

CONTENTS

Rule No.	Title
1	Name
2	Office
3	Objects
4	Membership
5	Obligations of Membership
6	Suspension and Expulsion of Members
7	Ultimata
8	Guild Executive Council
9	Members of the Executive Council
10	Duties of Guild Officers
11	Administration of the Guild
12	Fees
13	Resignation of Members
14	Books and Records
15	Funds
16	Auditing of the Financial Statements
17	General Meetings
18	Voting
19	Secret Ballot
20	Notices
21	Dissolution and Amalgamation
22	Indemnity and Compensation
23	Rules and their Alteration
24	Legal Defence
25	Complaint Procedure
26	The Merchant Service Club
27	Binding Effect
28	Definitions
APPENDIX A Member's Enrolment Form	
APPENDIX B Form of Proxy	

RULES

RULE 1

Name

The name of the Guild shall be the MERCHANT NAVY OFFICERS' GUILD - HONG KONG ("the Guild") and the Chinese name of the Guild shall be 香港商船高級船員協會.

RULE 2

Office

The registered office and the postal address of the Guild shall be at Room 1401-2, 14th Floor, Alliance Building, 130-136 Connaught Road Central, Hong Kong or any other place as may be decided upon by the Executive Council.

RULE 3

Objects

- (a) The principal objects of the Guild shall be:-
- (i) to unite into one body the Masters, Navigating and Engineering officers and Radio Electronics officers of the merchant marine who reside or are based in Hong Kong generally;
 - (ii) to co-operate in the improvement of matters connected with the professional ethics of Members as merchant marine officers generally; and
 - (iii) to promote, improve, protect and maintain the just rights, interests and social status of the Members in their capacity as officers of merchant marine including but not limited to just and reasonable rates of wages, hours of work and other conditions of employment.
- (b) The other objects of the Guild shall be:-
- (i) the furtherance (financial or otherwise) of the work or purpose of any similar association or body having for its objects the promotion of the interests of Masters, Navigating and Engineering officers and Radio and Electronics officers and to promote and maintain a friendly relationship with kindred association for mutual benefit and protection;
 - (ii) the promotion of or opposition to legislation which may affect the interests of the Members;
 - (iii) to regulate relationships and to settle disputes between Members and shipowners, between one Member and another, and between Members and other employees by amicable and conciliatory means;

- (iv) the publication of information concerning the interests of Members;
- (v) subject to due regard being paid to object (a) (iii) above, to promote and maintain a friendly relationship with shipowners, underwriters and the employers of Members and other parties of the shipping industry generally;
- (vi) to promote a spirit of mutual respect and understanding between the Guild and shipowners and to secure the establishment of recognised and permanent machinery for negotiation with shipowners and their agents;
- (vii) to provide for Members and in certain circumstances their families the following benefits subject to the availability of funds and discretion of the Executive Council :-
 1. funeral expenses of deceased Members;
 2. financial assistance to Members when victimised in a trade dispute;
 3. legal advice and assistance in accordance with Rule 24; and
 4. protection and legal defence of Members' certificate of competency as officers or other qualifications as officers; and
- (viii) generally to promote the material, social, recreational, cultural, professional and educational welfare of the Members and to provide facilities which the Guild can afford and are reasonable in connection therewith.

RULE 4

Membership

- (a) Ordinary Membership shall be open to serving officers of the merchant marine of good character without criminal records.
- (b) Associate Membership shall be open to non-serving officers of the merchant marine of good character without criminal records.
- (c) Life Membership shall be open to officers who have been Members for 10 years or more who has retired on account of age or ill health or incapacity.
- (d) For the purpose of this Rule 4:-
 - (i) officers shall be Masters, Navigating and Engineering and Radio and Electronic officers who are in possession of a valid seagoing or river trade licence or certificate certifying their competence as such issued by the appropriate authorities in Hong Kong, the United Kingdom, the British Commonwealth and other marine nations; and
 - (ii) serving officers of the merchant marine shall include any unemployed officer who has not retired and is not engaged in any work other than as a merchant marine officer, without prejudice to the rights of the Executive Council to grant permission in accordance with Rule 4(j).

- (e) (i) An applicant for either Ordinary or Associate Membership or his representative shall fill in and sign the form of enrolment for admission as prescribed by the Executive Council and pay the Entrance Fee and Subscriptions for the time being in force in accordance with Rule 12(a) below.
- (ii) The application shall be sent to the Administrator who shall submit such to the first available meeting of the Executive Council for consideration and the Executive Council shall have absolute discretion to refuse admission to membership without giving any reason.
- (f) (i) The Administrator shall immediately notify all successful applicants of their admission. Where an application for membership has been rejected by the Executive Council, the Administrator shall immediately notify the applicant concerned.
- (ii) Any applicant whose application for membership has been rejected may appeal to the Executive Council against the decision. The appeal shall be in writing and must reach the Administrator not more than ninety days from the date of the notice of rejection. Subject at all times to the provisions of Rules 4(a), (b) and (c), the Executive Council may at its absolute discretion either confirm the rejection or decide that the applicant shall be admitted to membership.
- (g) Life Membership is proposed and elected by the Executive Council and is not open for application.
- (h) (i) Any Ordinary Member who ceases to meet the requirements of such as set out in Rule 4(a) above for whatever reason, including a change in the Rules, but still fulfils the requirements of an Associate Member as set out in Rule 4(b) above shall be converted to be an Associate Member automatically forthwith. However, the Executive Council shall have absolute discretion to interpret the classification of Membership.
- (ii) Any Ordinary Member who ceases to meet the requirements of both Ordinary and Associate Memberships as set out in Rules 4(a) and (b) above respectively for whatever reason, including a change in the Rules, shall cease to be a Member altogether automatically forthwith unless he has been elected as a Life Member pursuant to Rule 4(g) above.
- (i) (i) Any Associate Member who meets the requirements of an Ordinary Member as set out in Rule 4(a) above shall notify the Executive Council in writing together with the relevant evidence of such fulfilment and on the acceptance by the Executive Council of such evidence shall become an Ordinary Member.
- (ii) Any Associate Member who ceases to meet the requirements of such as set out in Rule 4(b) above for whatever reason, including change in the Rules, shall cease to be a

Member automatically forthwith unless he has been elected as a Life Member pursuant to Rule 4(g) above.

