

Association of Geotechnical & Geoenvironmental Specialists (Hong Kong)

Rules

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Article I: Name and Status

Section 1 Name

The name of the organisation shall be the “**Association of Geotechnical & Geoenvironmental Specialists (Hong Kong)**”, hereinafter referred to as the “Association”, and abbreviated as “AGS(HK)”.

Section 2 Definition

An association of organisations and individuals having a common interest in the practice of site investigation, geotechnics (soil mechanics, rock mechanics, foundation engineering, geoenvironmental engineering), engineering geology, geophysics, geochemistry, hydrogeology and related disciplines (hereinafter referred to as “Geotechnical Engineering”).

Section 3 Legal Status

The Association shall be a legal entity and operate as a COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL.

The Memorandum of Association and Articles of Association shall reflect the principles of the RULES.

Section 4 Liability

The liability of the members of the Association is limited. There is no liability on individuals who are non-voting members.

Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound-up while they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Association contracted before they cease to be a member, and of the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding HK\$1,000 per member.

Section 5 Language

Meetings of the Association, together with meeting minutes, proceedings, and other official Association documents and publications shall be in English.

Article II: Purpose

Section 1 Purpose

The purpose of the Association is to promote and enhance the quality of the professional practice of Geotechnical Engineering.

Section 2 Not for Profit

The Association is not organised for profit. No part of the net earnings or assets of the Association shall accrue to the benefit of any member, nor shall the Association be engaged in performing any particular service for any particular person or business entity.

Section 3 Audit

An annual audit is to be made of the financial transactions of the Association by an independent accountant auditor.

Article III: Membership

Section 1 Classes of Membership

- (1) Member Organisation
- (2) Associate Member Organisation
- (3) Personal Member
- (4) Honorary Life Member
- (5) Affiliate Member

Section 2 Eligibility

- (1) Member Organisation

To qualify as a Member Organisation, the following shall be met:

- (a) Be an organisation or a clearly identifiable sub-division of such organisation, providing a service as a client, consultant, contractor, designer, educator, regulator, researcher, supplier of specialist service, or manufacturer, within the range of Geotechnical Engineering and/or related technology.

The service must be provided in at least one of the following specialist areas:

- (i) advisory services
- (ii) design
- (iii) education and training
- (iv) laboratory and testing services
- (v) procurement of design and construction services
- (vi) provision of specialist materials
- (vii) regulation
- (viii) research and development
- (ix) specialist contracting
- (x) supervision of works

The AGS(HK) Executive Committee (hereinafter referred to as the “Executive Committee”) must be satisfied that applicants can demonstrate relevant experience, financial stability, and a firm commitment to quality and quality assurance based on defined levels of competence. Furthermore, all applicants must agree to abide by any Codes of Practice (approved by majority vote at an Annual General Meeting).

- (b) Have a registered office in Hong Kong.

- (c) Have practised in a manner and in a field of work acceptable to the Executive Committee for a period not less than three years.
 - (d) Have a commitment to set, maintain and enhance quality standards and procedures for the industry and thereby to improve the quality of professional services.
 - (e) Employ no fewer than three full-time Geotechnical Specialists, as defined herein. At least one of the three should have a minimum of 10 years' appropriate experience. For the organisation to qualify each of the Geotechnical Specialists must:
 - (i) be resident in Hong Kong.
 - and (ii) be a member of an appropriate association or institution involved in Geotechnical Engineering approved by the Executive Committee (e.g. the Hong Kong Institution of Engineers, the Association of Engineering Geologists, etc.)
 - and (iii) have a minimum of three years' appropriate experience practising in Geotechnical Engineering.
 - and additionally, each of the Geotechnical Specialists must have at least one of the following:
 - (iv) a Masters degree in an appropriate subject, e.g. geotechnics (soil mechanics, rock mechanics, foundation engineering, geoenvironmental engineering), engineering geology, geophysics, geochemistry, hydrogeology, and related disciplines; or
 - (v) a Doctor of Philosophy degree on a relevant topic in one of the subject areas described above; or
 - (vi) two years' appropriate experience practising in Geotechnical Engineering, in addition to that in (iii) above.
 - or when (ii) to (vi) above do not apply the individual must have a minimum of 10 years appropriate experience practising in Geotechnical Engineering.
- (2) Associate Member Organisation
- To qualify as an Associate Member Organisation, the following shall be met:
- (a) Comply with (1)(a) to (d) above.

