

# HONG KONG AIRCREW OFFICERS ASSOCIATION



## RULES

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## INTERPRETATIONS

"**The Ordinance**" means the Trade Unions Ordinance, (Chapter 332 of the Laws of Hong Kong) or any statutory modification or re-enactment thereof for the time being in force.

"**The Regulations**" means the Trade Union Registration Regulations, made pursuant to Section 59 of The Ordinance, and includes any amendments made to such Regulations, and any additional Regulation made under The Ordinance, from time to time.

"**Chief Executive**" means the Chief Executive of the Hong Kong Special Administrative Region.

"**The Rules**" means the Rules of the Association for the time being in force.

"**The Association**" means the "Hong Kong Aircrew Officers Association".

"**Member**" or "**Members**" mean any person or persons duly admitted as a Member or Members of the Association for the time being, and include Full Members, Associate Members and Honorary Members.

A "**Financial Full Member**" is any Full member who is current with his or her membership fees and levies, or has the specific approval of the General Committee to vary payments

"**General Committee**" means the General Committee of the Association for the time being.

"**Officer**" or "**Officers**" will include those persons holding office for the time being, pursuant to appointment under the General Committee Rules.

"**The Registered Office**" means the Registered Office of the Association for the time being.

"**In Writing**" and "**Written**" means any reproduction of words in a visible form, including by electronic means.

"**The Policy and Procedures Manual**" means the HKAOA Policy and Procedures Manual.

A "**Live**" meeting is defined as the physical meeting of the membership.

"**Members with good financial standing**" means anyone who the General Committee accepts as being in good financial standing. He or she may either be current with his/her membership fees and levies or has the specific approval of the General Committee to vary the payment schedule.

Essential requirements in these Rules and the Policy & Procedure Manual are identified by use of the words 'will' or 'must'. The desirable features are introduced by the words 'should' or 'may'

The interpretations set out in Section 2 of The Ordinance, when used in these Rules, will have the respective meanings attributed to them in that Section.

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## **SECTION 1 – Requirements of The Ordinance**

This section of the Rules meets the requirements of The Ordinance Schedule 2 “Matters for which provisions must be made in the Rules of every Registered Trade Union”. The applicable Ordinance sections that may have significance with regard to the Rule are shown in Schedule 1.

### **1. REGISTRATION AS A TRADE UNION**

- 1.1. The Association will be registered as a Trade Union under The Ordinance and will comply in all respects with the provisions of The Ordinance and of the Regulations.
- 1.2. Every Member will be provided with a copy of the Rules free of charge. Access to a copy of the Rules via the HKAOA web site will meet this requirement. The Rules may be inspected by any Member at the Registered Office, at any time during office hours.

### **2. NAME**

- 2.1. The name of the Association will be "Hong Kong Aircrew Officers Association". An abbreviation of which will be “HKAOA”.

### **3. REGISTERED OFFICES**

- 3.1. The Registered Office is situated at 5/F Daily House, 35-37 Haiphong Road, Tsim Sha Tsui, Hong Kong

### **4. OBJECTS**

- 4.1. The Association is established:
  - 4.1.1. To Protect and further the interests of the Aircrew Profession and to safeguard and improve the interests and rights of Members of the Association.
  - 4.1.2. To take any lawful action deemed desirable for the benefit and advancement of Members and their families.
  - 4.1.3. To take any lawful action deemed desirable to further the interests of Aviation.
  - 4.1.4. To regulate the relations between Members and their employers.
  - 4.1.5. To secure unity of action, in order to protect and further the interests of Members.
- 4.2. The Association will not engage in any political activity.

### **5. MEMBERSHIP**

- 5.1. The General Committee, or a Sub-Committee appointed by the General Committee for the purpose, may accept or reject any application for membership in their entire discretion, and they shall not be bound to disclose any reason for rejection of an application for membership.

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Any omission from or inaccuracy or misrepresentation in the particulars relating to the applicant shall entitle the General Committee to determine the membership of such applicant.

5.2. Subject to Rule 5.3 and Rule 5.4 below, any person who is:

- of the age of 16 or over;
- ordinarily resident in the Hong Kong Special Administrative Region; and
- employed as an Air Pilot by Cathay Pacific Airways Limited or any of its wholly-owned subsidiary companies with the exception of Aircrew Services Limited, or is employed as a Flight Engineer by any Hong Kong registered-company,

may be admitted to the Association as a Full Member and hold voting rights.

5.3. Notwithstanding Rule 5.2 above, no person shall be eligible for, or retain membership of the Association if:

5.3.1. he has been convicted of any crime involving fraud, dishonesty, extortion or membership of a triad society; or

5.3.2. he is a member or becomes a member of another trade union registered with the Registry of Trade Unions of Hong Kong.