- (j) An unemployed Ordinary Member who has found temporary work other than as a merchant marine officer may be permitted by the Executive Council to retain his Ordinary Membership up to a maximum of one year after obtaining such temporary employment.
- (k) If any Member shall be convicted of or imprisoned for an indictable offence, he shall, ipso facto, cease to be a Member of the Guild forthwith, but the Executive Council shall have the power at its discretion to reinstate him with or without Entrance Fee.
- (l) Any Ordinary or Associate Member whose Subscriptions fall seven months in arrears, whether having received notification of the fact or not, shall automatically forfeit his membership and lose all rights, interest and claims as a Member. The forfeiture of membership shall be reported to the Executive Council at its next meeting.

RULE 5

Obligations of Membership

- (a) Members shall report to the Administrator in writing as soon as possible:-
 - (i) any change in their address;
 - (ii) in the case of Ordinary Members and Associate Members, any change in their ship or employment, the fact of their being unemployed and in the case of their re-engagement, any change which may affect the status of their existing membership under Rule 4 above; and
 - (iii) if they have been adjudged a bankrupt, make any composition or arrangements with their creditors.
- (b) Ordinary and Associate Members shall pay Entrance Fee and Subscriptions annually or monthly in advance in accordance with Rule 12 below.
- (c) Before entering into any contract or arrangement for service, Ordinary Members and Associate Members should ascertain the standard wages and conditions currently applicable as approved by the Guild and without reference to the Guild they shall not sail or enter into any contract or arrangement to sail for less wages or less favourable conditions, and furthermore, every Member shall immediately report to the Administrator in writing, where it has come to his knowledge or he has good reason to believe, that any Member is contravening or attempting to contravene the provisions of this Rule 5(c) or where any company or employer is attempting to induce any Member

to contravene the provisions of this Rule 5(c).

- (d) Where any Member to whom Rule 5(c) above applies has contravened or attempted to contravene or has been a party knowingly to any contravention either in the letter or spirit of such Rule, such defaulting Member shall be deemed to have acted against the interest of the Guild and may be suspended or expelled under Rule 6 below. Furthermore, the Guild reserves the right to withhold any service, assistance or advice legal or otherwise to such defaulting Member in the event of him experiencing any difficulty or trouble whatsoever.
- (e) Ordinary Members and Associate Members shall act in accordance with a notice to cease duty referred to in Rule 7 below.

RULE 6

Suspension and Expulsion of Members

- (a) Whenever the conduct of any Member of the Guild is or has been in the opinion of the Executive Council :-
 - (i) disorderly, objectionable or in any way interfering with the privileges and amenities of the Guild or other Members; or
 - (ii) acted prejudicially to the reputation, interests or the objects of the Guild; or
 - (iii) in breach of any provision of the Rules; or
 - (iv) acted in a disorderly manner during the proceedings of any meeting or function of the Guild; or
 - (v) behaved in such a manner as to make his further membership detrimental to the interest of the Guild and/or its Members;such Member may at the absolute discretion of the Executive Council be suspended for a period not exceeding six months or be expelled from the Guild.
- (b) In case of a suspension:-
 - (i) the Member concerned during his suspension shall have no right to use nor enjoy the privileges and amenities of the Guild and shall not be able to exercise his right to vote in case of a Paid Up Ordinary Member;
 - (ii) in the event that the suspended Member is a member of the Executive Council, he shall automatically be suspended from his rights and duties as an Executive Council member;
 - (iii) the Member concerned may within 30 days from his receipt of the notification pursuant to Rule 6(d) below appeal against such suspension by giving notice in writing to the Administrator, who shall place such appeal before the next Executive Council meeting and such Member shall remain suspended pending such appeal; and
 - (iv) the Executive Council shall determine how the appeal shall be dealt with and may

take such action by confirmation, reduction or quashing of the suspension as it may at its absolute discretion deem proper.

- (c) In the case of an expulsion:-
 - (i) the Member concerned may within 30 days from his receipt of notification pursuant to Rule 6(d) below appeal against such expulsion by requesting the Administrator in writing to place the matter before the next General Meeting to decide whether the appeal should be upheld or rejected; and
 - (ii) a Member expelled shall cease to be a Member of the Guild forthwith but may resume his membership if an appeal made under Rule 6(c)(i) above is upheld.
- (d) Should any Member of the Guild be suspended or expelled as set out above, a notification setting out the reason for such action and the right to appeal shall be sent to him.
- (e) It shall be the duty of the Executive Council to take immediate cognizance of any breach or infringement of the Rules on the part of any Member to undertake such investigation as it sees fit in relation to such breach or infringement and to bring the same to the notice of the offender. Should the Executive Council decide that further action is necessary, it shall deal with the matter under Rule 6(a) above.
- (f) Any expulsion or suspension pursuant to this Rule 6 shall be without prejudice to any right, claim or proceedings the Guild may have against the Member concerned in relation to the matter leading to such expulsion or suspension, if any, and shall not preclude the Guild from reporting the matter to the police in the event that criminal liability is involved.

RULE 7

Ultimata

- (a) When any question affecting the rights, positions or interests of Ordinary Members and Associate Members is in dispute between them and the shipowners in relation to their employment, such dispute shall be placed before a meeting of the Executive Council which shall consider the matter and cause its views to be submitted in writing or otherwise to the shipowner concerned with a view to an amicable settlement.
- (b) In the event of the negotiations for settlement being broken off or if no settlement is reached within a reasonable time, the Executive Council shall cause a statement of the matter at issue together with its views thereon to be sent to each Paid Up Ordinary Member and request his view on the presentation of an ultimatum.

