

**INVITATION TO TENDER FOR APPOINTMENT
AS CONSULTANT TO UNDERTAKE A RESEARCH STUDY
ON THE PROMOTION OF HONG KONG'S LEGAL SERVICES
AT THE GLOBAL LEVEL**

INTRODUCTION

1. The Law Society of Hong Kong invites tenders for appointment as Consultant to undertake a research study on the promotion of Hong Kong's legal services at the global level, particularly, to potential clients in the Greater China Region; and on the proposal to establish a global association/forum of lawyers with Chinese and English languages as the major official languages and other languages as working languages to provide a platform for professional exchanges and referrals in accordance with the provisions of this document.
2. The basis of the tender, job specifications and procedures for tender are fully set out in this document.

THE LAW SOCIETY OF HONG KONG

3. The Law Society of Hong Kong ("Society") is the professional association of solicitors in Hong Kong. A brief description of the Society and its Memorandum and Articles of Association are attached at the Appendix.

OBJECTIVES OF THE RESEARCH

4. The phenomenon of globalisation has led to rapid changes in the legal sectors in different parts of the world. While the legal profession in Hong Kong faces increasing competition from neighbouring Asian cities, there are also opportunities arising from the changing international landscape, especially the rapid development of the Greater China market.
5. Given Hong Kong's strategic location, well developed legal system and practices, and the bilingual/multilingual language capabilities of many of its legal practitioners, the Hong Kong legal sector should capitalise on these competitive advantages and grasp hold of the opportunities made available as a result of increasing inbound and outbound investment activities involving Greater China in a timely manner.
6. Against this background, the Council of the Society has decided to commission a research study to identify ways to promote the legal services of Hong Kong to legal service users in the Greater China Region and other parts of the world ("Research"). The objectives of the Research are:
 - (a) To analyse the competitive advantages of the legal sector in Hong Kong and identify ways to strengthen those which are of high relevance to the evolving global demand for legal services;

- (b) To study and analyse how Hong Kong's legal practitioners may leverage on their strengths and advantages to grasp hold of the opportunities which arise as a result of the growing market in the Greater China region, including their bilingual language capabilities in view of the increasing demand for legal services in Chinese and their knowledge and experience in handling cross-border transactions involving Greater China and the rest of the world;
- (c) To propose strategies in promoting the legal services of Hong Kong to Greater China and overseas legal service users, with particular emphasis on those in demand for legal services in Chinese, including the establishment of a global association/forum of lawyers with Chinese language or bilingual/multi-lingual language (including the Chinese language) capabilities to provide a platform for professional exchanges and referrals amongst such lawyers and/or for networking between such lawyers and potential clients with a need for legal services in Chinese with the ultimate objective of raising the status of the Chinese language in the international legal and commercial arena.

THE TASK INVOLVED

7. Tenders are being sought in respect of the appointment of Consultant to undertake the Research and to propose strategies that fulfils the objectives set out in paragraph 6 above. The tasks of the Consultant involve advising the Law Society on how to achieve these objectives including but not limited to the following:
 - (a) To advise the methodology that should be adopted to conduct the research to achieve the objectives in paragraph 6;
 - (b) To undertake the research in accordance with the approved methodology;
 - (c) To conduct critical analyses on the results of the research;
 - (d) To recommend the strategic policies and steps that the Society should adopt in order to promote the legal services of Hong Kong to Greater China and overseas legal service users, with particular emphasis on those in demand for legal services in Chinese;
 - (e) To recommend the appropriate strategies to take forward the idea to establish an international association/forum of lawyers with Chinese language or bilingual/multi-lingual language (including the Chinese language) capabilities that will work for the best benefit of the local profession including the appropriate structure, constitution, membership composition, etc. of the international organisation.
8. The successful tenderer is expected to commence work as soon as the formalities of appointment are completed. The Research and written report

detailing the Research findings and recommendations shall be completed within a period of not more than 3 months from the commencement of the appointment of the Consultant.