5.4. Notwithstanding Rule 5.3 above, the General Committee may, if it is of the opinion that:

- such conviction as is envisaged under Section 5.3.1 is of a spent, trivial or irrelevant nature;
- such membership as is envisaged by Section 5.3.2 is not incompatible with membership of the Association.

admit an applicant to membership or resolve to permit the continued membership of any existing member.

5.5. Any member of the Association whose contract of employment is terminated, summarily or otherwise, may retain his membership in the class held on the date of termination, along with all responsibilities, offices and privileges for the period of his notice of termination, or 100 days, whichever is longer. This initial period may be extended quarterly subject to ratification by the Membership.

5.6. Associate Class A Members will not hold voting rights and this class of membership will be available to the following persons, at the discretion of the General Committee:

- Those who are of the age of 16 or above and ordinarily resident in HKSAR, and
- Those licensed as either Air Pilots or Flight Engineers but are prohibited from holding Full Membership due to being appointed by Cathay Pacific Airways Ltd or any of its wholly-owned subsidiary to a Management Position, or
- Those currently employed as Simulator Instructors by Cathay Pacific Airways Ltd or wholly-owned subsidiary, or
- Appropriate Flight Operations Staff of Cathay Pacific Airways Ltd or wholly owned subsidiary

5.7. Associate Class B Members will not hold voting rights and this class of membership will be available to those who have retired or resigned from Cathay Pacific Airways Ltd or any of its wholly-owned subsidiary companies, and were either Full or Associate Class A Members of the Association, at the time of retirement or resignation from the Company, at the discretion of the General Committee. Resigned members will cease to be members of the Association if they take up employment in a trade with which the trade union is not directly concerned.

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- 5.8. Honorary Membership will be available to any persons at the discretion of the General Committee. Honorary Members will not hold voting rights.
- 5.9. The Association will maintain a Register of Members, which may be inspected by any Member, at any time, during normal office hours

## **6. ENTRANCE FEES, SUBSCRIPTIONS AND SPECIAL LEVIES**

### **Joining Fees**

- 6.1. On joining the Association each new Member, of any class, will pay a Joining Fee. The amount of Joining Fee payable will be up to a maximum of:

Full Member	-	HK\$250.00
Associate Class A Member	-	HK\$250.00
Associate Class B Member	-	HK\$1000.00
Honorary Member	-	Nil

The General Committee may reduce the rate below the maximum for all or any Members at their discretion.

### **Rejoining Fees**

- 6.2. Any former Member who applies to rejoin the Association in accordance with the provisions of this Section may be approved for membership by the General Committee upon payment of all outstanding indebtedness to the Association and payment of a rejoining fee.

That rejoining fee will be HK\$500. The re-joiner will then start at the beginning of the continuous Membership discount scheme paying the basic subscription rate.

Under exceptional circumstances the Committee may waive all or part of the rejoining fee.

### **Subscriptions**

- 6.3. Subscriptions will be determined by an annual amount, which will be paid by equal monthly instalment. Subscriptions will be paid to the Association within thirty days of written demand thereof.
- 6.4. Until otherwise amended the annual subscription will be computed and paid at up to a maximum of the following rates of the annual salary of each Member, according to his class of membership:

Full Member	1.25%
Associate Class A Member	0.50%
Associate Class B Member	Nil
Honorary Member	Nil

The General Committee may reduce the rate below the maximum for all or any Members at their discretion.

In recognition of continuous membership of the HKAOA, Members will be given a discount on the basic rate of subscriptions as follows:

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Continuous years in HKAOA	Discount
4 or more	12.5%
8 or more	25%

6.5. The following banded rates will apply to Second Officers and First Officers during the first four years of their employment whilst retaining that rank:

Second Officers	\$275
First Officers	\$300

## Levies

6.6. The Association may in General Meeting resolve from time to time to raise a special levy in such amount, and to be devoted to such purposes, as the Meeting resolving thereon will determine. Special levies will be paid to the Association within the time specified for payment by the resolution of the General Meeting authorising the raising of same or, if not so specified, then within thirty days of the date of written demand made therefore by the Association.

## 7. MAINTENANCE OF DISCIPLINE

7.1. Any Member:

- in breach of the Rules;
- acting in a manner contrary to or prejudicial to any resolutions made by members in General Meeting or the General Committee;
- whose conduct has, in the opinion of the General Committee, rendered him unfit to retain membership of the Association; or
- who, in the opinion of the General Committee, is guilty of conduct prejudicial to the interests of the Association or in conflict with the objects of the Association,

may be expelled from the Association by the General Committee or his membership may be suspended by the General Committee for any period, or his membership may be continued upon fulfilment of such conditions as the General Committee may see fit to impose.

