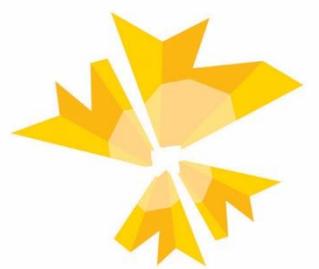


THE SOCIETIES ORDINANCE (CHAPTER 151) AMENDED RULES



THE ASSOCIATION OF ACCREDITED
ADVERTISING AGENCIES OF HONG KONG
香港廣告商會

MARCH 24, 2020

THE ASSOCIATION OF ACCREDITED ADVERTISING AGENCIES OF HONG KONG
Room 1906, Two Chinachem Exchange Square, 338 King's Road, North Point, HKSAR

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Section 1: NAME

1. The name of the Association is “THE ASSOCIATION OF ACCREDITED ADEVERTISING AGENCIES OF HONG KONG”.

Section 2: ADDRESS

2. The registered office of the Association is at Room 1906 Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong.

Section 3: OBJECTS

3. The objects for which the Association is established are:-
 - a. Standards
 - (i) To promote the observance by Members of the highest standards of business ethics in their dealings with the public, their clients and amongst themselves;
 - (ii) To lay down and enforce observance by the Members of the Association of professional standards of conduct;
 - (iii) To afford means of mediation, arbitration on or for the settlement of disputes or questions between advertising agencies or between such agencies and third parties (including clients of such agencies);
 - (iv) Generally to look after, promote, and safeguard the common interest of the Members of the Association and of advertising agencies generally.

b. Education

- (i) The reading of papers, delivery of lectures and organizing educational programmes for new talents and Members of the Association;
- (ii) To distribute copies of papers, lectures and professional records to Members of the Association and others;
- (iii) To hold conferences, meetings and exhibitions for the discussion of professional affairs, interests and duties;
- (iv) To set up libraries for the use of Members of the Association and others and generally to collect, collate and publish information of service or interest to advertising agencies and the general public;
- (v) To compile and from time to time update the list and registers of advertising agencies in Hong Kong.

c. Mutual Help

- (i) To create and maintain within the advertising industry a forum for the better exchange of views and communication between advertising agencies and others engaged in the advertising industry;
- (ii) To use the forum so created to advise and provide information and assistance to Members on the better management and planning of their businesses and to institute or to establish schemes or plans to provide facilities or services, professional, recreational, social or otherwise, to Members of the Association;
- (iii) To ascertain and notify Members of Association the law relevant to the profession of advertising agencies; monitor legal development affecting advertising agencies and to promote or support or assist in any legitimate manner the carrying into effect of any legal requirement having for or amongst its objects the common good of advertising

agencies or of them and the general public, and to oppose any proposal considered harmful;

- (iv) To represent the views of Members of the Association and of advertising agencies and on their behalf to enter into discussions and negotiations and to conclude agreements;
- (v) To inquire into and report on matters of general interests to advertising agencies and affecting the interest of the Members of the Association and to make representations on behalf of the profession to the authorities as to reforms affecting any such matters.

d. Benefit To Society

- (i) To represent and promote to all sections of the public, commerce and government the role of advertising as an essential social and economic requirement in a free enterprise society;
- (ii) To promote a better understanding of advertising and its role in society and to represent on behalf of the industry explanation or answer to criticism of the industry to or liaise on behalf of the Members of the Association and of advertising agencies generally with government bodies, consumer associations – other such bodies;
- (iii) Generally to look after the interests of the general public by establishing and maintaining a high standard of advertising behavior and ensuring that all advertisements are legal, clean, honest and truthful.

Section 4: APPLICATION OF FUNDS

4. The funds of the Association shall be applied with the authority of the Executive Committee for the following purposes only:-
 - (a) The payment of salaries and allowances to employees of the Association;
 - (b) The payment of travelling or other expenditure (including club membership fee) properly incurred in and about the affairs of the Association to Members of the Executive Committee or of the Association;
 - (c) The payment of expenses for the administration of the Association;
 - (d) The payment of expenses for the promotion of the objects of the Association;
 - (e) Providing scholarship support to deserving students and/or persons.

