
22. Articles of Association of The Law Society of Hong Kong

Preliminary

1. In these Articles, unless there is something in the subject or context inconsistent therewithin:-

"Society" means the Company registered as "THE LAW SOCIETY OF HONG KONG".

"Council" means the Council for the time being of the Society.

"Secretary General" means the Secretary General for the time being of the Society who shall also be the Secretary to the Society.

"Annual General Meeting" means the yearly general meeting of the Members of the Society.

"Seal" means the Seal of the Society.

"Office" means the Office for the time being of the Society.

"Member" means a member of the Society.

"Associate Member" means an associate member of the Society.

"Student Member" means a student member of the Society.

"Ordinance" means the Companies Ordinance (Chapter 32) and every other Ordinance incorporated therewith, or any Ordinance or Ordinances substituted therefor, and in case of any such substitution the references in these presents to the provisions of the Ordinance shall be read as references to the provisions substituted therefor in the new Ordinance or Ordinances.

"Practice Directions" means the Practice Directions issued by the Society from time to time.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Ordinance.

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2. For the purposes of registration, the membership of the Society is declared to be unlimited.

Members

3.
 - (a) Every solicitor shall upon evidence that he is eligible to hold a Practising Certificate entitling him to practise as a solicitor of the Supreme Court of Hong Kong be entitled to apply for admission to membership of the Society. Application for admission must be made in such form as may be prescribed by the Council from time to time.
 - (aa) The Council may by not less than a three-quarters majority elect as honorary members of the Society such persons as it may think fit, either for life or for such period as the Council may in any case deem appropriate. An honorary member shall be entitled to attend and speak but not vote at any meetings of the Society and shall not be eligible to hold an elected office in the Society. The Council may, at any time, revoke the election of any person as an honorary member of the Society.
 - (ab) There shall be a Roll of Honour of the Law Society of Hong Kong. The Council may as a special honour and by not less than a three-quarters majority admit to membership of the Roll of Honour any solicitor whose name remains on the roll of solicitors kept under the provisions of section 5 of the Legal Practitioners Ordinance and who has, in the opinion of the Council, given such distinguished service to the Society or its Council, the development of the legal profession in Hong Kong or the practice of law, that his contribution warrants recognition by the Society. A member of the Roll of Honour shall be entitled to all the rights and privileges of a member of the Society but shall not be required to pay any membership fee. The Council may at any time remove any person from the Roll of Honour.
 - (b) Any person, upon evidence that he holds a legal professional qualification outside Hong Kong, shall be entitled to apply to the Council for admission to the Society as an Associate Member and application shall be made in such form as may from time to time be prescribed by the Council which shall not be obliged to admit any such person to Associate Membership.
 - (bb) Any law student at any institution prescribed from time to time by the Council and any trainee solicitor including a trainee solicitor seconded to Hong Kong from another common law jurisdiction under the terms of a trainee solicitor contract may apply for admission to the Society as a Student Member in such form and upon payment of such fee as may from time to time be prescribed by the Council.
 - (c)
 - (i) For the purpose of Articles 4, 9, 11, 12, 13, 39, 42, and 45, but not otherwise, the term "Member" shall be deemed to include an Associate Member or Student Member.
 - (ii) For the purpose of Article 5, but not otherwise, the term "membership" shall be deemed to include associate membership and student membership.
4. The name and address of each Member shall be recorded by the Secretary General.
5. On an applicant being admitted to membership by the Council the fact shall be notified to him in writing and a copy of the Memorandum and Articles of Association of the Society, with a bill for the current year's subscription, shall be forwarded to him.
6. Every Member shall be absolutely bound by the Articles of Association and all Practice Directions, rules and regulations from time to time of the Society including but not limited to those relating to remuneration for professional charges and other charges connected

with practice as a solicitor in Hong Kong and each Member shall be deemed to have given an undertaking to the Society to abide by all such Practice Directions, rules and regulations and the Articles of Association.