7.2. In any instance where the General Committee is of the opinion that, prima facie, a Member has conducted himself in the manner prescribed in Rule 7.1, it may direct the General Secretary or the Secretary to give written notice to that Member setting out the allegation or allegations of misconduct, and specifying a time and a place at which the allegations shall be enquired into, and the Member shall be given every reasonable opportunity to give his answers or defence thereto. Having enquired into the allegations and having heard the answers or defence, if any, of the Member, the General Committee shall then, or at such subsequent time as they shall determine, advise the Member in writing of their decision on the allegations, and if any such decision shall include a finding that the Member is guilty of the misconduct alleged, such notice shall so state and shall also state whether the Member is expelled, or suspended, or whether his membership is to continue upon fulfilment of conditions, and if so, they shall be specified.

7.3. In the case of a General Committee Member or the President, such hearing may be conducted by an independent panel, at the discretion of the General Committee, to ensure that the principles of natural justice are followed.

7.4. The Member will be given written notice of the decision by the General Committee, and will be afforded every reasonable opportunity to respond.

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- 7.5. Any Full Member aggrieved by any decision given pursuant to this section or the Removal of General Committee Member or President Rule, may, within twenty-eight days of receipt of such decision, make written demand to the General Committee for the convening of a General Meeting and may demand a Live Meeting. The General Committee will convene a General Meeting not later than thirty-five days from receipt of the demand. The notice convening such General Meeting will set out the allegation made against the Full Member demanding the Meeting, and will be accompanied by a copy of such decision, and a resolution to re-affirm General Committee actions will be provided to the financial Full membership to vote upon. Upon the holding of such General Meeting the Full Member will be given every opportunity of voicing his or her grievances against such decision, and the General Committee will have further right of reply. Should the resolution fail then all actions taken by the General Committee against the Member will be annulled. Members holding a class other than Full may be granted the rights under this clause at the discretion of the General Committee.
- 7.6. Actions taken against a member for non-payment of subscriptions will not entitle the member the right to call a General Meeting.

## **8. GENERAL MEETINGS**

- 8.1. The purpose of Association General Meetings is to allow the membership to conduct decision making on significant policies, procedures and agreements. In order to allow fair and full participation, all such membership decisions will be taken over a period of time using an Online Voting System.

### **Convening a General Meeting**

- 8.2. The General Committee will convene all General Meetings, excepting those convened under Rule 7.5 and Rules 8.7 to 8.12 (Requisition of General Meeting by Members).
- 8.3. Meetings may be Live or conducted solely online. All Financial Full Members will be given the opportunity to vote on all resolutions using the online voting system with the exception of Procedural Motions at Live General Meetings
- 8.4. The only new motions that may be raised at a Live Meeting shall be Procedural Motions concerned solely with the conduct of the Live or Online meeting or such matters as 'votes of thanks'

### **Accidental Omission to Give Notice**

- 8.5. Accidental failure or omission to give any one or more Members notice of a Meeting or the Meeting's agenda will not invalidate the proceedings of that Meeting.

### **Urgent Meeting**

- 8.6. In any instance that the General Committee certifies to be of immediate urgency, a General Meeting may be convened with not less than twenty-four hours notice

### **Requisition of General Meeting by Members**

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- 8.7. The General Committee will, upon a written requisition signed by not less than one-tenth of the number of Members entitled to vote for the time being, convene a General Meeting of the Association. Such General Meetings will be convened in accordance with General Meeting timing in the Policy and Procedure Manual. The timing shall commence within three working days from receipt of the requisition.
  - 8.8. Upon presentation of the requisition the Members requesting the General Meeting will also present any motions for the agenda. The General Committee may include additional motions.
  - 8.9. The requisition may require the provision of a Live Meeting.
  - 8.10. The General Committee will decide the location and time of the meeting and may, at their discretion, shorten the time period for convening but to no less than 24 hours. The membership will be advised of the reasons for any such shortening and a note made in the minutes of the meeting.
  - 8.11. Should circumstances change that may alter the need to hold, or purpose of, the meeting the General Committee may approach any or all petitioners to ask if they still wish to proceed with the meeting. In the event that written responses reduce the number of petitioners below the one-tenth threshold the General Committee may, at their discretion, cancel the meeting.
  - 8.12. The Policy and Procedures Manual will cover procedures for the Members to have access to this right, and the practical ability to use this right.