TENDER PROCEDURE

9. Tenders for appointment as Consultant to undertake the Research should be submitted, in writing, in sealed envelopes marked “Tender for Research on the Promotion of Hong Kong Legal Services at the Global Level” and delivered to The Law Society of Hong Kong, 3/F, Wing On House, 71 Des Voeux Road Central, Hong Kong (and for tenderers located outside Hong Kong, tenders for appointment may be submitted by email to the account of dsg@hklawsoc.org.hk) for the attention of Ms. Christine Chu, Deputy Secretary General, by Friday, 2 May 2014 at 5:30 p.m. (Hong Kong time).
10. Tenders should include full details of the following:
 - (a) the full curricula vitae of the tenderer; if the tenderer is a corporation, a profile of the corporation and the full curricula vitae of the key personnel who will be involved in conducting the Research including the experience and expertise of the relevant personnel in completing projects similar to the Research;
 - (b) the availability of resources to carry out the Research;
 - (c) references, if any;
 - (d) the tenderer’s general approach and philosophy on how the Hong Kong’s legal practitioners can leverage on their strengths and advantages to grasp hold of the opportunities provided by the growing Greater China market including, in particular, the appropriate strategies to adopt in relation to the idea to establish an international organisation/forum of lawyers with Chinese language or bilingual/multi-lingual language (including the Chinese language) capabilities to meet the growing demand of legal services in Chinese.
 - (e) preliminary observations on the methodology to adopt for the Research;
 - (f) fee proposals and a clear indication on the basis upon which fees will be charged and whether the quoted fees are inclusive of disbursements;
 - (g) the estimated time required to complete the written report on the Research.
11. Tenderers should note that the lowest tender will not automatically be accepted. It is planned that the successful tenderer will be notified in writing before the end of July 2014. Acceptance of any tender will not create any contract between the Society and the successful tenderer. The appointment of the successful tenderer will be strictly subject to a contract to be entered into with the Society.

12. Tenderers are expected to submit their tenders on the basis of the information contained in this document. Any request for further information in respect of the tender should be directed to the Law Society at the address or email account stated in paragraph 9. Any further information so requested may be supplied at the absolute discretion of the Law Society and if, so supplied, will be made available to all other tenderers.



The Law Society is a professional association for solicitors in Hong Kong. It was incorporated in 1907 as a company limited by guarantee.

Aim

The aims of the Law Society are set out in its Memorandum of Association. In summary, they are as follows:

- To support and protect the character, status and interests of solicitors in Hong Kong
- To promote good standards of practice and maintain ethical practice
- To ensure compliance by solicitors with relevant laws, codes, regulations and practice directions
- To develop and maintain the work of solicitors in all areas of the law, legal practice and procedures
- To ensure the view of solicitors is accurately and purposefully communicated
- To provide services to its members
- To consider all questions affecting the interests of the profession, and to represent the profession to procure changes of law or practice

Function

The Articles of Association deal with the machinery of government of the Law Society: election of the Council, delegation of responsibilities to committees, employment of staff and investigation of complaints regarding professional misconduct.

Under the Legal Practitioners Ordinance (Cap. 159, Laws of Hong Kong), the Law Society has a certificating role in the admission procedure and it is empowered to:

- Issue annual practising certificates and certificates of registration to Hong Kong solicitors, foreign lawyers and foreign law firms
- Investigate and refer allegations of professional misconduct to the Solicitors Disciplinary Tribunal
- Intervene in a solicitor's practice in cases of dishonesty, undue delay, bankruptcy or other causes
- Establish rules for the conduct and education of solicitors and trainee solicitors
- Arrange and maintain a compulsory Professional Indemnity Scheme

Structure

The Council is the governing body of the Law Society.

There are twenty members in the Council. The President and two Vice-Presidents are elected annually by the Council.

The Council meets twice monthly or more frequently, if necessary. It receives and considers reports from six Standing Committees. It also determines issues raised by the Council itself. The Standing Committees are:

COMPLIANCE, which deals with the regulatory and administrative aspects of the profession

EXTERNAL AFFAIRS, which deals with public policy issues and manages the Society's professional (local and international), media and community relations

MEMBER SERVICES, which formulates strategies that enhance members' benefits and interests

POLICY & RESOURCES, which is responsible for policy co-ordination, the management of the Society's resources and budget

PRACTITIONERS AFFAIRS, which deals with legal policy affecting the profession, good practice, and law reform

STANDARDS & DEVELOPMENT, which sets and maintains standards of work and ethical practice through practice rules and guidelines, and oversees the Continuing Professional Development and Risk Management Education programmes

Secretariat

The Society has about 95 staff headed by the Secretary General. Within the Secretariat, there are six departments which support the responsibilities of the six Standing Committees:

COMPLIANCE has two sections: (1) Registration, which handles admission procedures for solicitors, issues annual practising certificates, registers trainee solicitors and foreign lawyers; and (2) Conduct, which handles complaints and carries out investigations, and prosecutes cases put before the Solicitors Disciplinary Tribunal.