Section 5: MEMBERSHIP

5. Membership of the HK4As is open to companies, organizations, and individuals engaged in and associated with the advertising business in Hong Kong under the following categories and the Executive Committee shall have the right to decide on or revise the amount of annual membership fee for these categories:
 - Full Members
 - Affiliate Members
 - Individual & NGO Members
 - Student Members
 - Overseas Members
 - Greater Bay Area Members

a. Full Members

- (i) Members which are or are part of, a multi-national advertising agency network with offices in 3 different countries/regions (one of such offices must be in Hong Kong), all with separate premises and registered offices. All offices in Mainland China would only be considered as offices in one region;
- (ii) The Member shall have a minimum billing of HK\$50,000,000 per year derived from at least 3 clients which have spent advertising budgets in the Hong Kong market. A trading house representing a number of principal shall be regarded as one client;
- (iii) New applicants need to have an established record of business for at least 1 year, with good reputation and recognized contributions to the industry;
- (iv) Applicants to this category needs to be nominated as well as seconded respectively by the 4As' Full Members, and final admission is subject to the approval of the Executive Committee with an interview session.

b. Affiliate Members

- (i) Affiliates Membership is open to corporations which wish to be associated with the advertising industry and which business is related to the industry in disciplines of advertising & marketing, as well as and other lines of business approved by the HK4As' Executive Committee;
- (ii) New applicants need to have an established record of business for at least 1 year and producing work that is reputable;
- (iii) Applicant's clients profile will also be vetted to ensure a sizeable billing;

- (iv) Applications shall be considered at the discretion of the Executive Committee with interviews to review applications;
 - (v) Members must abide by the Standards of Practice & Code of Advertising Standards laid down by the Association & the Hong Kong SAR Government respectively.
- c. Individual & NGO Members
- (i) Individuals and Non-Governmental Organizations which business may or may not be directly related to the advertising industry but have an interest to be associated with the advertising business;
 - (ii) Applications shall be considered at the discretion of the Executive Committee;
 - (iii) Individuals and NGO Members are not eligible to become a member of any of the Association's Committees.
- d. Student Members
- (i) Students in any tertiary institutions at the age of 18 or above are eligible to join;
 - (ii) Applicants shall be considered at the discretion of the Executive Committee;
 - (iii) Student Members shall not be eligible to become a member of any of the Association's Committees.
- e. Overseas Members
- (i) Overseas Membership is open to corporations/advertising agency registered outside Hong Kong (not including those in the Greater Bay Area) with business relating to the

industry in disciplines of advertising and marketing, as well as lines of business approved by the HK4A's Executive Committee;

- (ii) New applicants need to have an established record of business for at least 1 year and producing work that is reputable;
- (iii) Applicant's clients profile will also be vetted to ensure a sizeable billing;
- (iv) Applications shall be considered at the discretion of the Executive Committee with interviews to review applications.

f. Greater Bay Area Members

- (i) Greater Bay Area Membership is open to corporations/ advertising agency, registered in the Greater Bay Area with business relating to the industry in disciplines of advertising and marketing, as well as other lines of business approved by the HK4A's Executive Committee;
- (ii) New applicants need to have an established record of business for at least 1 year and producing work that is reputable;
- (iii) Applicant's clients profile will also be vetted to ensure a sizeable billing;
- (iv) Applications shall be considered at the discretion of the Executive Committee with interviews to review applications.

6. Membership Benefits

Members are entitled to the following benefits:-

- a. Full Members
 - (i) Full Members are entitled to attend and vote at all General Meetings and the Annual General Meeting;
 - (ii) Full Members are eligible to sit on the Executive Committee and Sub-Committees of the Association.