### **Financial Full Members Rights to Add or Amend Motions on the Agenda**

- 8.13. Any financial Full Member may request that a seconded motion be placed on the agenda, or may place an amendment to a motion that has already been advised.
- 8.14. Members must advise the General Committee within 7 days of the issue of notice of a General Meeting the full details of the motion or amended motion.
- 8.15. The General Committee may provide advice and may, at their discretion, reject the motion or amendment. Members will be advised of such rejection within 7 days of receipt of the motion or amendment.
- 8.16. Should a motion or an amendment to a motion be rejected by the General Committee the Members, upon gathering the signatures of twenty-five financial Full Members in support will have the right to insist that the motion or amendment be included on the agenda of the applicable General Meeting. Signatures must be provided to the General Committee within 7 days of advice that the motion or amendment has been rejected.
- 8.17. Amended motions will be voted upon contemporaneously with the original motion and in a manner that indicates a clear result. Procedures to achieve this will be contained in the Policy and Procedures manual.
- 8.18. Members will be provided with access to the membership in order to request support for his or her petition for the motion or amendment in accordance with the Policy and Procedures.
- 8.19. An amendment must be relevant to the subject matter of the motion. An amendment that is a direct negative of the motion will be out of order.

### **General Meeting Discussions**

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- 8.20. The General Committee will ensure that the means for discussion is made available to the Members prior to and during the voting period for all General Meetings. Discussion procedures will be contained in the Policy and Procedure Manual.

## **Place and Timing of General Meetings**

- 8.21. Subject to the timetable set out in the Policy and Procedures Manual, all General Meetings will be held at such times, and for Live Meetings places, as the General Committee will decide.

## **Quorum for General Meetings**

- 8.22. The quorum for General Meetings, and for the vote on each individual motion, will be one-third of the financial Full Members of the Association. For an online vote this quorum will be calculated by using the total number of votes cast for each motion.

*Note: The Ordinance specifies different quorums and/or pass percentage for Name Change, Amalgamation, and Registration of TU Federations (Section 23, 30(1)(b), 54)*

## **No Quorum**

- 8.23. If at the appointed closure time for the General Meeting votes the number of votes cast is insufficient to constitute a quorum, the General Committee will adjourn the meeting for at least ten days but not more than 49 days. The Secretary will send the notice for calling the adjourned meeting and the agenda to each financial Full Member at least seven days prior to the meeting. At that meeting, a quorum will be formed by whatever numbers of votes are cast. With the exception of those matters regarding change in the name of the Union, federation or amalgamation with other trade unions and any other matters for which requisite votes are prescribed by the Trade Unions Ordinance or by the Rules of the Association, all decisions of the adjourned meeting will be valid if they are made by a majority of votes cast. These decisions will be binding on all Members. However, the notice for the adjourned meeting will specify in detail the provision of this Rule for the reference of all financial Full Members. In case the meeting is convened under the Requisition of General Meeting by Members Rule and the number of votes cast is insufficient to constitute a quorum, the meeting will be called off and no adjournment will be made.

## **Rules of Conduct of General Meetings**

- 8.24. All Meetings of the Association will be conducted in accordance with the procedures laid down in these Rules and in the Policy and Procedures Manual.

## **Adjournments**

- 8.25. Any General Meeting may be adjourned, with the agreement of the Chairman, and notice will be given of when the General Meeting will be reconvened.

## **Annual General Meetings**

- 8.26. The Association will hold an Annual General Meeting within the months of July, August or September. This General Meeting will be a Live General Meeting including online voting.

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## Business of Annual General Meeting

8.27. The business of every Annual General Meeting will include:-

- To receive, consider and approve the Audited Annual Accounts of the Association, and to receive and consider the Auditors' Report on such Accounts,
- To appoint Auditors for the next financial year,
- To declare the names of the incoming President and General Committee.

## 9. VOTING

### Voting Process

9.1. The Policy and Procedures Manual will contain procedures to ensure that every financial Full Member will have a reasonable opportunity of voting at General Meetings.

### Requirements for Vote to be Carried

9.2. A motion will be passed if either;

- More than two-thirds of the total votes cast are 'for' the motion or,
- More than 50% of the total number of financial Full Members vote 'for' the motion.

9.3. In the case of a General Meeting which is adjourned because the General Meeting does not have the necessary quorum, all motion of the reconvened General Meeting will be passed if they are made by a majority of votes cast. That is; more than 50% of the total votes cast are 'for' the motion.

*Note: The Ordinance specifies different quorums and/or pass percentage for Name Change, Amalgamation, and Registration of TU Federation (Section 23, 30(1)(b), 54)*

### Requirements for a Secret Ballot

9.4. The following matters will be decided by secret ballot:-

- the election of the President and the Members of the General Committee,
- change of name of the Association,
- amalgamation of the Association with any other Trade Union,
- becoming a Member of an organisation which is established in a foreign country,
- federation of the Association with any other Trade Union or with a Trade Union Federation.