- (b) Employ at least one full-time Geotechnical Specialist defined in (1)(e) who should also have a minimum of 10 years appropriate experience.

(3) Personal Member

To qualify as a Personal Member, the following shall be met:

- (a) In the opinion of the Executive Committee, be a sufficiently experienced Geotechnical Specialist, practising and normally residing in Hong Kong; and
- (b) Be active as an individual within an organisation which is in itself unable to fulfil the requirements of Member Organisation/Associate Member Organisation/Affiliate Member, or has not joined the Association. In the event of the organisation joining the Association, the Personal Member would cease to be a Personal Member.

(4) Honorary Life Member

An Honorary Life Member shall be a retired member of a Member Organisation, Associate Member Organisation, or Personal Member, who has been and wishes to remain active in the affairs of the Association.

(5) Affiliate Member

An Affiliate Member shall be an organisation having employees with academic and professional experience which satisfies the Executive Committee. The firm must be sympathetic to the objectives of the Association, and demonstrate interactive participation with the geotechnical activities of members.

Section 3 Applications and Resignations

(1) Acceptance into Membership

It is understood that by applying for and being granted membership in the Association, an organisation or individual accepts all provisions of these Rules, and waives any and all legal recourse against the Association, its Officers, Executive Committee, members, and staff for actions resulting from application of such provisions.

Every application for membership must be submitted to the Administrator on the appropriate form. Such application for membership must be proposed and seconded in writing by two existing Member Organisations. Applications for Associate Member Organisation/Personal Member/Affiliate Member must be proposed and seconded in writing by two existing members (Member Organisation/Associate Member Organisation/Personal Member/Affiliate Member). The proposers and seconders shall vouch for the quality assurance intentions of the applicant.

Election to membership in the Association shall be by a majority vote of the Executive Committee. The Executive Committee which may, at its option, delegate such responsibility to the Membership Sub-Committee, but reserves the right to review the judgement of and overrule the Membership Sub-Committee.

(2) Re-application

An applicant whose application has been rejected shall have the right to re-submit an application one year or more after rejection. A member who previously was a member of the Association but whose membership lapsed shall on rejoining pay, in addition to other fees and dues, any amount still owed to the Association by virtue of previous membership, unless such provision shall be waived by the Executive Committee.

(3) Termination of Membership

Termination of membership will be determined by the Executive Committee, as appropriate. Any member whose membership is terminated for any reason shall lose all rights and interests, if any, in any funds or other assets of the Association. Causes for termination shall include:

(a) Resignation

An organisation or individual may resign upon written notice to the Chairman or Administrator of the Association. If a member gives less than three months notice terminating on 31 December of any year of his intention to withdraw from membership of the Association, he shall meet any financial liabilities in respect of the Association for the current year and any outstanding liabilities for previous years.

(b) Non-Compliance

An organisation which, or individual who, no longer meets membership criteria will not be eligible for continuation of membership in the Association.

(c) Non-Payment of Dues

Dues are payable on 1 January. If dues are not paid by 1 April, the Member Organisation/Associate Member Organisation/Personal Member/Affiliate Member who has not paid, and who has been notified of the arrears, shall have membership terminated automatically.

(d) Breach of Ethics

Membership may be terminated for any breach of ethics, such breach to be determined by the Executive Committee.