- (c) (i) If a majority of the Paid Up Ordinary Members expressing their views are in favour of presenting the shipowner concerned with an ultimatum, the Executive Council shall direct the General Secretary to present to the shipowner concerned a copy of the Guild's requirements together with a notice that unless these requirements be accepted within a stated time steps will forthwith be taken to call upon all Ordinary Members and Associate Members under the employment of the relevant shipowner to cease work and, if deemed necessary by the Executive Council, to leave the ships on which such Members are serving.
- (ii) At the expiration of the said period if no agreement has been arrived at in the meantime the Executive Council shall cause the General Secretary to serve a notice on all Ordinary Members and Associate Members under the employment of such shipowner instructing them to cease duty at an hour and day prescribed by the Executive Council, except that in the case of a vessel being at sea for the time prescribed she shall be navigated until safely berthed, docked or moored at the next port of call, or as otherwise directed from the Executive Council, when work shall cease immediately.
- (iii) Work shall not be resumed until the Executive Council shall so order through the General Secretary, and in any case an order to resume work shall not be issued unless and until the complete and unprejudiced reinstatement and exemption from liability under penalty clauses of agreements of all the Members concerned have been agreed to by the relevant shipowner.

RULE 8
Guild Executive Council

- (a) The absolute control and administration of the affairs and property of the Guild and the furtherance of all the objects authorised by the Rules expressed or implied shall be vested in the Executive Council subject only to any direction given by the Paid Up Ordinary Members at General Meetings convened in accordance with the Rules.
- (b) The Executive Council shall consist of 15 members including the President, the First Vice-President, the Second Vice-President, the General Secretary and the Treasurer.
- (c) The Executive Council may exercise all and any such powers and perform all such acts, duties and obligations as may be necessary to attain or are incidental to the attainment of the objects and general interests of the Guild.
- (d) The Executive Council shall be the sole body with power to authorise the use of the Common Seal of the Guild which shall be in the safe custody of the General Secretary and the Treasurer.

- (e) The Executive Council shall appoint legal advisers on a retaining fee to be mutually agreed upon and shall authorise all legal expenses incurred under the Rules. Legal proceedings on behalf of the Guild may be taken only when authorised by the Executive Council.
- (f) The Executive Council shall have power and authority to construe the Rules and to determine all matters not provided for in the Rules and its construction or determination shall be binding upon all concerned and shall remain in operation unless reversed by the Executive Council or by the Paid Up Ordinary Members in General Meetings. The latter's decision shall be final.
- (g) The members of the Executive Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they see fit. Question arising at any Executive Council meeting shall, unless otherwise provided for in the Rules or the Trade Unions Ordinance in which case the provisions of the Rules or of such Ordinance shall apply, be decided by a majority of members present and voted and the chairman of any Executive Council meeting shall only have a casting vote in case of equality of votes.
- (h) Meetings of the Executive Council shall be held at least once a quarter. No business shall be transacted at any meeting of the Executive Council unless a quorum of 7 Executive Council members is present.
- (i) Any Executive Council member shall convene a meeting of the Executive Council notice in writing to all other Executive Council members together with the agenda of such meeting to the Registered Address of the other Executive Council members.
- (j) The Executive Council may delegate any of its powers to such Member or sub-committee consisting of such Members as it thinks fit and any Member or sub-committee so formed shall in the exercise of the power so delegated conform to any regulations and restrictions that may be imposed on it by the Executive Council.

RULE 9

Members of the Executive Council

- (a) The Executive Council members shall be elected by the Paid Up Ordinary Members every three years in the Annual General Meeting of that year by way of a secret ballot from the nominations approved by the Executive Council in accordance with Rule 9(b) below.
- (b) (i) Eight weeks before the date fixed for the holding of the Annual General Meeting where Executive Council members are due to be elected, the Executive Council shall

post a notice on the Notice Board inviting Ordinary Members to nominate other Ordinary Members who are over the age of 21 as candidates for election as Executive Council members for a period of three weeks and each nomination shall be in writing addressed to the Executive Council and shall be accompanied by a consent form signed by the person nominated.

- (ii) After the close of the nomination period, the Executive Council shall meet to approve the nominations.
 - (iii) The approved nominations shall be posted on the Notice Board not later than two weeks prior to the date of the relevant Annual General Meeting.
- (c) The Executive Council members shall be held by 15 Paid Up Ordinary Members.
- (d) The newly elected members of the Executive Council shall within one month after the date of the Annual General Meeting in which they were elected hold the first Executive Council meeting when they shall by secret ballot, elect among themselves the President, the First Vice-President, the Second Vice-President, the General Secretary and the Treasurer; provided that no member of the Executive Council shall be elected as an Guild Officer without his consent.
- (e) All members of the Executive Council shall serve until the next Executive Council has been elected in accordance with Rule 9(a) above and shall be eligible for re-election.
- (f) (i) Should the office of President be vacated for any reason during his term of office, the First Vice-President shall become President for the unexpired period of the term of such President
- (ii) In the event that the office of First Vice-President becomes vacant for whatever reason during his term of office, then the office may be filled by the Second Vice-President until the end of the current term of office of the original First Vice-President.
- (g) If the office of Second Vice-President, General Secretary or Treasurer become vacant for whatever reason during his term of office, then the Executive Council shall elect one of its members by secret ballot to fill the vacancy until the end of the current term of office of the original Second Vice-President, General Secretary or Treasurer.
- (h) (i) Not less than one month's notice of retirement from the Executive Council shall be given to the General Secretary in writing by any Executive Council member other than the General Secretary who shall give his written notice of retirement to the President.
- (ii) A Guild Officer may resign from his office without resigning as a member of the Executive Council.