- b. Affiliate Members
 - (i) Affiliate Members are entitled to attend the Annual General Meeting and meetings of the Association's Committees by invitation of the relevant Committees;
 - (ii) Affiliate Members are invited to join the Association's social activities.

- c. Individual and NGO Members
 - (i) Individual and NGO Members are invited to join any of the Association's social activities, but not any of the internal meetings.

- d. Student Members
 - (i) Student Members shall receive news of the Association via newsletters or direct mails, and shall be invited to join any of the Association's social activities, but not any of the internal meetings.

- e. Overseas Members
 - (i) Overseas Members are entitled to attend the Annual General Meeting and meetings of the Association's Committees by invitation of the relevant Committees;

- (ii) Overseas Members shall receive news of the Association via newsletters or direct mails, and shall be invited to join the Association's social activities, but not any of the internal meetings.

f. Greater Bay Area Members

- (i) Greater Bay Area Members are entitled to attend the Annual General Meeting and meetings of the Association's Committees by invitation of the relevant Committees;
- (ii) Greater Bay Area Members shall receive news of the Association via newsletters or direct mails, and shall be invited to join the Association's social activities, but not any of the internal meetings.

7. Membership Application

- (a) Every applicant for membership of the Association should send to the HK4As' Secretariat a duly completed application form which shall be referred to the next meeting of the Executive Committee who may at its discretion and without assigning any reason for its decision approve or refuse any such application. The decision of the Executive Committee shall be final;
 - (b) On approval of an application for membership, the Association shall notify the applicant in writing of such approval;
 - (c) If an application for membership shall be refused, the Association shall forward written notice of such refusal to the applicant. The Association shall not be called upon to give a reason for such refusal;
 - (d) The rights and privileges of membership shall not be transferrable.
- ** The stipulations for HK4As membership will be updated and amended periodically as any need arises

Section 6: CESSATION OF MEMBERSHIP

8. A Member wishing to retire from the Association shall give one month's notice in writing to the Secretary or Secretaries and shall pay all the sums due to the Association.
9. A Member who has been adjudicated bankrupt or who, being a company, goes into liquidation shall ipso facto cease to be a Member of the Association.
10. The membership of a Member shall automatically cease:-
 - (a) If a Member is expelled from membership pursuant to the provisions of the Rules of the Association; or
 - (b) For Full Members, if the Full Member ceases to operate as an advertising agency in Hong Kong; or
 - (c) For Overseas and Greater Bay Area Members, if the Member ceases to operate as an advertising agency in the place where it registered its corporation/advertising agency.
11. If a Member of the Association shall in the opinion of the Executive Committee refuse or neglect to comply with these Rules and the Standards of Practice established pursuant to the Rules of the Association or shall be guilty of any conduct which may be likely to injure, discredit or defeat the objects of the Association, the Executive Committee may discipline or punish such Member in any of the following ways:-
 - (a) Caution or reprimand such Member;
 - (b) Suspend such Member from the privileges of membership for any period not exceeding six months;
 - (c) Expel such Member from membership of the Association.
12. The Executive Committee shall not exercise the power conferred by sub-paragraph (a), (b), or (c) of Rule 11 of these Rules unless and until a charge against a Member is submitted in writing by any Member. Such

charge shall state shortly the grounds upon which the charge is based. The Member against whom such a charge is made shall receive a copy of the charge and shall be asked to submit a written reply within seven (7) days from the date of receiving a copy of the charge. Alternatively, the Member concerned can request an opportunity for discussing the charge with the Committee Members. If the Executive Committee considers the charge to be such that, if proved, a caution or reprimand is inadequate, the Executive Committee shall appoint an investigation committee to investigate the charge and make recommendations to the Executive Committee after hearing submissions from both sides.