Section 4 Authorised Representative

An Authorised Representative is a Geotechnical Specialist nominated by a Member Organisation or Associate Member Organisation for the purpose of voting on Association matters. Each Member Organisation shall be eligible to nominate one Authorised Representative plus one Authorised Representative, up to a maximum of two, for every ten individuals employed who are members of an appropriate association or institution involved in Geotechnical Engineering approved by the Executive Committee (maximum total number of Authorised Representatives per Member Organisation is three). Each Associate Member Organisation shall be eligible to nominate one Authorised Representative.

Personal Members, Honorary Life Members, and Affiliate Members cannot nominate Authorised Representatives, but can nominate the individual members representative of their groups on the Executive Committee, as at Article IV, Section 2.

Article IV: Executive Committee, Officers, Administrator, and Chief Executive

Section 1 Duties

The Executive Committee shall manage the business and affairs of the Association and shall exercise all powers of the Association and Officers not expressly reserved to the members.

Section 2 Executive Committee

The Executive Committee shall comprise 10 to 15 elected Authorised Representatives (including the Officers), all of whom shall be voting members of the Executive Committee, with one individual member representing the Personal Members and the Honorary Life Members, and one individual member representing the Affiliate Members (both of whom shall be voting in this instance), and the Immediate Past Chairman, by agreement. In addition, the Chairman may co-opt additional individuals for one year at a time who shall be non-voting.

Section 3 Officers

The Officers of the Association, who shall be the Directors of the Association, and who shall be drawn from the Member Organisations and Associate Member Organisations, shall be the Chairman, Chairman-Elect, Immediate Past Chairman, and Treasurer, and shall be voting members of the Executive Committee.

Section 4 Chairman-Elect

The Chairman-Elect shall have had at least one year of service on the Executive Committee prior to assuming the position of Chairman-Elect. After one year as Chairman-Elect he shall succeed to the position of Chairman.

Section 5 Chairman

The Chairman shall serve for one year, taking up office and handing over office at an Annual General Meeting. The Chairman may, by agreement, continue to serve the Executive Committee for a future year as Immediate Past Chairman.

Section 6 Duties of Officers, Administrator, and Chief Executive

(1) Chairman

The Chairman shall chair meetings of the Executive Committee and the general meetings. The Chairman shall appoint a chairman and members of each sub-committee, subject to ratification by the Executive Committee.

(2) Chairman-Elect

The Chairman-Elect shall have the duties as assigned by the Chairman.

(3) Immediate Past Chairman

The Immediate Past Chairman shall have the duties as assigned by the Chairman.

(4) Treasurer

The Treasurer shall be appointed from one of the voting members on the Executive Committee; and shall have charge of the financial affairs of the Association. The financial procedures shall be as follows:

- (a) Bank accounts shall be at a bank agreed by the Treasurer.
- (b) The Executive Committee shall agree the limit above which cheques shall require two signatures and any other conditions applicable to the operation of the bank accounts.
- (c) The Administrator shall be responsible to the Treasurer for the submission of returns to the appropriate authorities.
- (d) The appointment of an accountant auditor and financial advisor for the coming year shall be agreed at the Annual General Meeting.

The Treasurer may be bonded in sufficient amount to cover the liquid assets of the Association.

(5) Administrator

- (a) The Administrator shall be the Association Secretary.
- (b) The Administrator shall be appointed by the voting members of the Executive Committee; shall be responsible for the minutes of the Executive Committee, Annual General Meeting, and other general meetings; shall maintain a current list of members and official administrative records of the Association, including Executive Committee activities; and shall be responsible for distributing notices, as agreed.
- (c) The Administrator shall maintain the financial records of the Association, as agreed, and may seek the professional advice of the accountant auditor.
- (d) The Administrator shall be paid a fee monthly. The fee shall be reviewed yearly and be agreed by the Executive Committee at the Annual General Meeting. Expenses shall be reimbursed at cost.

(6) Chief Executive

The Executive Committee may appoint from time to time a Chief Executive to assist the Chairman in the execution of the activities of the Association, and may agree suitable reimbursement of expenses.