- (i) An Executive Council member shall cease to be a member of the Executive Council :-
 - (i) if he resigns from his office in accordance with Rule 9(h)(i) above; or
 - (ii) if he ceases to be an Ordinary Member for whatever reason; or
 - (iii) if he has been adjudged a bankrupt, or make any arrangement or composition with his creditors; or
 - (iv) if he is removed in accordance with Rule 9(l) below.

- (j) In the event of the General Secretary being temporarily absent from Hong Kong the Executive Council may appoint an Executive Council member by secret ballot to act in the General Secretary's place and stead during his absence.

- (k) Any vacancy on the Executive Council caused by death, resignation, removal or other reason shall be filled by the Ordinary Member with the highest vote and not elected in the last Annual General Meeting when the present Executive Council was elected who is willing to take up office.

- (l)
 - (i) In the event that any Executive Council member or Guild Officer elected pursuant to the Rules fails to carry out the duties of his office or fails to attend meetings of the Executive Council without permission from the Executive Council for a period of 6 months, the Executive Council may by secret ballot resolve to remove such Executive Council member or Guild Officer from his office provided that in the case of a Guild Officer, the Executive Council can elect to remove such person as a Guild Officer without removing such person as an Executive Council member.
 - (ii) Any act or omission committed by an Executive Council member in such capacity may lead to the suspension or expulsion of such Members under Rule 6 above and any expulsion or suspension from the Guild and any action pursuant to Rule 9(i)(i) shall be without prejudice to any right, claim or proceedings the Guild may have against the Member concerned in relation to the matter leading to such action, if any, and shall not preclude the Guild from reporting the matter to the police in the event that criminal liability is involved.
 - (iii) Any person who has been removed as an Executive Council member may within 30 days from his removal appeal against such removal by requesting the Administrator in writing to place the matter before the next General Meeting to decide whether the appeal should be upheld or rejected.

- (m)
 - (i) The Executive Council shall administer the funds of the Guild in accordance with the provisions of the Rules, in particular, the Executive Council shall have custody and supervision of these funds and the regulation of office and administrative expenditure.
 - (ii) Apart from such duties and other duties as expressly stated in the Rules, the

Executive Council shall also deal with all other businesses and implement all other decisions from time to time.

- (n) (i) The Executive Council shall review the monthly accounts which the Treasurer shall place before it with all supporting documents which its members may require or deem necessary for the full and proper discharge of its duty.
(ii) When satisfied that such monthly accounts are a true and sufficient record of the financial positions of the Guild the same shall be signed by one or more members of the Executive Council.
- (o) (i) The Executive Council shall provide endorsing officers at least one of whom shall sign cheques and other documents for the operation of the Guild's bank accounts together with the General Secretary, and the Treasurer.
(ii) The Executive Council shall provide endorsing officers at least one of whom shall sign to operate any safety deposit box of the Guild together with the General Secretary and the Treasurer provided that any safety deposit box of the Guild shall only be opened with the express prior authority of the Executive Council.
- (p) Subject to the approval of the Executive Council contracts or instruments negotiated by the Executive Council on behalf of the Guild to which the Common Seal of the Guild shall be affixed shall be signed by the President, the General Secretary and the Treasurer. Should the President, or the General Secretary, or the Treasurer for any reason not be available for the said purpose, then one other member of the Executive Council shall sign such contracts or instruments in place of the unavailable President, or General Secretary, or Treasurer.
- (q) The Executive Council shall take the initial responsibility for the enforcement of the Rules. Any matter not provided for in the Rules shall be submitted to the Executive Council for its decision, or to the Paid Up Ordinary Members at a General Meeting for decision as the Executive Council shall decide necessary, in accordance with Rule 8(f) above.
- (r) The Executive Council shall exercise supervision of the Club.
- (s) In an emergency it shall be the duty of the Executive Council to safeguard the interests of the Guild against any danger to or infringement upon its rights and assets and to take such action as it may deem necessary to protect such without reference to any authority.

RULE 10
Duties of Guild Officers

- (a) (i) The President shall, in so far as his professional duties permit, take the chair at all meetings of Members or Executive Council, preserve order thereat and see that the Rules are at all times observed.
- (ii) In the absence of the President, the First Vice-President or the Second Vice-President, in order of seniority, shall act as chairman of meetings and failing them a chairman shall be elected from amongst those present at such meeting.
- (b) The duties of the First Vice-President and Second Vice-President shall be similar in all respects to those of the President but shall only be exercisable by one of them in the absence or incapacity of the President or as may be delegated by the Executive Council.
- (c) The General Secretary shall be responsible for supervising the Administrator to perform the Administrator's duties as set out in Rules 11(b)(i) to (iv) below.
- (d) The Treasurer shall be responsible to supervise the Administrator to perform the Administrator's duties as set out in Rules 11(b)(vii) to (x) below.