9.5. The Returning Officer will conduct any vote or secret ballot as per the procedures laid down in the Policy and Procedures Manual.

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## **10. GENERAL COMMITTEE**

- 10.1. The number of elected Members of the General Committee will not be less than 7 or more than 20.
- 10.2. Any financial Full Member may be elected to the General Committee.

### **Taking over by New General Committee**

- 10.3. The outgoing General Committee Members will be replaced by the newly elected General Committee Members at the closure of the Annual General Meeting.

### **Casual Vacancy on General Committee**

- 10.4. If the twenty positions on the General Committee are not filled by the annual ballot then the General Committee may, at their discretion, and at any time during their term, direct the Returning Officer to conduct another ballot to fill any vacant positions. This ballot will be conducted in the manner as directed in the Policy and Procedures Manual.
- 10.5. If a position becomes vacant then, in the first instance, the position will be offered, in order, from the highest polling nominee from the annual ballot who achieved at least 10% of the votes compared to the total financial Full membership at the time of the annual ballot. If the vacant position is not filled by a nominee from the annual ballot then within one month the Returning Officer will commence the same procedures as per the annual ballot to find a new committee member.

### **Removal of General Committee Member or President**

- 10.6. The Association in General Meeting may at any time by resolution remove any Member of the General Committee, or the President, and the position will be filled as per a Casual Vacancy.

### **Change of President and Term Limit**

- 10.7. The term of the President will be for two years.
- 10.8. The President will be limited to two consecutive full terms of office. He or she may stand again after a period of one year or more out of office. The outgoing President will not be eligible for the General Committee for a period of one year.
- 10.9. The President will retire on the declaration of the results of the ballot for the new President at the Annual General Meeting at the end of his or her term. The Chair of the General Meeting may pass to the new President.
- 10.10. Should the Office of the President become vacant then the Vice President Administration will temporarily assume Presidency of the Association. The President will then be elected, by the General Committee Members from within their ranks at the next General Committee Meeting. This President's term will end at the next Annual General Meeting, however he or she may stand for re-election, for two more consecutive terms.

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## Officers

- 10.11. The Principal Officers of the Association will be President, the Vice-Presidents, Secretary, Treasurer, and any other such Officers as may be defined in the Policy and Procedures Manual.
- 10.12. The Committee may appoint a General Secretary, from time to time, who will be a salaried staff Member and who will also be an Officer of the Association. The General Secretary will not be a Member of the General Committee.

## Returning Officer and Scrutineers

- 10.13. The General Committee shall appoint from the general body of financial Full Members a Returning Officer and two Scrutineers. Neither the Returning Officer nor the Scrutineers may be Members of the General Committee.

## Election of Officers

- 10.14. As soon as practicable after the conclusion of every Annual General Meeting, and within twenty-eight days, the President will call a meeting of the General Committee at which meeting the order of business will include the following:
- the election of Officers.
  - the appointment of ex-officio Members of the GC
  - the appointment of sub-committee Members
  - the appointment of HKALPA Board Members
  - the appointment of HKAOA representatives to other affiliated organisations

## **11. ELECTIONS**

### **Nomination for President or General Committee**

- 11.1. Any financial Full Member of the Association may nominate any other financial Full Member to stand for the office of President or to stand for election to the General Committee. No nomination will be valid unless it is countersigned by the nominee.
- 11.2. If a nominated Member subsequently wishes to withdraw he or she must do so in writing addressed to the Returning Officer before the commencement of the Ballot, otherwise the nomination will stand.
- 11.3. Prior to the Annual General Meeting, the returning officer will, annually for the General Committee, and bi-annually for the President, conduct a secret Ballot for these positions.
- 11.4. The highest polling Presidential nominee will be elected to the position of President regardless of the percentage of votes compared to the total financial Full membership that he or she receives.
- 11.5. The highest seven polling General Committee nominees will be elected to the General Committee regardless of the percentage of votes compared to the total financial Full membership that they receive.

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- 11.6. The General Committee will then be filled with the next highest polling nominees, subject to each nominee receiving at least 10% of the votes compared to the total financial Full membership.
- 11.7. A financial Full Member eligible to be nominated for either President or to the General Committee may be nominated to both simultaneously. Should he or she be elected to both positions then his elected position on the General Committee will become vacant and the vacancy will be filled in the first instance by the next highest polling General Committee nominee receiving at least 10% of the votes compared to the total financial Full membership.