13. Upon receipt of the recommendations from the investigation committee, the Executive Committee shall convene a Members' General Meeting to consider the recommendations and if the recommendations shall be for suspension or expulsion and a majority of those Members present and voting at such meeting shall decide on such suspension or expulsion, the privileges of the Member concerned shall thereupon be suspended or such Member shall be expelled as the case may be.
14. If such investigation committee shall not recommend suspension or expulsion the Executive Committee may if it considers proper so to do caution or reprimand the Member charged.
15. Notice of expulsion shall be served on the Member to be expelled by sending it through the post in a registered letter addressed to such Member at its last known address. Such notice may also be sent at the discretion of the Executive Committee to such media proprietors directly concerned with the granting, regulating or revoking of accreditation of advertising agencies.
16. Any Member expelled as aforesaid shall have the right of appeal to a General Meeting of the Association provided that within thirty (30) days of its expulsion, written notice of appeal be given to the Executive Committee. Such meeting shall be held as soon as is convenient after receipt of such notice and if at such meeting a majority of not less than three-quarters of those present and voting disapproves of the expulsion the Members shall be reinstated. Voting at such meetings shall be by ballot. Notice of such reinstatement shall be sent to the bodies to whom notice of expulsion shall have been sent.

Section 7: ANNUAL AND MEMBERS' GENERAL MEETINGS

17. A meeting of the Members of the Association shall be held once at least in every calendar year and shall be called the Association's Annual General Meeting for the year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next.
18. All general meetings of the Association other than its Annual General Meetings shall be called Members' General Meetings.
19. The frequency of Members' General Meetings shall be determined from time to time, by resolution, at a Members' General Meeting.
20. Members' General Meetings may also be convened at the discretion of the Executive Committee or at the requisition of five or more Members of the Association.
21. Subject to the Rules of the Association, all Full Members shall be entitled to attend the Annual or Members' General Meetings and the Affiliate Members shall be entitled to attend the Annual General Meetings only.
22. Not less than thirty (30) days' notice for Annual General Meetings and not less than seven (7) days' notice for Members' General Meetings shall be given to such persons as are, under the Rules of the Association, entitled to receive such notices from the Association.
23. Notice of Annual General Meetings and Members' General Meetings shall be dispatched to the relevant Members of the Association by ordinary post or email.
24. The notice of an Annual and a Members' General Meetings shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of the business.
25. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by Member shall not invalidate the proceedings of any meeting.

Section 8: PROCEEDINGS OF GENERAL MEETINGS

26. The business of the Annual General Meeting shall be:
- (a) To consider the Statement of the Chairman and the Report of the Executive Committee, to review the work of the Association and to plan future policies;
 - (b) To elect the Chairman, Vice-Chairman and Committee Members;
 - (c) To consider and to receive the audited statement of accounts of the Association;
 - (d) To determine the subscription of the ensuing year;
 - (e) To consider the appointment of the Association's auditors; and
 - (f) Any other business of which fourteen (14) days' notice has been given.

Issues arising at any Annual General Meetings shall be decided by a simple majority.

27. The business of a Members' General Meeting, unless convened at the discretion of the Executive Committee or at the requisition of the Members of the Association, shall be to review the work of the Association since the last Members' General Meeting and to transact the business of the Association raised by Members at the Members' General Meeting.
28. All decisions in respect of the following items shall be taken at Members' General Meeting:-
- (a) To change the name of the Association;
 - (b) To change the Rules of the Association;
 - (c) To change the Constitution of the Association;
 - (d) To make or to amend the by-laws of the Association;