Section 7 Nominations and Elections

(1) Nominees

Candidates for election as members of the Executive Committee shall be:

- (a) Authorised Representatives.
- or (b) Individuals representing Affiliate Members and Personal Members and Honorary Life Members.

Nominations on an approved form shall be received by the Administrator not later than 30 days before the Annual General Meeting.

(2) Ability to Serve

Persons nominated must confirm their agreement at the time the nomination is submitted.

(3) Notices

A list of nominations together with proposer(s) shall be distributed to the membership along with the notice of the Annual General Meeting.

(4) Election

The nominees receiving the greater number of votes shall be declared elected. In the event of a tie, this shall be voted upon.

(5) Appointment of Chairman-Elect

The Chairman-Elect shall be appointed every year (by vote of the Executive Committee) from the elected members of the Executive Committee at the meeting prior to the Annual General Meeting.

Section 8 Term in Office

Newly elected Executive Committee members shall take office at the conclusion of the Annual General Meeting, following their election. Unless appointed to the position of Chairman-Elect, all those elected to office shall continue to serve for a period of two years.

The Chairman-Elect will serve one year before becoming Chairman. The Chairman will serve for one year followed by one year as Immediate Past Chairman, by agreement.

Section 9 Relinquishment of Position

(1) Resignation

Any Executive Committee member may resign by forwarding written notice to the Chairman or Administrator.

(2) Removal

Any Executive Committee membership shall be declared vacant, when the person holding such position for any reason does not or cannot perform his duties. Such declaration of vacancy shall be made and approved by a two-thirds majority vote of the remaining voting members of the Executive Committee.

Section 10 Vacancies/Filling a Vacated Position

A vacancy shall be filled in the manner hereinafter defined if the Executive Committee feels that such vacancy will be detrimental to its functioning. If, for reason of time remaining before the annual elections, or for any other reason, the Executive Committee feels it unnecessary to fill a vacated position, the duties associated with the vacated position shall be re-assigned by the Executive Committee to one or more of the remaining Executive Committee members.

A vacated position shall be filled by an eligible Authorised Representative or individual appointed by the Executive Committee, providing such appointee is approved by affirmative vote of at least two-thirds of the remaining voting members of the Executive Committee, except:

(1) Chairman

The Chairman-Elect shall automatically assume the vacated office of the Chairman, and the office of Chairman-Elect shall remain vacant until a successor to that office is appointed at the meeting prior to the next Annual General Meeting. The Chairman-Elect who succeeds to the office of Chairman due to a vacancy shall continue to serve as Chairman for the remainder of the Association year during which the vacancy occurred and for the following Association year.

(2) Immediate Past Chairman

The vacated office of Immediate Past Chairman may be filled only by a Past Chairman of the Association.

Section 11 Meetings

The Executive Committee shall meet at least four times per year at periods separated by at least 60 days upon the call of the Chairman, provided notice of such meetings is communicated to all members of the Executive Committee at least 15 days prior to the date of the meeting. A special meeting of the Executive Committee may be called by any three members of the Executive Committee acting in concert and communicating to the members of the Executive Committee, no less than 15 days prior to the meeting, notice of such a meeting and the specific items to be discussed.

Section 12 Voting

Except as otherwise noted, all resolutions and actions of the Executive Committee shall be by majority vote. The Chairman will vote as a member of the Executive Committee only in the event of a tie, whereupon his vote will be decisive.

Section 13 Quorum

A quorum shall be five voting members of the Executive Committee (including at least one Officer) representing a minimum of three Member Organisations/Associate Member Organisations.

Section 14 Proxy

Any member of the Executive Committee may empower another member to cast votes for it by transmitting a written authorisation to the member who shall be present.

Section 15 Overrule

At any regular or Special General Meeting of the Association, a decision of the Executive Committee may be overruled upon a vote of a least two-thirds of the Authorised Representatives voting in person or by proxy.