- 6A. Every Associate Member shall be absolutely bound by the Articles of Association and all practice directions, rules and regulations from time to time of the Society and each Associate Member shall be deemed to have given an undertaking to the Society to abide by the Articles of Association and all such practice directions, rules and regulations in so far as the Articles of Association and such practice directions, rules and regulations are applicable to such Associate Members.
- 6B. Every Student Member shall be absolutely bound by the Articles of Association and all practice directions, rules and regulations from time to time of the Society and each Student Member shall be deemed to have given an undertaking to the Society to abide by the Articles of Association and all such practice directions, rules and regulations in so far as the Articles of Association and such practice directions, rules and regulations are applicable to such Student Members.
7. Any Member, Associate Member or Student Member may withdraw from the Society by giving notice in writing to the Secretary General of his intention so to do, but such notice in the case of a Member shall not take effect until the expiry of such Member's Practising Certificate (if any) current at the date of the giving of such notice.
8. (a) The subscription for a Member shall be such annual sum as the Council may from time to time appoint, payable in advance on or before the first day of January in each year.
- (b) The subscription for an Associate Member shall be such annual sum as the Council may from time to time appoint, payable in advance on or before the first day of January in each year.
- (c) The subscription for a Student Member shall be such annual sum as the Council may from time to time appoint, payable in advance on or before the first day of January in each year.
9. A Member whose subscription or other claims the Society may have against him shall remain unpaid for one year from the due date shall cease to be a Member provided that the Council may extend such time for any fit and proper action.
10. (a) A Member, an Associate Member or Student Member whose subscription or other claims the Society may have against him shall remain unpaid for one month from the due date shall not enjoy any of the rights or privileges of the Society or vote upon any question until he shall have paid his subscription and such other claims.
- (b) An Associate Member shall be entitled to attend but not to vote at any meeting of the Society.
- (c) A Student Member shall be entitled to attend but not to vote at any meeting of the Society.
11. In the event of any new Member failing to pay his subscription within one month from the due date, the Council may at its discretion erase his name from the list of Members, unless he shall justify the delay to the satisfaction of the Council.
12. The rights and privileges of a Member shall be personal to himself; they shall not be transferable by his own act or by operation of law, and shall cease upon his death, or upon his ceasing from any cause to be a Member under the provisions of these Articles.

13. Any person who shall by any means cease to be a Member shall nevertheless remain liable for and shall pay to the Society all moneys which at the time of his ceasing to be a Member shall be due from him to the Society.

Management

14. The management of the affairs of the Society shall be vested in the Council.
15. (a) The Council shall consist of twenty members. At each Annual General Meeting the five members longest in office since election or re-election shall retire but shall be eligible for re-election.

Provided that for the purpose of re-election, the President and the Vice-Presidents shall not be required to retire. As between members who shall have been in office for a term of equal length those to retire shall be determined by lot.

- (b) The Council shall have power to co-opt a Member to fill any casual vacancy in the Council which may occur during a year of office. Any Council member so appointed shall hold office only until the next Annual General Meeting of Members, and shall then be eligible for re-election.
- (c) The Council shall also have power to co-opt a Member to act in place of any member of the Council who is temporarily unable to attend meetings of the Council for whatever reasons for a period of not less than three months during the term of office of that member of the Council, and subject to the provisions of Article 15A any such co-opted member shall cease to act as a member of the Council on the resumption of attendance at meetings of the Council by the member who was temporarily absent.
- (d) Notice shall be given in writing to the Secretary General of the names of any candidates to fill any vacancies on the Council at an Annual General Meeting and such notice shall be endorsed by each such candidate by way of confirmation of his willingness to serve if elected and shall bear the name and signatures of five Members supporting such candidature. Any such notice shall be given to the Secretary General not less than 21 days before the meeting at which the election is to take place.
- (e) The election of Council members at an Annual General Meeting shall take place in the following manner:-
- (i) If the number of persons properly nominated as candidates in accordance with Article 15(d) shall be equal to or less than the number of vacancies to be filled, the said candidates shall be deemed to have been elected to the Council with effect from immediately after the conclusion of the Annual General Meeting at which the vacancies are to be filled.
- (ii) If the number of persons properly nominated as candidates in accordance with Article 15(d) exceeds the number of vacancies to be filled, the election shall be by ballot in the manner described in Article 15AA and the candidates so elected shall hold office with effect from immediately after the conclusion of the Annual General Meeting.
- (iii) If any of the vacancies shall not be filled by the election or deemed election of Council members at an Annual General Meeting, any vacancy shall be treated as a casual vacancy in the Council and the Council shall have power to co-opt a Member to fill such vacancy in accordance with Article 15(b) above.