## **Results of Ballot**

- 11.8. The results of the Ballot will be communicated within two working days to the President and Vice Presidents who will then inform the Members within a further two working days. The signed statement of the results will be presented to the Chairman of the Annual General Meeting for insertion in the Minutes of that General Meeting.

## **12. FUNDS, ACCOUNTS AND AUDIT**

- 12.1. The funds of the Association may be applied or utilised for any of the following purposes, which will be deemed to be Objects of the Association:-
- 12.1.1. in payment of any proper debts of and expenses incurred by the Association and the Officers, including salaries and other remuneration paid to the Staff, Officers and Auditors of the Association and towards the acquisition of any property, goods, or services which the Association will consider necessary for the furtherance of its objects.
  - 12.1.2. towards the establishment and maintenance of schemes of insurance, education, medical services, legal or other professional aid, recreation and entertainment, and any other scheme that the Association may deem expedient for the assistance or benefit of Members and their families.
  - 12.1.3. in making grants, or loans, to any Member, and/or the family of a Member or a deceased Member, and in particular to those of them as may be sick, destitute or unemployed, in any instance where the Association will consider the same to be in furtherance of the objects of the Association.
  - 12.1.4. in supplying funds to the Benevolent Fund Trust, the guidelines of which can be found in the Policy and Procedures Manual.
  - 12.1.5. in establishing any co-operative for the supply or acquisition of property, goods or services for the benefit of Members and their families.
  - 12.1.6. in making any gift, subscription or contribution to any charitable or benevolent object.
  - 12.1.7. for the conduct, publishing and distributing to Members and other interested parties of a News Magazine or similar publication for the furtherance of the objects of the Association. Such a publication may at the discretion of the General Committee carry paid advertisements in order to defray the costs of production.
  - 12.1.8. for the conduct of any trade dispute on behalf of the Association or any Member, and by way of compensation to any Member or Members for loss arising out of trade disputes.

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12.1.9. in the prosecution of any legal proceedings in which the Association or any Member is or may become a party, in any instance where the General Committee may consider it in the interests of the Association or of a Member or Members to do so, due regard being had to the Objects of the Association.

12.1.10. towards the payment of subscriptions, fees, contributions or donations to a registered Trade Union Federation or other lawful associations or combination established either within or, subject to the approval of the Chief Executive, without Hong Kong.

PROVIDED THAT no funds of the Association will be applied directly or indirectly to any political purpose nor be paid to any person or body of persons in furtherance of any political purpose whether within or without Hong Kong.

- 12.2. Any investments made by the Association will be of a low risk nature. The Association may invest funds not required for the purposes of the Association for the time being in stocks and shares of any company that employs Members of the Association, or parent company thereof. Stocks and shares held will be no more than the minimum required to achieve full normal shareholders rights. The Association may invest in any debentures or bonds of any publicly listed Company or of any Government or Public Authority or Corporation, or may put out the same on any other securities, loans or mortgages.
- 12.3. The Association may borrow moneys with or without security, and with or without interest. Approval of the membership at General Meeting is required.
- 12.4. No funds may be withdrawn from a Principal Bank Account of the Association save upon the signature of any two of the persons appointed by the General Committee for the purpose and according to the rules laid down in the Policy and Procedures Manual.
- 12.5. The funds of the Association may only be utilised for the Objects of the Association, or in the manner prescribed in the Rules relating to dissolution of the Association.
- 12.6. The financial year will, until otherwise decided by the General Committee, commence from the 1st day of April in each calendar year and expire on the 31st day of March in the succeeding calendar year.
- 12.7. Upon the expiry of each financial year the Association will prepare an account of income and expenditure and a Balance Sheet in respect of that financial year.
- 12.8. The account books of the Association, vouchers, cheque books, receipt books and any other books, documents or electronic files relating to or evidencing the receipt or payment of moneys by the Association will be kept in the custody of the Administrative Staff under the direction of the Treasurer or his assistant.
- 12.9. Any Member of the Association may have inspection of the books of accounts of the Association at any reasonable time, upon making application therefore to the Treasurer. For clarification this will detail income received and bills paid. It will not include information of a personal nature or that which may be subject to Personal Data Privacy.
- 12.10. True copies of the Audited Annual Accounts and the Auditors' Report thereon are to be presented at the Annual General Meeting. They will be made available to all Members prior to the General Meeting on request.

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### **13. AMENDMENT TO RULES**

- 13.1. The Association in General Meeting from time to time may make addition to the Rules and may alter, amend or rescind any one or more of the Rules provided this motion is presented with the notice of the General Meeting. It must be ensured that all Rules comply with Schedule 2 of the Trade Unions Ordinance.