RULE 11
Administration of the Guild

- (a) The Guild shall set up an Administration Office consists of full time employees to carry out the day to day administration of the Guild and the Club and such office shall be under the control of the Administrator who shall be a full time employee appointed by the Executive Council from time to time.
- (b) The Administrator who shall not be a member of the Executive Council and not required to be a Member shall report to and be directed by the General Secretary. Without prejudice to the overall responsibilities of the Administrator, he shall be responsible for carrying out the following matters under the supervision of the General Secretary in relation to (i) to (vi) below and the Treasurer in relation to (vii) to (x) below as appropriate:-
 - (i) conduct the business of the Guild in accordance with the Rules and carry out the instructions of the Executive Council;
 - (ii) maintain the Guild's Register of Members and the compliance of various requirements of the Trade Unions Ordinance;
 - (iii) prepare notice of all General Meetings of the Guild and prepare the annual report of the Guild for submission to General Meetings;
 - (iv) attend all meetings of the Guild and record the proceedings thereof;

- (v) superintend the administration and operation of the Club;
 - (vi) superintend all publications and correspondence of the Guild;
 - (vii) responsible for the safety of all moneys of the Guild;
 - (viii) keep full and accurate books and accounts with respect to all transactions of the Guild and the Club and maintain proper records of the assets and liabilities of the Guild and the Club;
 - (ix) prepare a monthly income and expenditure of the Guild for the Treasurer to table before the Executive Council meeting; and
 - (x) caused to be prepared by the auditors of the Guild audited annual statement of accounts and the forwarding of such to the Registrar of Trade Unions.
- (c) The employment and dismissal of the Administrator and employees of the Administration Office and the terms and conditions in relation thereto shall be decided by the Executive Council.
- (d) In the event that the Administrator is temporarily absent or on leave or for any other reason unable to carry out his duties, the Executive Council shall appoint another staff or Executive Council member to act in his stead for the time being.

RULE 12

Fees

- (a) Each Ordinary Member and Associate Member shall pay the Entrance Fee with the completed enrolment form together with 12 months' Subscriptions. If for any reason an application is rejected, he shall be notified and the Entrance Fee and Subscriptions paid on application be returned to him. No Entrance Fee shall be payable on the conversion of membership in accordance with Rules 4(h) and (i) above.
- (b) Other than the Entrance Fee, each Ordinary Member and Associate Member shall also pay Subscriptions. All new Subscriptions shall commence from the first of the month nearest the date on the enrolment form. Subscriptions may be paid annually or monthly in advance. Life Members shall be exempted from the payment of Subscriptions.
- (c) The Entrance Fee for both Ordinary Members and Associate Members shall be HK\$450 and the Subscriptions for both Ordinary and Associate Members shall be HK\$500 per annum.
- (d) An Ordinary or Associate Member unemployed for six full calendar months after the month in which he ceases to be employed may at the discretion of the Executive Council have his subscriptions reduced by one half during the period of continued

unemployment provided that such Ordinary or Associate Member shall have applied to the Administrator in writing for such reduction. This privilege shall continue up to twelve months from the date granted, on the expiration of which should such Member still be unemployed his membership may be examined at a meeting of the Executive Council for a decision as to whether the privilege shall be further continued.

- (e) (i) Cessation of membership from whatsoever cause shall not entitle a person to reimbursement from Guild funds or refund of any part of his Entrance Fee or Subscriptions paid and shall be without prejudice to any claim the Guild may have against him in relation to outstanding Entrance Fee or Subscriptions.
- (ii) An Ordinary or Associate Member whose membership is suspended shall still be required to keep up with his payment of Subscriptions for the period of suspension.

RULE 13

Resignation of Members

- (a) No Member shall cease to be a Member unless he has been expelled under Rule 6 above or any other Rules dealing with expulsion or cessation of membership, until he has given one clear month's notice in writing to the Administrator of his intention to resign. On the expiration of such notice and upon payment of all outstanding Entrance Fee and Subscriptions, if any, he shall cease to be a Member of the Guild and shall have no interest in and no claim upon the property and/or funds of the Guild.
- (b) (i) Members who have resigned after paying all Subscriptions due to the date of expiry of their written notice of resignation may, at the discretion of the Executive Council and subject to Rule 13(c) below be re-admitted without payment of a further Entrance Fee provided such application to rejoin is made within 2 years from the month in which their resignation was accepted.
- (ii) Former Members wishing to rejoin after the expiration of the said 2 years shall be required to pay the Entrance Fee applicable at such time regardless of membership in an affiliated organization.
- (c) An application to rejoin the Guild from a former Member who had resigned shall be submitted at the following meeting of the Executive Council together with a report from the Administrator stating the time and reason for his resignation and nature of his previous membership. The case will then be given close consideration after which the applicant may be re-elected to membership on a vote of not less than two thirds of members of the Executive Council present at the meeting.

RULE 14
Books and Records

- (a) A Register of Members shall be maintained by the Administrator and kept in the Registered Office of the Guild.
- (b) Any Member shall be allowed to inspect the account books, the Rules and Register of Members. However, prior application in writing must be made to the Administrator who shall be allowed reasonable time to have the necessary documents available at the office of the Guild.

RULE 15
Funds

- (a) The funds of the Guild shall be under the direct control of the Executive Council and all bank accounts of whatever nature established in the name of the Guild with approved banks in Hong Kong shall be operated by a member of the Executive Council in conjunction with the General Secretary and the Treasurer.
- (b) The funds of the Guild may only be used with the authority of the Executive Council for the objects of the Guild including:-
 - (i) the payment of salaries, allowances and expenses in dealing with the affairs of the Guild to staff of the Guild;
 - (ii) the payment of expenses for the administration of the Guild including the audit of the financial statements of the Guild;
 - (iii) the prosecution or defence of any legal proceeding to which the Guild or any Member is a party when such prosecution or defence is undertaken for the purpose of securing or protecting any rights of the Guild as such or any rights arising out of the relations of any Member with his employer;
 - (iv) the conduct of trade disputes on behalf of the Guild or any Member;
 - (v) the compensation of Members for loss arising out of trade disputes;
 - (vi) the payment of subscriptions, fees, contributions or donations to registered trade unions or other lawful associations or combinations established within Hong Kong;
 - (vii) the payment of fines imposed on the Guild for any offence of which it is convicted under the Trade Unions Ordinance or any other ordinances;
 - (viii) legal assistance to Member pursuant to Rule 24 below;
 - (ix) the payment of any expenses of the Club;
 - (x) the payment of indemnity and compensation pursuant to Rule 22;
 - (xi) the payment for any other lawful purposes approved at General Meetings;
 - (xii) the payment of other special expenses in connection with or incidental to any objects of the Guild set out in Rule 3 above which in the opinion of the Executive Council

should be defrayed by the Guild.