- 15AA. (i) If a ballot is to be held for the purposes of Article 15(e)(ii), the Secretary General shall, not less than 12 days prior to the Annual General Meeting, cause to be sent to each Member of the Society the following, each such document to be in such form as the Council may prescribe:-
- (a) a ballot paper bearing a statement as to the number of vacancies to be filled and containing the names of the candidates for election to the Council in alphabetical order of surnames, and with provision for the Member making use of the same to indicate the names of the candidates for whom he wishes to vote; and
 - (b) an instrument appointing a proxy bearing a statement as to the number of vacancies to be filled and containing the names of the candidates for election to the Council in alphabetical order of surnames and with provision for the Member making use of the same to indicate the names of the candidates for whom he wishes the person appointed as his proxy to vote.
- (ii) A Member may vote in the election of Council members:-
- (a) by post in accordance with (iii) below;
 - (b) in person at the Annual General Meeting in accordance with (vi) below; or
 - (c) by proxy at the Annual General Meeting in accordance with (iv), (v) and (vi) below.
- (iii) A Member who wishes to vote by post shall mark or otherwise indicate in the manner set forth in the ballot paper referred to in (i)(a) above those persons nominated for whom he votes as Council Members and shall return the completed ballot paper to the scrutineers appointed by the Council not less than 72 hours before the Annual General Meeting at which the election is to be held. No Member shall indicate more names than there are vacancies to be filled or the number of nominated candidates and in the event that any Member shall do so his ballot paper shall be invalid. A statement by the scrutineers to the effect that a duly completed ballot paper sent under these provisions has been received by the scrutineers in due time shall be conclusive evidence of such receipt.
- (iv) A Member who wishes to vote by proxy shall return a completed instrument of proxy to the scrutineers appointed by the Council not less than 48 hours before the Annual General Meeting at which the election is to be held. A statement by the scrutineers to the effect that a duly completed instrument of proxy has been received in due time shall be conclusive evidence of such receipt.
- (v) A Member wishing to vote by proxy may appoint only one person to act as such proxy and that person must be a Member of the Society.
- (vi) At the Annual General Meeting each Member present in person shall be given a voting paper for use by him to vote in person on the election of Council Members, and if he has been appointed as proxy for another Member, a further voting paper in respect of each Member by whom he has been so appointed. Each voting paper shall bear a statement as to the number of vacancies to be filled and shall contain the names of the candidates for election to the Council in alphabetical order of surnames. A Member who wishes to vote in person or as proxy for another Member shall mark or otherwise indicate in the manner set forth on the voting paper those persons nominated whom he votes for as Council Members in the election. No Member shall indicate more names than there are

vacancies to be filled or the number of nominated candidates and in the event that any Member shall do so his voting paper shall be invalid.

- (vii) A Member may attend the Annual General Meeting and vote in person in the election of Council members notwithstanding that he has returned a completed ballot paper or instrument of proxy to the scrutineers. The vote of a Member who has returned a completed ballot paper in accordance with (iii) above may be countermanded by the vote of that Member cast in person at the Annual General Meeting at which the election takes place but shall not be countermanded by a vote on behalf of that Member cast by a proxy appointed by him. The vote of a proxy of a Member who has returned a completed instrument of proxy in accordance with (iv) above may be countermanded by the vote of that Member cast in person at the Annual General Meeting at which the election takes place.
- (viii) At the Annual General Meeting the ballot papers submitted in accordance with (iii) above and the voting papers (together with all instruments of proxy relative thereto) completed in accordance with (vi) above shall be counted and checked by the scrutineers who shall prepare as soon as possible the result of the ballot showing the total number of votes cast for each candidate and shall hand the same to the Chairman who shall announce the names of the successful candidates being those with the highest number of votes. In the case of an equality of votes between the candidates in respect of the last remaining vacancy or vacancies, then, as between those candidates, the successful candidate shall be determined by lot drawn by the Chairman of the meeting.