COMMUNICATIONS AND EXTERNAL AFFAIRS handles government, community, media, Mainland and international relations. The department also coordinates activities, local and overseas, promoting the solicitors' practices as well as organising special projects.

FINANCE & ADMINISTRATION manages the Society's accounts and budget, premises, personnel and administration.

MEMBER SERVICES provides services and support to members to meet their needs in practice.

PRACTITIONERS AFFAIRS deals with legal policy, practice and law reform. In addition, the department is responsible for the administration of the Professional Indemnity Scheme.

STANDARDS & DEVELOPMENT deals with the establishment of standards and rules and the setting of education and training standards.

Profile of the Profession

As of 31 December 2012, there were 7,483 solicitors with a current practising certificate.

5,828 solicitors were in private practice working in 806 Hong Kong law firms.

2,369 solicitors were partners or sole practitioners.

3,459 solicitors worked as assistant solicitors or consultants in Hong Kong law firms.

1,655 solicitors held a current practising certificate but were not in private practice.

Of the 806 Hong Kong law firms, 364 or 45% were sole practitioners. Of all the sole practitioners, 42% did not employ any other legally qualified persons.

Of all 7,483 practising solicitors, 54% were men and 46% were women.

By comparison, of the 940 trainee solicitors, 39% were men and 61% were women.

82% of practising solicitors were ethnic Chinese.

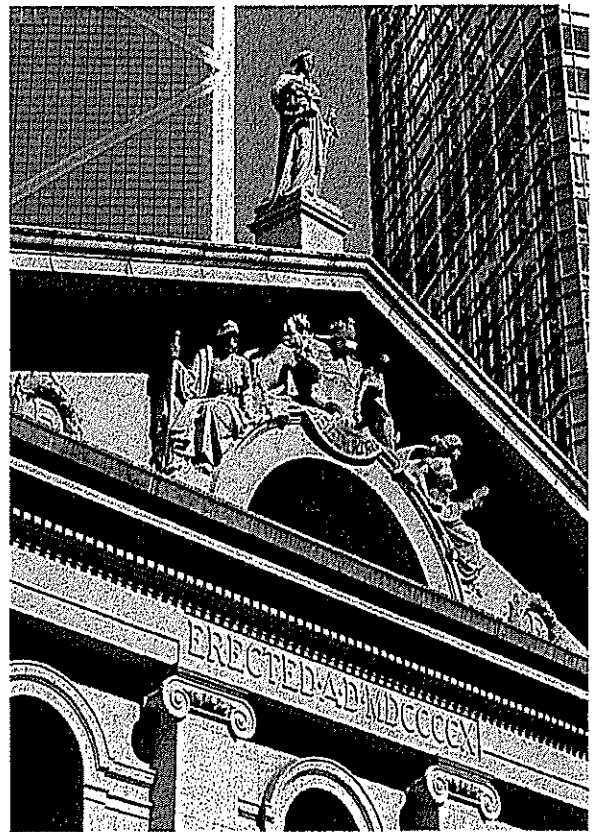
There were 70 foreign law firms.

922 foreign lawyers were employed in Hong Kong law firms and 322 foreign lawyers in foreign law firms.

Finance

In 2012, the Society generated an income of HK\$89 million, out of which HK\$37.2 million was raised through annual practising certificate fees.

The annual practising certificate fee in 2012 was HK\$5,000 and membership fee was HK\$800.



Solicitor's Professional Fees

Solicitors' professional fees are levied with reference to the nature of the matter under consideration.

Professional Indemnity Scheme

The Scheme is compulsory and has been in operation since 1986. It indemnifies solicitors against claims arising from allegations of negligence. It does not, however, indemnify partners in respect of losses arising from their dishonesty.

There is no consistent pattern of claims because many factors can bring about changes in the claims pattern, e.g. the impact of the economic climate on property prices.