- (c) The Executive Council may at its discretion invest funds of the Guild which are not required for current expenses in landed property situate anywhere in the world and Hong Kong investments which trustees are authorised by Section 4 of the Trustees Ordinance to make and set out in Part II of the Second Schedule of the Trustees Ordinance from time to time (or the Section or Schedule or Ordinance which replaces such). Any such investment shall be made out in the name of the Guild and signed, sealed and registered with the company concerned and where relevant lodged with the Guild's bankers.
- (d) In carrying out the duties prescribed in Rule 15(c) above, the Executive Council shall be advised by an investment committee consisting of the President, the Vice-Presidents, General Secretary, and Treasurer, and if they are willing to serve, a representative of the Guild's Auditors and a representative of the Guild's bankers.
- (e) The Guild may where it is considered necessary and recommended by the Executive Council borrow money and accept loans from its Members with or without security and upon such terms as to interest, repayment and otherwise as shall be duly approved and where security is to be given the Guild may pledge the whole or any part of its present or future assets either to a particular lender or lenders or to trustees specially appointed who shall hold such security for the benefit of all lenders in accordance with the terms of a trust deed and in connection with such loans the Guild may issue to Members loan certificates or bills of sale or documents in the form of redeemable debentures either to the lending Members or to the trustees on their behalf provided that no such loan transaction shall be undertaken unless it has first been approved by the Executive Council.
- (f) Save as expressly provided for in the Rules, no payments of any kind are permitted to be made out of the funds of the Guild to any Member except as disbursements of special out-of-pocket expenses approved by the Executive Council indemnity or compensation as set out in Rule 22 below or as legal expenses pursuant to Rule 24 or unless in connection with a distribution of the whole or part of the funds or any particular fund to relevant Members upon a dissolution, amalgamation or a change in the constitution of the Guild under the provision of Rule 21 below other than as salaries or wages payable to such Members in their capacity as staff of the Guild where relevant.
- (g) In the event that the funds of the Guild are insufficient to pay for its liabilities or to achieve its objects effectively, the Executive Council shall have the right to raise funds for the Guild by whatever means the Executive Council shall decide from time to time.

- (h) Adequate funds shall be reserved to defray at the discretion of the Executive Council the whole or part of the cost of decent burial or cremation of any deceased Member whose estate shall be insufficient for that purpose.

RULE 16
Auditing of the Financial Statements

- (a) The financial year of the Guild shall commence from the 1st of April each year and terminate on the 31st March of the following year.
- (b) The Executive Council shall appoint auditors subject to the approval of the Registrar of Trade Unions on such terms and conditions as the Executive Council shall decide for the purpose of Rule 16(c) below.
- (c) The auditors shall audit all the accounts of the Guild and the Club as soon as possible after the close of each financial year. Such auditors shall examine all books and accounts and certify as to their correctness or otherwise and make a report to the Annual General Meeting and to the Registrar of Trade Unions. The audited financial statements to be reported to an Annual General Meeting shall be posted on the Notice Board two weeks prior to the date of such Annual General Meeting.
- (d) Every Member shall be entitled to receive free of charge a copy of the latest audited financial statements of the Guild and the Club together with a copy of the auditors' reports in relation to such period by application in writing to the Treasurer.

RULE 17
General Meetings

- (a) The Annual General Meeting shall be held in Hong Kong on a date to be fixed by the Executive Council such date to be as soon as practicable after the close of the Guild's financial year but in any event not later than 3 months therefrom.
- (b) The business of an Annual General Meeting shall be confined to items on the Agenda which shall include the following matters :-
- (i) to confirm the minutes of the previous Annual General Meeting and of any intervening Special General Meeting of Members;
 - (ii) the delivery of a report from the Executive Council on the work done during the previous financial year;
 - (iii) to consider and approve the statement of accounts for the Guild and the Club respectively in relation to the previous financial year together with the relevant reports of the auditors in relation thereto;

- (iv) to elect by secret ballot members of the Executive Council where relevant; and such other special business as set out in the agenda accompanying the notice of such meeting.
- (c) (i) A Special General Meeting may be called by the Executive Council on a requisition made by ten or more Paid Up Ordinary Members in writing specifying the resolution they are seeking to pass in such meeting.
(ii) The Executive Council may also from time to time call Special General Meeting to deal with business of the Guild.
- (d) The business of a Special General Meeting is limited to those as set out in the relevant agenda and all decisions taken at Special General Meetings shall have the same validity as those taken at Annual General Meetings.
- (e) 21 days' notice in case of an Annual General Meeting and 14 days in case of a Special General Meeting specifying the day and the hour of any meeting, and the agenda of such meeting specifying the nature of the business shall be given to Members by posting such to the Registered Address of each Member and Rule 20(a) shall apply in relation thereto.
- (f) All Members other than Associate Members whose subscriptions have not been fully paid up shall be entitled to attend all General Meetings but only Paid Up Ordinary Members shall be entitled to vote or speak thereat. Vote casted by a Paid Up Ordinary Member who is found to be in default with Subscriptions subsequently shall be invalidated.
- (g) (i) The chairman of a General Meeting may adjourn a meeting from time to time with the consent of the Paid Up Ordinary Members present thereat, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which such adjournment took place.
(ii) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be terminated at an adjourned meeting.
- (h) The President, the Vice-Presidents and/or chairman of a General Meeting may decline to answer any question of which no notice in writing has been received at least 3 days prior to such General Meeting.
- (i) The quorum for any General Meeting shall be formed by not less than twenty two Paid Up Ordinary Members present in person or by proxy.