15A. The office of a Council member shall be vacated if:

- (a) he dies; or
- (b) he resigns from office by notice in writing to the Secretary General; or
- (c) he retires by rotation under Article 15(a); or
- (d) he ceases to be a Member of the Society; or
- (e) he absents himself without the consent of the Council from attending meetings of the Council for a total of 3 months or more in any year; or
- (f) he has been adjudged bankrupt or has made a composition or arrangement with his creditors; or
- (g) he becomes of unsound mind.

A resolution of the Council declaring such vacation of office as aforesaid shall be conclusive as to the fact and ground of vacation stated in the resolution.

15B. A Member shall be disqualified from election as a member of the Council upon the grounds described under Articles 15A (d), (f) and (g).

16. The Council shall annually and may from time to time as occasion may require elect one of their number to act as President and he shall when present take the chair at all meetings of the Council. No person shall serve as President for more than three consecutive terms. The Council shall similarly elect one or more Vice-Presidents. In the absence of the President from any meeting of the Council, one of the Vice-Presidents shall act as Chairman, as the Vice-Presidents may agree between them or, in the absence of agreement, as the Council may determine. In the absence of the President and the Vice-Presidents from any meeting of the Council the Council may appoint some other member present to act as chairman.

17. The Council may exercise, in addition to the powers and authorities by these Articles expressly conferred on them, all such powers and do all such acts and things as may be exercised and done by the Society and which are not hereby or by Ordinance expressly directed to be exercised or done by the Society in general meeting.
18. Without prejudice to the general powers conferred by Article 17 hereof the Council shall have power:-
- (a) To delegate, subject to such conditions as they think fit, any of their powers to the Secretary General or other officers or servants of the Society or committees consisting of such members of the Council or Members or Associate Members of the Society or together with other persons as they shall think fit, and to make such regulations as to the proceedings of such committees as may seem expedient.
 - (b) To petition the Government or any Court Tribunal Authority or other body in the name of the Society.
 - (c) To enter into such contracts, and do all such acts and things as they may think expedient for the purposes of the Society.
 - (d) To investigate any charge of misconduct against any solicitor (whether a Member or not) or employee of a solicitor and to institute and (if the Council think fit) prosecute any disciplinary proceedings.
 - (e) To call upon any Member or Associate Member for an explanation of any conduct of such Member or Associate Member which may, in the opinion of the Council, appear to be dishonourable, improper or unprofessional.
 - (f) To carry out such statutory functions and exercise such powers as may be delegated to the Council by Ordinance, Regulation, Order-in-Council or otherwise.
 - (g) To regulate charges for professional and other work and to provide for the enforcement of the same and to deal with and determine questions relating to costs and other remuneration whether by scale or otherwise.
 - (h) To issue Practice Directions relating to the professional practice conduct and discipline of solicitors.
19. The Council shall have the power to appoint and remove the Secretary General, and such other employees of the Society as the Council may from time to time think fit, to fix the amount of their remuneration (if any) and to define the duties to be performed by them respectively.
20. Questions at any meeting of the Council shall be decided by a majority of votes, and, in case of an equality of votes, the Chairman shall have a second or casting vote.
- 20A. Notwithstanding anything in these Articles, a resolution in writing signed by all members of the Council for the time being in Hong Kong, provided that their number shall be sufficient to constitute a quorum, shall be as valid as a resolution passed at a meeting of the Council. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign. Any such resolution may be contained in one document or in several documents in like form, each signed by one or more members of the Council.
21. The Council may act notwithstanding any vacancy in its body but if and so long as the