Members' contributions to the Scheme are assessed on the basis of the number of solicitors employed by a law firm, the firm's gross fee income and the firm's past claims history. Hong Kong Solicitors Indemnity Fund Ltd. is a company established by the Law Society to manage the Scheme and is responsible for ensuring a fair and efficient management of the Scheme in the interests of both the public and the legal profession.



Admission as a Solicitor

There are three main routes to admission as a solicitor in Hong Kong.

(i) The local route

A qualifying law degree is required, in most cases obtained from the University of Hong Kong, the City University of Hong Kong or the Chinese University of Hong Kong, followed by the successful completion of the course in Postgraduate Certificate in Laws in Hong Kong, and working as a trainee solicitor in a Hong Kong law firm for a two-year training period.

(ii) The overseas route

Overseas qualified lawyers from both common law and non-common law jurisdictions are entitled to apply for admission in Hong Kong if they fulfill certain conditions on residence, legal qualifications and practice experience, are of good standing in their jurisdiction, and have successfully completed or are exempted from all or part of the Overseas Lawyers Qualification Examination.

(iii) Transfer from the Bar

Barristers admitted in Hong Kong who have been in practice for more than five years may apply for admission as solicitors. They may not have to complete the two-year training period required of trainee solicitors, but they will be required to sit and pass the Accounts and Professional Conduct Head of the Overseas Lawyers Qualification Examination.

Foreign Law Firms and Foreign Lawyers

Since 1971, a number of foreign law firms have started to establish their offices in Hong Kong.

Foreign lawyers and foreign law firms in Hong Kong are required to register with the Law Society in order to advise on the law of their home jurisdiction or the laws of a third jurisdiction where they are competent to do so. Foreign lawyers are not permitted to practise or advise on Hong Kong law. Foreign law firms establishing local practices must first fulfill certain criteria.

Hong Kong law firms may form associations with registered foreign law firms in order to share fees, profits, premises, management or employees. These associations must also be registered with the Law Society.

As of 31 December 2012, there were 70 registered foreign law firms, 32 of them have formed associations with local law firms. Among the 1,375 registered foreign lawyers, 922 of them were employed in Hong Kong law firms.

Publications

The Law Society has published pamphlets on a variety of legal topics for distribution to the public.

The Law Society of Hong Kong

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E-mail: sg@hklawsoc.org.hk

Homepage: <http://www.hklawsoc.org.hk>

Memorandum of Association
of
The Law Society of Hong Kong

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1. The name of the Association is "THE LAW SOCIETY OF HONG KONG".
 2. The Registered Office of the Association will be situate in Hong Kong.
 3. The objects for which the Association is established are:-
 - (1) To support and protect the character, status and interests of solicitors in Hong Kong.
 - (2) To establish and promote good standards of practice, to repress malpractice, to settle disputed points of practice and to decide all manner of questions of professional usage or courtesy between or amongst sollicitors.
 - (3) To ensure compliance by solicitors with relevant laws, codes, regulations and practice dlrections.
 - (4) To develop and maintain the work of solicitors in all areas of the law, legal practice and legal procedures.
 - (5) To ensure the view of solicitors is accurately and purposefully communicated (including matters of public policy).
 - (6) To provide services to solicitors.
 - (7) To consider all manner of questions affecting the interests of the profession, and to represent the profession whether by way of negotiation, correspondence, petition or otherwise and to procure changes of law or practice, and the promotion of improvements in the principles and administration of the law.
 - (8) To exercise such statutory functions as may from time to time be entrusted to the Association whether by Ordinance, Regulations, Order-in-Council or otherwise.
 - (9) 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.
 - (10) To rent, purchase, take on lease or in exchange, hire, or otherwise acquire a suitable building or buildings or part or parts thereof in Hong Kong or elsewhere and any estate or interest in and any rights connected therewith, to fit and furnish the same, or to make arrangements for such building or buildings or part or parts thereof to be properly fitted and furnished.
 - (11) To manage, maintain, improve, and develop all or any part of the property, land, building or buildings of the Association and to operate or use in conjunction or co-ownership with others, lease, mortgage, underlet, exchange, surrender, sell, turn to account or otherwise deal with and dispose of the same or any part or parts thereof or interest

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therein, for such consideration and on such terms and conditions as the Association may think fit.