- (e) To consider any matters which, in the opinion of the Executive Committee, shall deserve the attention of the Association at Members' General Meeting.
29. Subject to Rules 26, 27 and 28 of these Rules, a Resolution in writing signed by more than half of all Full Members for the time being of the Association, entitled to attend and vote at Members' General Meetings and annexed and attached to the Minutes Book of the Members' General Meetings shall be as valid and effective for all purposes as a Resolution of the Members passed at a Members' General Meeting duly convened, held and constituted.
 30. An electronic written message sent by a Full Member clearly indicating its agreement to a Resolution shall be deemed to be a document signed by the Member for the purposes of Rule 29.
 31. Any Member desirous of moving any resolution or putting forward any motion for the consideration of the Members at Members' General Meetings of the Association shall give notice thereof in writing to the Chairman not less than fourteen (14) days before the date of such Members' General Meetings.
 32. No business shall be transacted at any Annual or Members' General Meeting unless a quorum of Members who are entitled to vote thereat is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than eight (8) such Members.
 33. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present who are entitled to vote thereat shall be quorum.
 34. The Chairman of the Executive Committee and in his absence the Vice-Chairman shall preside as Chairman at every Annual or Members' General Meeting of the Association. If at any meeting the Chairman or the Vice-Chairman shall not be present within 30 minutes after the time appointed for holding the meeting, or if they shall have previously

notified the Association of their intention on not being present, the Members present who are entitled to vote shall choose one of them to preside.

35. The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the manner provided by these Rules. 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.
36. Subject to Rule 16 and Rule 44 of these Rules, at any Annual or Members' 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 by at least two (2) Members entitled to vote and, unless a poll is 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 book of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
37. In the case of any equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

Section 9: REPRESENTATION AT MEETINGS

38. A Full Member shall nominate three (3) representatives, the first to be known as the "Principal Representative" and the second and third to be known as the "Alternate Representatives" for the purpose of representation at all meetings of the Association. An "Alternate Representative" is to attend in the event the "Principal Representative" is unable to attend any meetings of the Association.

39. At all meetings of the Executive Committee and of the Association, only the Principal Representative or one of the Alternate Representatives from the Full Member Agency may attend and vote thereat.
40. An Affiliate Member shall nominate a Principal Representative and an Alternate Representative for the purpose of representation at any Annual General Meeting and Sub-Committee Meetings.
41. The form on nomination of the Principal Representative or the Alternate Representatives shall be duly and properly executed by the appointing Member.

Section 10: MANAGEMENT

42. The business of the Association shall be managed by an Executive Committee who may exercise all such powers of the Association and do all such acts and things as may be exercised or done by the Association and are not directed or required by these Rules or by Societies Ordinance to be exercised or done by a General Meeting of the Members of the Association and no resolution passed at any such meeting shall invalidate any prior act of the Executive Committee, which would have been valid if such resolution had not been made.
43. The Executive Committee shall consist of five Members or such other number as Members shall from time to time in General Meeting determine.
44. At the Annual General Meeting, only Full Members of the Association are eligible to elect from their members a Chairman, a Vice-Chairman and the Members of the Executive Committee. The term of tenure is two (2) years.
45. The election of the Officers of the Association shall be in the manner as hereinafter provided:-
 - (a) Votes shall be sent to the Secretary or Secretaries marked "ELECTION AND CONFIDENTIAL" or by confidential e-mails one month before the Annual General Meeting.

- (b) Votes be counted by the Secretary in the presence of the Chairman.
- (c)
 - (i) Separate votes shall be made for the Chairman, Vice-Chairman and Committee Members, the runner-up for the Chairman may not necessarily be the Vice-Chairman.
 - (ii) Candidates for office will need to indicate consent and the capacity to stand for election. All Full Members are entitled to one vote only and it will be cast on the specific officers indicated. Each officer of the Executive Committee will be returned by the highest votes. Runners up of the Chairman & Vice Chairman holding higher votes than any Committee Member candidates will be part of the Committee at a cut off to five (5) seats.
 - (iii) The elected Chairman shall hold office until the end of two-year tenure, and if, at that time, he is not re-elected Chairman for the following year, shall be a member of the Executive Committee in the following year.
- (d) In the event of a tie for the Chairman, the Vice-Chairman or the Committee Members in the voting, the retiring Chairman shall have a second or casting vote and he shall exercise the vote privately and announce the result accordingly.
- (e) A recount of votes may be made by one Member present if so desired by the majority at the meeting.
- (f) The newly-elected Chairman, Vice-Chairman and Committee Members are obliged to accept their Offices for the period of two years, and may only decline by withdrawing their agency from the Association.
- (g) No agency joining the Association as a Full Member during the year immediately preceding the election shall be eligible for Office.

