

11 December 2014

To : All Members of ASHRAE Hong Kong Chapter

**BULLETIN ABOUT THE REVISION OF CHAPTER CONSTITUTION & BYLAWS,  
AND ARTICLES OF ASSOCIATION**

The poll will be held during the Extraordinary General Meeting (EGM) commencing at 8:00 pm on **13 January 2015 (Tuesday)** at Jockey Club Lecture Theatre, 1/F, Hong Kong Institute of Vocational Education (Morrison Hill), 6 Oi Kwan Road, Wanchai, Hong Kong.

If Members cannot attend the EGM in person to vote for the proposed revision, you may sign the attached Proxy Form and return to us by one of the following methods:

- (a) by mail to “P.O. Box 35612, King’s Road Post Office, North Point, Hong Kong” before 10 January 2015; or
- (b) by email to “info@ashrae.org.hk” before 12:00 noon 13 January 2015 (scanned page with signature shown);
- (c) by putting into the “Proxy Collection Box” located at the Reception Counter of EGM venue.

All proxy form must reach us using one of the above methods before commencement of the EGM. Members are advised to submit the form earlier so as to avoid delays.

By order of the Board of Governors

*Dennis Tung*

Dr. Dennis Tung  
Secretary (2014-2015)  
ASHRAE Hong Kong Chapter

Enclosure:

- Proxy and Ballot Form.
- The revision summary.
- Comparison on Chapter Constitution & Bylaws.
- Proposed Articles of Association (article 8).

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**THE REVISION OF CHAPTER CONSTITUTION & BYLAWS,  
AND ARTICLES OF ASSOCIATION – (SUMMARY)**

The current version of Hong Kong Chapter Constitution & Bylaws were documented in November 2006, they define the objectives of the Chapter and the manner in which it is operated, constitution of the Board of Governors and their general requirements

A new version of the Constitution & bylaws has been established by ASHRAE Society since February 2013, and is the universal guidelines for ASHRAE Chapters. Hong Kong Chapter has an obligation to review operational matters and update changes to Society for review and approval.

Hong Kong Chapter basically adopt the model Constitution & Bylaws provided by ASHRAE Society with the following minor amendment:

1. Article 6.2, the Annual General Meeting (AGM) shall be held in the month of March in order to cope with the new Hong Kong Company Law (Chapter 622, with effect from March 2014), which requires a company limited by guarantee must in respect of each financial year hold an AGM within 9 months after the end of its accounting reference period.

Society's new model Chapter Constitution & Bylaws combines two documents into a single document, comparison table between new and existing Hong Kong Chapter Constitution & Bylaws is attached for reference. For full version of the proposed new Hong Kong Chapter Constitution & Bylaws, please visit our website and download is available for members.

To incorporate the said update for Hong Kong Chapter Ltd, amendment of relevant section in Articles of Association is also required. A proposed special resolution is also attached for reference.

AMERICAN SOCIETY OF HEATING, REFRIGERATING  
AND AIR-CONDITIONING ENGINEERS  
HONG KONG CHAPTER LIMITED  
美國供暖製冷及空調工程師學會香港分會有限公司  
(the “Company”)

Proposed Special Resolution :

That the following new Article 8 be approved and adopted as the new Article 8 of the Articles of Association of the Company in substitution for and to the exclusion of the existing Article 8 of the Articles of Association of the Company with effect from the passing of this Resolution :

“ 8. The Association shall in each financial year of the Association hold a general meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Unless otherwise required to comply with applicable statutory requirements, the Annual General Meeting shall be held in the month of March at such time and place as the Board shall prescribe. ”

## Comparison between New Model Chapter Constitution and Bylaws, and existing Constitution and Bylaws of ASHRAE Hong Kong Chapter

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New Model Chapter Constitution and Bylaws	Corresponding Clauses in existing Constitution (CON), and Bylaws (BL) of HKC	Changes/ Difference	Remarks
Article I – NAME AND AREA SERVED	CON Article I – NAME CON Article II - PRINCIPAL OFFICE	Minor change on wording	No effect
Article II – OBJECTS	CON Article III - OBJECTS	nil	
Article III - POWERS	CON Article IV – POWERS CON Article V – LIMITATION OF POWERS	Minor changes, e.g. “may” replace “shall not..... without approval”	No effect
Article IV – MEMBERSHIP, DUES AND FINANCE	BL Article II – MEMBERSHIP BL Article IV – DUES AND FINANCE	Unpaid Chapter dues members not entitled to voting and being elected within 90 days from due. Existing is 60 days	Not important change
Article V – OFFICERS, NOMINATIONS, ELECTIONS, VACANCIES, REMOVAL AND CHAPTER REGIONAL COMMITTEE	BL Article VI – OFFICERS BL Article VII – NOMINATIONS, ELECTIONS, VACANCIES, AND REMOVAL BL Article IX – CHAPTERS REGIONAL COMMITTEE	Minor changes, GGAC added, RP renamed	
Article VI – MEETINGS OF MEMBERS	BL Article III – MEETINGS OF MEMBERS	Meetings of Chapter at least monthly basis Vs existing bi-monthly basis	Bi-monthly basis has been adopted for many years, although monthly existed in previous model bylaws

## Comparison between New Model Chapter Constitution and Bylaws, and existing Constitution and Bylaws of ASHRAE Hong Kong Chapter

New Model Chapter Constitution and Bylaws	Corresponding Clauses in existing Constitution (CON), and Bylaws (BL) of HKC	Changes/ Difference	Remarks
Article VII – BOARD OF GOVERNORS	BL Article V – BOARD OF GOVERNORS	Nil	
Article VIII – COMMITTEES	BL Article VIII – COMMITTEES	GGAC added, RP renamed	
Article IX – RULES OF ORDER	BL Article I – GOVERNMENT (Article 1.3)	nil	
Article X – AMENDMENTS	CON Article VII – AMENDMENTS BL Article X – AMENDMENTS	Nil	
Article XI – DISSOLUTION	CON Article VI – DISSOLUTION	nil	
Article XII – ADOPTION	CON Article VIII – ADOPTION BL Article XI – ADOPTION	Nil	
n/a	BL Article I – GOVERNMENT (Article 1.2 Interpretation)	New Bylaws deleted this clause: “The Board of Governors shall resolve all questions of interpretation of the Constitution and these Bylaws”	