- (j) Unless otherwise provided for in the Trade Unions Ordinance or in the Rules, all decisions by General Meeting shall be valid if they are decided by a majority of votes of all Paid Up Ordinary Members present constituting a quorum. In case of equality of vote, the chairman of the meeting shall only have a casting vote.
- (k) If within an hour subsequent to the time appointed for a General Meeting the quorum as set out in Rule 17(i) above is not present, the meeting shall be dissolved in the case of a General Meeting convened on a requisition of Paid Up Ordinary Members pursuant to Rule 17(c)(i) above. In the case of other General Meeting, it shall stand adjourned to the 15th working days at the same time and place and a quorum shall be formed by whatever number of Paid Up Ordinary Members present in person or by proxy and all decision made thereat shall be binding unless the Trade Unions Ordinance or the Rules provide otherwise.

RULE 18

Voting

- (a)
 - (i) Subject to Rule 18(b) below, at any General Meeting, unless a poll is demanded by at least one-third of the Paid Up Ordinary Members personally present or by proxy or by the chairman of such meeting, voting shall be by show of hands and every Paid Up Ordinary Member present in person shall have one vote.
 - (ii) A declaration by the chairman of a General Meeting that a resolution has or has not been carried by show of hands and an entry to that effect in the Minute Book of the Guild shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 - (iii) If a poll is demanded in the manner set out in Rule 18(a)(i) above, the same shall be taken in such a manner as the chairman of such meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (b) The following matters shall be decided by the Paid Up Ordinary Members by means of secret ballot :-
 - (i) change of name of the Guild;
 - (ii) amalgamation of the Guild with any other trade union;
 - (iii) federation of the Guild with any other trade union or with a trade union federation;
and
 - (iv) appointment of Executive Council members.
- (c) A Paid Up Ordinary Member shall be entitled to appoint another Paid Up Ordinary Member to be his proxy to attend and to vote on a poll at all general meetings provided that a proxy shall not be allowed to speak in such General Meeting or to vote on a show

of hands.

- (d) (i) The instrument appointing a proxy shall be deposited at the Head office at least three working days before the day notified for holding the General Meeting or adjourned Meeting at which the person named in such instrument proposes to vote.
- (ii) An instrument appointing a proxy shall be in the proper form as set out in Appendix B of the Rules or as near thereto as circumstances permit.
- (iii) Except in relation to matters set out in Rule 18(b) above which must be decided by secret ballot, a Paid Up Ordinary Member appointing a proxy may state on the proxy form the manner in which the proxy should exercise his vote.
- (iv) In the absence of any clear indications on the proxy form as to the exercise of voting right by the proxy, the proxy shall be deemed to have been authorised to vote according to his own discretion.
- (v) A Paid Up Ordinary Member appointing a proxy to vote in relation to matters which must be decided by secret ballot is deemed by the Guild to have authorised his proxy to vote at his own discretion and any default on the part of a proxy in following such Paid Up Ordinary Member's instructions in relation to voting by secret ballot shall not invalidate any vote by the proxy.

RULE 19

Secret Ballot

- (a) The General Secretary or sub-committee appointed by the Executive Council for the purpose of election or voting work shall be responsible to issue ballot forms for secret ballot and shall issue them only to Paid Up Ordinary Members or their proxy.
- (b) All secret ballot forms must not be signed by the voters who mark or inscribe them and must be placed in the sealed ballot box provided by the Executive Council.
- (c) Two scrutineers shall be appointed by the Executive Council from among the Life Members and they shall be responsible to the Executive Council or the sub-committee for supervising and safeguarding the ballot box, collecting the ballot box and counting and checking the votes.
- (d) The Executive Council shall be responsible for prescribing the form of secret ballot and the form of certification and attestation by the scrutineers of the result of the secret ballot.
- (e) The General Secretary or the sub-committee shall have the right to decide on and reject any improperly or ambiguously marked ballot papers.

RULE 20

Notices

- (a) Notices required to be sent to Members by the Rules and other mail matters shall be sent to their Registered Address and shall be deemed to have been duly served on the day they are dispatched to such address.
- (b) Other than in relation to matters expressly provided for in the Rules, the Executive Council may resolve to give notice to Members on any matters in relation to Members generally by way of a notice on the Notice Board or by way of publication in any publication of the Guild in relation to such matters and the Members shall be deemed to have notice of such matters as soon as the notice is so posted or published.
- (c) No person shall affix or cause to be affixed any written or printed document on the Notice Board or any other place on the premises without the consent of the Executive Council.

RULE 21

Dissolution and Amalgamation

- (a) The Guild may only be dissolved by the consent of not less than five-sixths of the Paid Up Ordinary Members present in person or by proxy and vote at a General Meeting duly convened by the Executive Council for such purpose.
- (b) In the case of dissolution, any surplus assets remaining after the satisfaction of all of the liabilities of the Guild shall not be paid out or distributed to any Member, but shall be given or transferred to a charitable institution in Hong Kong as the Paid Up Ordinary Members present in person or by proxy shall by resolution direct at the General Meeting in which the resolution for dissolution is passed.
- (c) In the case of incorporation or amalgamation the disposal of the Guild's assets shall be subject to the conditions of any merger agreement drawn up between the Guild and the body concerned.

RULE 22

Indemnity and Compensation

- (a) Subject always to the provisions of the Trade Unions Ordinance, every member of the Executive Council of the Guild shall be indemnified by the Guild against all costs, claims, losses, damages and expenses which any such Executive Council member may incur or become liable for by reason of any contract entered into or act or thing done by such

Executive Council member, or in any way in the discharge of his duties, except such as he shall incur by reason of his own wilful neglect or default, nor shall he be answerable for the acts, neglect or defaults of any other Executive Council member or for joining in any receipt for the sake of conformity nor for the solvency nor honesty of any bankers or other persons with whom any moneys or effects of the Guild may be lodged for safe custody or for the insufficiency or deficiency of any security upon which any moneys of the Guild may be invested or for any other loss or damage due to any such cause.