- (h) Neither the Chairman, nor the Vice-Chairman nor the Committee Members need necessarily be managing director of his agency, it is required only that he be the principal representative of his agency at the Association.
 - (i) The Chairman, Vice-Chairman and Committee Members may state at the end of their two (2) years in Office whether they wish to stand for re-election for the forthcoming year.
 - (j) The Resignation by the Chairman, Vice-Chairman or Committee Members shall not be accepted by the Association except in cases of transfer out of Hong Kong, retirement from the Advertising Agency business or transfer to an Agency which is not a Member of the Association, or for some other extraordinary cause to be judged on its merits by the Members at a Members' General Meeting.
46. The Executive Committee shall have power to appoint any Member to be its Member in order to fill a casual vacancy.
47. Should the Offices of the Chairman or the Vice-Chairman be vacated, the continuing Members of the Executive Committee may elect an acting Chairman or Vice-Chairman (as the case may be) for the remaining term of tenure. Alternatively, at the absolute discretion of the Members of the Executive Committee, they may summon a Members' General Meeting for the election of Members to these Offices, but for no other purpose.
48. The Members of the Executive Committee may meet together for the dispatch of the Association's business, adjourn and otherwise regulate their meetings according to their judgment. A majority of the Members of the Executive Committee present shall constitute a quorum.
49. The Chairman or in his absence, the Vice-Chairman, shall preside at the meetings of the Executive Committee.
50. Issues arising at any meeting of the Members of the Executive Committee shall be decided by a simple majority on a show of hands and in case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

51. The Executive Committee may, if it thinks fit, transact any of its business by the circulation of papers, and a resolution in writing approved by a simple majority of the Members thereof shall be valid and effectual as if it had been passed at a meeting of the Executive Committee.
52. Subject to Rule 4 of these Rules, no Member of the Executive Committee or of the Association shall be entitled to any salary or remuneration.
53. A meeting of the Members of the Executive Committee for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the Rules of the Association for the time being vested in the Executive Committee generally.

Section 11: SUB-COMMITTEE

54. The Executive Committee shall have power to appoint one or more of the Members of the Association to be a Sub-Committee.

Section 12: STANDARDS OF PRACTICE

55. The Association may lay down for the guidance of Members Standards of Practice for the better government and attainment of the objects of the Association and may amend, add to or repeal any of such Standards of Practice and no such Standard so made or laid down shall in any way conflict with these Rules. The Standards of Practice (incorporating the Code of Advertising Standards) can be obtained from the Association's Secretariat.
56. Every Member shall be bound by the Rules of the Association for the time being in force.

Section 13: SUBSCRIPTION

57. The subscription payable by Members of the Association shall be determined at each Annual General Meeting.
58. All subscriptions or levies or other fees are to be paid by Members within thirty (30) days from the date of the debit notes demanding the payment of such subscription or such levies or other fees.
59. Any Member who defaults in the payment of any subscription or levy, or other fees shall be liable to be expelled from the Association. The Executive Committee shall have the absolute discretion to decide on the expulsion of the defaulting Member for failure to pay in full the subscription or levy. The decision of the Executive Committee shall be final and no appeal shall be allowed.

Section 14: GENERAL LEVY

60. If at any time it considers that an emergency has arisen which makes it advisable that a levy should be made on Members to raise monies urgently required for the purposes of the Association, the Executive Committee shall call a General Meeting to consider whether such a levy should be imposed. At least fourteen days' notice shall be given of such meeting to all Members specifying the nature of the business to be transacted and the amount and date of payment of the proposed levy. If such General Meeting, by a majority of not less than three-fourths of those present and voting, resolves that the proposed levy should be imposed or that a lesser (but not a greater) sum should be imposed, the levy shall become due and payable in accordance with such resolution.