- number of Council members is reduced below five the continuing Council members or Council member may act for the purpose of filling such vacancies or of summoning general meetings, but not for any other purposes. If there be no Council member able or willing to act, then any two Members may summon a general meeting for the purpose of appointing one or more Council members.
22. The Secretary General, or any other person authorised by him, shall receive and issue receipts in respect of all moneys payable to the Society which shall be paid into a bank account of the Society. The Secretary General or such other person shall keep proper accounts of all the said moneys and shall pay therefrom all necessary disbursements as and when directed by the Council. All cheques and other instructions relating to any such bank account shall be signed jointly by either (i) a member of the Council together with the Secretary General or in the Secretary General's absence any other person so authorised by the Council or (ii) two members of the Council.
23. The Secretary General shall affix the Seal, with the authority of the Council and in the presence of two members of the Council at the least, to all instruments requiring to be sealed, and all such instruments shall be signed by two members of the Council present, and shall be countersigned by the Secretary General.
24. The Council shall cause proper books of account 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 takes place; all sales and purchases of goods by the Society; and the assets and liabilities of the Society.
25. The books of account shall be kept at the Office, or at such other place or places as the Council think fit, and shall always be open to inspection by the members of the Council.
26. The members of the Council shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members not being members of the Council, and no Member (not being a member of the Council) shall have any right of inspecting any account or document of the Society except as conferred by statute or by the Memorandum of Association or as authorised by the members of the Council or by the Society in general meeting.
27. The Council shall from time to time in accordance with Sections 122, 124 and 129D of the Ordinance cause to be prepared and to be laid before the Society in general meeting such accounts of income and expenditure balance sheets and reports as are referred to in those sections.
28. 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 Council's report and a copy of the auditor's report shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notices of general meetings of the Society.
29. At meetings of the Council five members shall constitute a quorum. The Secretary General may convene a meeting of the Council at any time and shall do so on the written requisition of any two members thereof.
- 29A. The Council may make, vary and rescind regulations for their meetings and proceedings and for the appointment of committees, working parties and generally for the management of the affairs of the Society, subject always to these Articles and the Ordinance for the time being in force.

General Meeting

30. There shall be an Annual General Meeting of the Members for the purpose of electing Council members for the ensuing year, and a report and abstract of the affairs of the Society shall be laid before such Meeting by the outgoing Council.
31. The Council shall in accordance with Section 115A of the Ordinance and at the expense of the requisitionists give notice of any resolution and circulate any statement proposed on a requisition in writing of Members addressed to the Secretary General.
32. The Annual General Meeting shall be held not later than the 31st May in each year, unless the Council shall determine otherwise.
33. The President of the Society or failing him one of the Vice-Presidents (as they may agree between them or, in the absence of agreement, as the Members present may determine) shall be entitled to take the chair at every general meeting of the Society, or if there be no President or Vice-President, or if at any general meeting none of them shall be present within 15 minutes after the time appointed for holding such meeting, or if they shall have previously notified the Secretary General of their intention of not being present, the Members shall choose another member of the Council as Chairman: and if no member of the Council be present, or if all the members of the Council present decline to take the chair, then the Members shall choose one of their number to be Chairman.
34. The passing of resolutions shall, except in cases otherwise specially provided for, be decided by a majority of votes. In cases where the votes on each side are equal the Chairman shall have a second or casting vote.
- 34A. Subject as provided in Article 15(e) at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairman; or

- (b) by at least two Members present in person or by proxy.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- 34B.
 - (a) Except as provided in paragraph (b) of this Article, if a poll is duly demanded it shall be taken in such manner as the Chairman appoints, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 - (b) A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll. It shall not be necessary (unless the Chairman otherwise directs) for notice to be given of a poll.
- 34C. Every Member shall have one vote, and on a poll votes may be given either personally or by proxy.
- 34D. The instrument appointing a proxy shall be in writing under the hand of the appointor and

- shall be deposited at the Office or at such further or other place within Hong Kong as is specified for that purpose in the notice convening the meeting or adjourned meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution.
- 34E. An instrument appointing a proxy shall be in such form as may be prescribed from time to time by the Council.
- 34F. [Deleted.]
- 34G. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 34H. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Society at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
35. The Council may also convene extraordinary general meetings of the Society specifying in the notice convening the meeting the object or objects for which the meeting is called, to which the discussion must be strictly confined.
36. The Council shall also convene an extraordinary general meeting under the same conditions and restrictions, upon the written requisition of any fifty Members.
37. For all purposes the quorum for a general meeting shall be twenty Members personally present.
38. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and all other meetings of the Society shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the regulations of the Society, entitled to receive such notices from the Society.
39. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member entitled to receive notice shall not invalidate the proceedings at that meeting.
- 39A. In case any irregularity shall occur in the convening or holding of any general meeting, or in any election or other proceedings taking place at or prior to any such meeting, and the same shall not be publicly noticed and objected to at such meeting, all proceedings of such meeting or election shall be of the same force and validity as if no irregularity had occurred; but if any irregularity shall be publicly noticed and objected to, the Chairman shall decide thereon and such decision shall be final and conclusive.
- 39B. All business shall be deemed special that is transacted at an extraordinary general

meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Council and auditors, the election of Members to the Council in place of those retiring and the appointment, and the fixing of the remuneration of, the auditors.

40. If within 30 minutes from the time appointed for any general meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present, the business may be proceeded with, with such number of Members as may be present.
41. The Chairman may with the consent of the meeting adjourn any meeting from time to time and from place to place or sine die. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Notices

42. A notice may be served upon any Member whose registered place of address is in Hong Kong, either personally, or by sending it through the post in a prepaid letter addressed to, or by leaving it for such Member at his registered place of address. A Member who has no registered place of address within Hong Kong shall not be entitled to receive notices from the Society.
43. Any notice sent by post shall be deemed to have been served at the expiration of 24 hours after the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted.
44. Where a given number of days' notice, or notice extending over any other period is required to be given, the day of service, and the day for which notice is given shall not, unless otherwise herein provided, be included in such number of days or other period.

Winding-up

45. If upon the winding up or dissolution of the Society 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 but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society, 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 Society under or by virtue of Clause 4 of the Memorandum hereof, such institution or institutions to be determined by the Members at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong 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.

General

46. (a) Any Member who ceases to be eligible to hold a Practising Certificate entitling him to practise as a solicitor of the Supreme Court of Hong Kong shall *ipso facto* cease to be a Member.
- (b) Any Associate Member who ceases to hold the qualification referred to in Article

- 3 (b) shall *ipso facto* cease to be an Associate Member.
- (c) Any Student Member who ceases to be a student as referred to in Article 3 (bb) shall *ipso facto* cease to be a Student Member.
47. A member of the Council shall not act as a member of the Council at any meeting at which his own conduct is in question, or at any meeting held to investigate any case in which he is a complainant.
- 47A. (a) A Council member who is in any way, whether directly or indirectly, interested in a contract or proposed contract (being a contract of significance in relation to the Society's business) with the Society shall, if his interest in the contract or proposed contract is material, declare the nature of his interest at a meeting of the Council in accordance with Section 162 of the Ordinance.
- (b) A Council member shall not vote in respect of any such contract or proposed contract in which he is interested and if he shall so vote his vote shall not be counted but he shall be counted in estimating the quorum when any such contract or proposed contract is under consideration.
- (c) A Council member may hold any other office or place of profit under the Society (other than the office of auditor) in conjunction with his office as a Council member for such period and on such terms (as to remuneration and otherwise) as the Council may determine and no Council member or intending Council member shall be disqualified by his office from contracting with the Society either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Society in which any Council member is in any way interested, be liable to be avoided, nor shall any Council member so contracting or being so interested be liable to account to the Society for any profit realized by any such contract or arrangement by reason of such Council member holding that office or of the fiduciary relation thereby established.
- (d) Any Council member may act by himself or his firm in a professional capacity for the Society, and he or his firm shall be entitled to remuneration for professional services as if he were not a Council member; provided that nothing herein contained shall authorise a Council member or his firm to act as auditor to the Society.
- 47B. All acts done by any meeting of the Council, or of any of its committees, or by any person acting as a Council member or as a member of any committee, shall as regards all persons dealing in good faith with the Society, notwithstanding that there was some defect in the appointment of any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were not entitled to vote or form part of a quorum, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council member or member of the committee and had been entitled to vote and form part of a quorum.
48. Every member of the Council, Secretary General, Deputy Secretary General, and other officer or servant of the Society, shall be indemnified by the Society against, and it shall be the duty of the Council out of the funds of the Society to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or deed done by him as such officer or servant, or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Society and have priority as between the Members over all other claims.