Article V: Meetings of the Association

Section 1 Meetings

The Annual General Meeting shall be held no more than six months after the close of the financial year. In addition, the membership shall have ordinary meetings at least two times during the year.

Section 2 Special General Meetings

A Special General Meeting of the Association may be called by the Chairman or 20 percent of Authorised Representatives upon no less than 30 days' written notice to all members, which notice shall state the items to be discussed at such meeting.

Section 3 Quorum

A minimum of 10 Authorised Representatives, or their duly authorised representatives, present at a duly notified meeting shall constitute a quorum.

Section 4 Voting

Voting for Executive Committee members shall take place at the Annual General Meeting. Each Authorised Representative shall have one vote in any official proceedings of the Association.

Section 5 Proxy

An Authorised Representative may issue a written proxy to vote to any other Authorised Representative. Forms for proxy voting shall be distributed at the same time as the notice of the meeting. Completed proxy forms must be received by the Administrator at least 10 days before the Annual General/Special General Meeting.

Section 6 Location and Time

Except for Special General Meetings, the location and time of meetings of the Association shall be at the discretion of the Executive Committee.

Section 7 Notice

Except in cases as otherwise prescribed by these Rules, a notice of meeting of the Association shall be sent to all members at least 30 days prior to such a meeting.

Article VI: Sub-committee Matters

Section 1 Sub-Committees

There shall be two types of sub-committees:

(1) Standing Sub-committees

Standing Sub-committees shall be those which shall function continually from year to year. Unless specified otherwise in these Rules, the Chairman of the Association shall appoint the chairman and members of all Standing Sub-committees, subject to the ratification of the Executive Committee if it so chooses. Standing Sub-committees may include, but shall not be limited to, Finance and General Purposes and Membership, each to be chaired by a sub-committee chairman. Unless otherwise agreed by the Executive Committee, no sub-committee chairman shall serve continuously for more than three years.

(2) Task Sub-committees

Task Sub-committees shall be those created by the Chairman of the Association to deal with specific assignments deemed pertinent to the Association. Such Task Sub-committees shall be dissolved by the Chairman of the Association upon completion of the task, or earlier.

Section 2 Meetings

Meetings of sub-committees shall be at the call of the respective sub-committee chairman.

Section 3 Minutes

The sub-committee chairman shall appoint a recording secretary of the sub-committee. A copy of the minutes will be sent to the Chairman of the Association.

Section 4 Operating Procedures

The Executive Committee shall develop procedure guidelines for sub-committees which may be revised from time to time and include matters such as frequency of meetings, reports, budgets, and other items deemed relevant.

Section 5 Authority

No sub-committee chairman or member shall have the authority to make any commitment on behalf of the Association unless specifically so authorised by the Executive Committee.

Section 6 Removal from Office

The Chairman of the Association, or the Executive Committee by a majority vote, may at any time remove from office any sub-committee chairman or member.

Section 7 Ex Officio Members

The Chairman of the Association and/or his appointed representative shall be an ex officio member of all sub-committees.

Article VII: Indemnification

Any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a member of the Executive Committee, an Officer, employee, or agent of the Association or by reason of the fact that he is or was serving on a committee or sub-committee operating under the auspices of the Association shall be indemnified by the Association against expenses (including lawyers' fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in, not opposed to, the best interests of the Association.

Article VIII: Amendments

These Rules may be amended by majority vote of the Authorised Representatives voting in person, by proxy, or by mail ballot, at any Annual General Meeting or Special General Meeting, provided that a written description of the items to be discussed is sent to all members at least 30 days prior to the meeting at which the amendment is to be considered. An amendment to these Rules may be proposed by any Member Organisation with two other Member Organisations as co-sponsors. Any such proposed amendment shall be reviewed by the Executive Committee for consistency, format, and purpose, but the proposer is not obliged to incorporate a revision by the Executive Committee if the proposer believes it will result in a substantive change in purpose or effect. Additionally, an amendment to these Rules may be proposed by the Executive Committee.