Section 15: MINUTES

61. The Executive Committee shall cause proper minutes to be made in books provided for the purposes:-
 - (a) Of all appointments of Sub-Committees appointed by the Executive Committee;
 - (b) Of the names of the Members present at each meeting of the Executive Committee and of any Sub-Committee thereof;
 - (c) Of all resolutions and proceedings at all meetings of the Association; and of the Executive Committee and of Sub-Committees of the Executive Committee.
62. The minutes of a meeting of the Executive Committee or of any Sub-Committee signed by the Chairman of the meeting or next succeeding meeting shall be evidence of the proceedings.
63. The minutes of a General Meeting signed by the Chairman of the meeting or by the Chairman of the first meeting of the Executive Committee following the General Meeting shall be evidence of the proceedings of the General Meeting.
64. Where such minutes have been made, until the contrary is proved, the meeting is deemed duly held and convened, and the proceedings duly held, and appointments valid.

Section 16: FINANCIAL YEAR

65. The financial year of the Association shall commence on the first day of January of each year and terminate on the thirty-first of December of the same year.

Section 17: AUDIT

66. Any Member of the Association not being a Member of the Executive Committee may be elected as Honorary Auditor at each Annual General Meeting and will hold office for one year only, and may be eligible for re-election at the next Annual General Meeting in the absence of a nomination for another Honorary Auditor. The Honorary Auditor shall audit each year's accounts and present a report upon it to the Annual General Meeting. He may be required by the Executive Committee to audit the Association's accounts for any period within the term of the Executive Committee at any date and make a report to the Executive Committee.

Notwithstanding anything contained in this Rule, the Members at the Annual General Meeting may appoint a person who is a qualified Accountant or a firm of qualified Accountants to be Auditor or Auditors for the Association.

Section 18: SECRETARY (in charge)

67. (a) The Executive Committee shall appoint a Secretary and may remove the Secretary so appointed by resolutions passed at meetings of the Executive Committee. In the event that the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised. The remuneration and conditions of service of the Secretary shall be determined by the Executive Committee.
- (b) The Secretary shall conduct the business of the Association in accordance with these Rules and shall carry out the instructions of the Annual or Members' General Meetings and of the Executive Committee and shall act under the general direction of the Executive Committee. S/he shall keep a register of all Members of the Association. S/he shall attend all meetings of the Executive Committee and of the Association and shall record minutes of these meetings. S/he shall keep full and accurate accounts of all transactions conducted in the name of the Association. S/he shall prepare the Association's Annual

Statement of Accounts for audit and for presentation to the Annual General Meeting. S/he shall assist the Executive Committee in the preparation of the annual report of the Association for submission to the Annual General Meeting and of any other reports necessary for the Members' General Meeting. S/he shall in conjunction with the Chairman or the Vice-Chairman sign all cheques on behalf of the Association. S/he shall liaise on behalf of the Association with government bodies consumer associations – other such bodies.

Section 19: AMENDMENTS TO RULES

68. No alterations or additions to these Rules shall be made except by a three-quarters majority of those present at a Members' General Meeting specially called for the purpose and such additions or alterations shall not come into force without the prior sanction of the Registrar of Societies.

Section 20: INTERPRETATION

69. In the event of any question or matter arising out of any point which is not expressly provided for in these Rules, the Executive Committee shall have power to use its discretion and make its decision.

Section 21: DISSOLUTION

70. The Association shall not be dissolved, except with the consent of not less than three-fourths of the Members of the Association expressed, either in person or by proxy at a Members' General Meeting to be convened for the purpose.
71. In the event of the Association being dissolved as provided in Rule 70, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds will be donated to any

charitable institution or organisation as the Members in General Meeting may decide. In the event of there being a shortage of funds, all Members have to contribute proportionately.

72. Notice of the dissolution will be given to the Registrar of Societies within fourteen (14) days from the date of passing of the resolution to dissolve.

END

