY FORM FOR ANNUAL MEETING**

To : CEO/Secretary General
(Fax: 2802-7359, email: candy.wong@redcross.org.hk)

From : _____
Name of the Voting Member

Important Note: One Voting Member can only appoint ONE Proxy to attend the meeting and vote for him/her. The Proxy needs to be another eligible Voting Member of the HKRC who must attend the meeting in person to represent you.

I, [Insert Full Name] _____ being eligible Voting Member of the Hong Kong Red Cross (HKRC) hereby appoint [Insert Name of Proxy] _____ (or failing him/her or if no name is inserted, the Chairperson of the meeting as my Proxy) to attend and vote on my behalf at the annual meeting of the HKRC to be held at the Hong Kong Red Cross Headquarters, 19 Hoi Ting Road, West Kowloon, Hong Kong on [time and date of the meeting] and at any adjournment of the meeting.

I direct that my vote(s) be cast on the specified resolutions as indicated by a TICK (✓) in the appropriate boxes below. In absence of any indication, the Proxy may vote for or against the resolution at his/her own discretion.

Resolutions	For	Against	Abstain
1. Consider and receive the Annual Report			
2. Appoint auditors of the HKRC for the following year			
3. Appoint members of the Council			

Signature: _____

Date: _____

Contact Tel. No. : _____

Remarks:

1. Any alteration made to this Proxy Form must be initialled by the person who signs it.
2. This completed and signed Proxy Form must returned to the CEO/Secretary General of the HKRC at least 3 clear days prior to the Annual Meeting.

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