- (12) To turn to account any land acquired by the Association or in which it is interested, and in particular by laying out and preparing the same for building purposes, erecting, constructing, altering, pulling down, demolishing, decorating, maintaining, keeping in repair, fitting up, and improving any buildings, for the purposes of the Association and by paving, draining, letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with developers, land investment companies, land mortgage companies, building estate companies, banks, financiers, building owners, tenants and others.
- (13) To borrow or raise or give security for any moneys required for the purposes of the Association upon such securities as may be determined and in such manner as the Association shall think fit and in particular by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge upon all or any part of the property of the Association both present and future.
- (14) To invest and deal with the moneys of the Association not immediately required upon such securities and in such manner as may from time to time be determined.
- (15) To engage in any activities in conjunction with other bodies or associations, within the limits of the Association's objects and to arrange reciprocal concessions and co-operation with other such bodies or associations.
- (16) To apply for and obtain any local ordinance enactment or regulation or amendment of any existing ordinance enactment or regulation for the furtherance of any of the objects of the Association or for the purpose of ratifying or regularizing any act or acts done or not done by or on behalf of the Association.
- (17) To give guarantees and to give and receive undertakings.
- (18) To encourage the study of law by solicitors and trainee solicitors and students and to arrange for dissemination of information of assistance to the profession by all manner of means and generally to promote knowledge of legal subjects by lectures, discussions, books, correspondence, pamphlets or otherwise.
- (19) To arrange social and recreational activities for members of the profession and their guests.
- (20) To offer prizes or other rewards or distinctions to trainee solicitors and students and to accept donations or legacies for such or similar purposes or for other purposes of benefit to the advancement of legal knowledge.

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- (21) To act as underwriters in respect of all kinds of insurance business in respect of all and any professional risks relating to or arising from carrying on the practice of solicitors in Hong Kong.
- (22) To reinsure or reassure any insurances, assurances or liabilities in respect of all and any professional risks relating to or arising from carrying on the practice of solicitors in Hong Kong.
- (23) In furtherance of any of the above objects, whether by itself or through a wholly owned subsidiary, to carry on business as printers, proprietors, publishers and distributors of magazines, periodicals, journals and books.
- (24) To promote any wholly owned subsidiary company for the carrying on any of the businesses which the Association is authorised to carry on and to subscribe for, acquire and hold shares in any such subsidiary company.
- (25) To guarantee or otherwise support or secure whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights (present and future) of the Association or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any wholly owned subsidiary company of the Association.
- (26) To make charitable donations.
- (27) Generally to do all such other things as are incidental or conducive to the attainment of the above objects.

Provided that the Association shall not except as provided in Clauses 3(21), (22), (23), (24) and (25) above support with its funds any company or companies, association or associations or institution or institutions which pays or pay or transfers or transfer, directly or indirectly, its income and property, or any part thereof, by way of dividend, bonus or otherwise howsoever by way of profit to its members.

4. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association; as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the persons who at any time are or have been members of the Association or to any of them or to any person claiming through any of them.

Provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officers or servants of the Association, or to any member of the Association or other person, in return for any services actually rendered to the Association.

Memorandum of Association

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5. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding-up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding fifty dollars.

Memorandum of Association

7 WE, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association, in pursuance of this Memorandum of Association.

Names, Addresses and Description of Subscribers

F.B.L. BOWLEY,	Solicitor, Hong Kong.
JOHN HASTINGS,	Solicitor, Hong Kong.
HERBERT W. LOOKER,	Solicitor, Hong Kong.
GODFREY C.C. MASTER,	8 Des Voeux Road Central, Hong Kong, Solicitor.
C.D. WILKINSON,	Solicitor, Hong Kong.
J. SCOTT HARSTON,	Solicitor, Hong Kong.
WALTER J. DANIEL,	Solicitor, Hong Kong.

WITNESS to the above signature:

H.G.C. BAILEY,

Solicitor,

Hong Kong.

Dated the 19th March, 1907

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 therewith:-

"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.

Words importing the Singular number include the Plural number.

Words importing the Plural number include the Singular number.

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

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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

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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, Associate Member or 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.
(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.

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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

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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.

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- (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

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- (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.

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- (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.

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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.

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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,

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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

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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

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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.