### **14. DISSOLUTION OF THE ASSOCIATION**

- 14.1. The Association in General Meeting may at any time resolve to dissolve the Association, and upon so doing, will appoint one or more liquidators to supervise the liquidation of the assets and liabilities of the Association and will give directions as to the disposal of the Minutes Books, Register of Members, Account Books and other books, documents and papers of the Association and other properties for which buyers are not likely to be found, as to the period in which liquidation is to be effected and as to the distribution or disposal of the funds or other assets of the Association.
- 14.2. Upon the appointment of a liquidator or liquidators he or she (or if more than one, then they jointly) will be deemed to be exclusively vested with the powers, rights and authorities conferred upon the General Committee and every Officer of the Association.
- 14.3. In the event that any liquidator will die, become bankrupt or refuse or become unable to act as liquidator, then the person who at the date of the resolution to dissolve the Association held office as Secretary will convene a General Meeting within seven days to appoint a new liquidator.
- 14.4. The liquidator or liquidators may be paid such remuneration as the Association in General meeting may determine, out of the funds of the Association.
- 14.5. The General Meeting resolving upon dissolution of the Association may direct that the whole or any part of any surplus funds of the Association remaining after realisation of all assets and payment of all debts and discharge of all liabilities, be applied in any manner allowed under the Rules which may be consistent with liquidation of the Association and or may be distributed equally amongst the persons who at the date of the resolution to dissolve were Members of the Association.
- 14.6. Upon completion of liquidation of the affairs of the Association but before making final disposal of the liquid funds of the Association remaining after payment of all debts and discharge of all liabilities, the liquidator will prepare the final accounts of the Association showing the intended final disposal of such funds, and will present the same together with his report on the liquidation to the Association in General Meeting, and if such accounts and report will be accepted the Association will then be deemed to be dissolved and the liquidator will as soon as possible thereafter effect final disposal of such funds.

### **15. SEAL**

- 15.1. The Association will have a common seal which will be in the safe custody of the Administrative Staff under the direction of the Secretary, and this common seal will only be used by the authority of the General Committee in Resolution.

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## **SECTION 2 – Rights, Powers and Obligations**

### **16. THE POLICY AND PROCEDURES MANUAL**

- 16.1. The Association will maintain a Policy and Procedures Manual. All Members, Staff Members, General Committee Members, Officers and the President will act in accordance with that Manual.
- 16.2. The Policy and Procedures Manual may be amended by General Committee resolution. However in doing so the following procedure will be followed:
  - The Members will be notified of the amendments.
  - They will be given twenty eight days to object. Objection must be in written form.
  - In the event that greater than one-tenth of the Members object, the proposed changes will be subject to a vote of the financial Full Members at General Meeting.
- 16.3. The Members may request change to the Policy and Procedure Manual by making a written submission to the General Committee. The General Committee may accept the request at their sole discretion, and, if approved, will action it in accordance with Rule 16.2. If they reject the request they must inform the financial Full Membership of the request and the reasons for their decision.
- 16.4. The financial Full Members may require a change to the Policy and Procedures Manual by including a motion to that effect at a General Meeting.
- 16.5. The Policy and Procedures Manual will be made freely available to the Members.

### **17. POWERS OF THE GENERAL COMMITTEE**

- 17.1. The execution of such of the powers and functions of the Association which are not by The Ordinance, the Regulations, or Rules conferred exclusively upon the Association in General Meeting, will be vested in the General Committee who will transact the general business of the Association, administer the properties and assets of the Association and in whom will be vested the power to negotiate and contract on behalf of the Association in any matter, except as specified in Rule 17.2
- 17.2. The General Committee will not have power to agree on behalf of Members to alteration of working contracts or Conditions of Service of such Members unless a separate and specific resolution to this effect is passed in General Meeting or by secret ballot and such resolution will clearly state to which discussion or series of discussions it thereby grants this power.
- 17.3. The General Committee will have power to take, lease, purchase or otherwise acquire any office or building for the use of the Association and to enter into such obligations, commitments, contracts and acquire, dispose of and deal with the properties of the Association in such manner and at such time or times as they will in their discretion see fit.

### **18. MEMBERS' OBLIGATIONS**

- 18.1. Upon admission to membership of the Association, every Member will be bound by the Rules, and the Policy and Procedures Manual.

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- 18.2. Members will meet their financial obligations to the Association promptly and fully, in accordance with the Policy & Procedures Manual.

### **Conduct of the Membership**

- 18.3. Members will conduct themselves as befitting a professional Airline pilot. To this end they will be given a Code of Ethics, as contained in the Policy and Procedures Manual.

## **19. CHARTER OF MEMBERS' RIGHTS**

### **Members Right to Self-Determination**

- 19.1. It is the right of all HKAOA Members to collectively determine the Association's reason for being, actions, allegiances and the like.
- 19.2. The General Committee is responsible to the membership for coordinating the Association's activities. To allow membership participation in policy decisions, the General Committee will take reasonable measures to inform the membership on Association business in a timely manner, and obtain regular feedback.

### **Members' Right to Information**

- 19.3. Any Member in good financial standing has the right to access general HKAOA information within the guidelines of the Hong Kong Personal Data (Privacy) Ordinance. Should release of the information be considered detrimental to the interests of the Association, its release will be determined by a vote at the next General Committee Meeting and the requesting Member advised in writing of the outcome of that meeting including the number of votes for and against, and the time at which the information will become non-sensitive, if any.

### **Conduct of Negotiations**

- 19.4. The membership has the right to expect that any negotiation will be conducted in a positive manner seeking a negotiated agreement. When, in the opinion of the Association's negotiators, a conclusion has been reached, whether successful or not, then the results of the negotiation will be referred to the General Committee. The General Committee will, in turn, refer the results to the Membership with a recommendation. All financial Full Members will then have an opportunity to vote on acceptance.

### **Members' Right to Participate in General Meetings**

- 19.5. All Members in good financial standing should be afforded ample opportunity to participate in free discussion on relevant Association business and motions prior to General Meetings. This will be provided through appropriate media, electronic or otherwise.

### **The Place of Seniority**

- 19.6. The Association recognises the importance of the principle of seniority.

### **Increasing Membership**

- 19.7. The strength of the Association is in its membership numbers. Without strong reasons, impediments will not be put in place to taking on Members. Any such impediments will be voted upon on an annual basis.

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## **Association Budget**

19.8. The Association budget will be completed prior to the commencement of the financial year.

## Schedule 1 – Ordinance Ch 332 Compliance

<b>Ordinance</b>	<b>Rule</b>	<b>Description</b>
Schedule 2 (a)	2.1, 3.1	Name, address
Schedule 2 (b)	4.1, 4.2, 12.1	Objects
Schedule 2 (c) (i)	5.2	Voting Members
Schedule 2 (c) (ii)	5.6, 5.7, 5.8	Non-voting Members
Schedule 2 (d) (i)	5.9	Register of Members
Schedule 2 (d) (ii)	Rule 7, Rule 18	Maintenance of discipline
Schedule 2 (e)	Rule 8, 12.10	General Meetings, presenting accounts
Schedule 2 (f)	Rule 10	Appointment and replacement of Officers
Schedule 2 (g)	Rule 9	Voting
Schedule 2 (h)(i)-(iv)	9.4, 9.5	Secret ballot
Schedule 2 (i)	Rule 6	Subscription, fees and contributions
Schedule 2 (j)	Rule 12	Use of funds
Schedule 2 (k)	Rule 12	Custody, investment, auditing of accounts
Schedule 2 (l)	12.6	Financial year
Schedule 2 (m)	1.2, 5.9, 12.9, 12.10	Member inspection of rules, accounts, registers
Schedule 2 (n)	Rule 13	Making, altering, amending, rescinding rules
Schedule 2 (o)	Rule 14	Dissolution of the Association
Schedule 2 (p)	Rule 15	Seal
Section 15	Rule 14	Liquidation
Section 16	Rule 14	Liquidation
Section 17	Rule 5, Rule 10	Officers and Members
Section 18	Rules 1 – 19	Rules
Section 19	1.2	Copy of rules
Section 20	Rule 3	Registered office
Section 20A	Rule 15	Seal
Section 22	Policy & Procedures	Notification of Officers
Section 23	Rule 2	Name change
Section 23, 30(1)(b), 54	Note after 8.22 and 9.3	Different percentage vote to be carried for name change, amalgamation, registration of federation
Section 32	Rule 14	Notification of Dissolution
Section 33	Rule 12	Use of funds
Section 34	4.2, 12.1	Non-political use of funds
Section 35	12.10	Treasurer to render accounts to Members
Section 36	Policy & Procedures	Annual statement of accounts to Registrar
Section 37	12.9, 12.10	Inspection of accounts
Section 58	Office Manual	Forms
Section 61	Policy & Procedures	Liability of Officers in relation to knowledge or consent

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## Schedule 2 – Revisions Record

<b>Revision Number</b>	<b>Date</b>	<b>Approval Meeting</b>	<b>Rule Changed</b>
Revision 1	May 2006	EGM May 2006	Full re-write
Revision 2	May 2006	EGM 09/05/2006	Rule 9.2
Revision 3	May 2006	EGM 09/05/2006	Rule 6
Revision 4	May 2008	Online Vote 09/05/08	Rules 6.5, 6.6