- (b) The Guild shall compensate any Member for his loss as a result of taking paid or no-paid leave from his employment to attend to the business of the Guild upon the Guild's request and such compensation:-
 - (i) in the case of paid leave shall be the amount of wages including overtime and bonus, if any, the Member would have received had he worked during such time;
 - (ii) in the case of no-paid leave shall be the amount of wages deducted by the employer of the Member plus other bonus or overtime payment which the Member would be entitled to had he not taken the no pay leave.
- (c) Any claim for compensation referred to in Rule 22(b) above from Members shall be in writing address to the Administrator together with the calculation for the amount claiming and evidence supporting the amount.

RULE 23

Rules and their Alteration

- (a) A copy of the Rules shall be given by the Guild to each new Member at the time of his admission. Members shall be notified of any amendments as soon as possible and be provided with the text of the amendment free of charge. Additional copies of the Rules shall be supplied to Members on payment of a sum not exceeding HK\$2.00.
- (b) Copies of the Rules shall be readily available at the registered office of the Guild for perusal by Members.
- (c) Subject to Rule 23(d) below:
 - (i) Any proposal to amend the Rules or institute a new Rule shall be drafted and posted on the Notice Board for one calendar month with an invitation to Ordinary Members to comment thereon. On expiration of the said month the draft of the new rule or amendment to an existing rule shall be placed before an Executive Council Meeting together with Ordinary Members' comments, if any.
 - (ii) The proposed amendments incorporating any comment from Ordinary Members adopted by the Executive Council members shall be put to the Paid Up Ordinary Members for approval in General Meeting and if so approved shall be effective upon

their registration by the Registrar of Trade Unions pursuant to the Trade Unions Ordinance.

- (d) (i) The Executive Council may suspend the operation of any Rule or introduce new rules as it may consider necessary in the interests of the Guild, subject to its registration by the Registrar of Trade Unions pursuant to the Trade Unions Ordinance.
- (ii) Any such decision by the Executive Council shall be reported to the next Annual General Meeting accompanied by a report setting out the reason for the suspension or introduction as the case may be.

RULE 24

Legal Defence

- (a) Every Member whose Subscriptions are fully paid up and is not in breach of any of his obligations under the Rules is entitled to make application to the Guild for financial assistance in the provision of legal advice and/or representation in the following cases :-
 - (i) where as a result of a shipping casualty for which the Member may be held responsible or in which the Member was in anyway involved a Marine Court of Inquiry is convened in Hong Kong or elsewhere; or
 - (ii) where criminal proceedings are instituted against any Member for an offence involving a shipping casualty allegedly committed by a Member during the course of his employment as a merchant marine officer; or
 - (iii) the protection of Member's certificate and qualification as an officerPROVIDED ALWAYS that the Executive Council shall in all cases retain an absolute discretion whether or not to exercise its powers to grant financial assistance in any individual case and to impose any limit or condition in relation to such assistance and the Executive Council further reserves the right to nominate the lawyers to act on behalf of the Member and the decision of the Executive Council on these matters shall be final.
- (b) Subject to the proviso in Rule 24(a) above, where a Member is to be the subject of a Marine Court of Inquiry outside Hong Kong he may obtain the services of a local lawyer whose name should be notified to the Executive Council for approval forthwith. In the event of Member requiring legal aid at ports other than Hong Kong the Executive Council shall take into account the importance of engaging a solicitor with some knowledge of ships and proper instructions.
- (c) The Executive Council may at its absolute discretion authorise payment of reasonable emergency legal expenses of any application by the Member for financial assistance under Rule 24(a) above, such payments to be evidenced by written vouchers.
- (d) No legal assistance will be granted in respect of matters which occurred before a

Member joined the Guild and shall not cover legal costs incurred prior to the approval of the financial assistance by the Guild.

- (e) A Member should have immediately available a receipt for his current monthly or annual Subscriptions or evidence of paid up membership to avoid considerable trouble and complication and to speed up the application procedure for financial assistance under this Rule 24.
- (f) In all cases in which financial assistance under Rule 24(a) above is provided a Member concerned must keep the General Secretary fully informed as to developments which arise and particularly when the date, time and place of the inquiry are assigned. The Executive Council will then make all the necessary arrangements for the Member's defence.
- (g) In the event of any Member contemplating legal proceedings against his employer in relation to his contract of employment or where legal proceedings have been instituted by his employer against him in relation to the same, the Executive Council where the Guild funds permit may at its absolute discretion provide for the payment of the fees of solicitors and where appropriate counsel for advice, the commencement of prosecution and/or defence of legal proceedings.
- (h) The Guild shall also provide legal assistance to a Member where in the opinion of the Executive Council the general interest of all the Members or the principles for which the Guild stands maybe affected.
- (i) The Executive Council shall be entitled to withdraw or terminate any legal assistance to any Member at its discretion by giving the appropriate Member 14 days' notice in writing and the Guild shall not be required to pay for any legal fee incurred by the Member after the expiration of such notice.

RULE 25

Complaint Procedure

- (a) Any Member who is not satisfied with the operation of the Guild or the conduct of any other Member in that person 's capacity as Member or Executive Council member or consider that any Member has breached the Rules may lodge his complaint with the President in writing.
- (b) The President shall cause such complaint to be investigated and/or discussed by the Executive Council as soon as practical and shall reply to the complainant in writing as to the result of such investigation and/or discussion and the resulted action, if any.

- (c) If the Member who made the complaint considers that the Executive Council has no ground to come to the result of its investigation and/or discussion, he can by notice in writing to the Executive Council within 30 days from the date of the President's reply request the Executive Council to refer the complaint to the next General Meeting and the Executive Council shall be bound by such request unless the Executive Council considers that the request not to be bona fide.

RULE 26
The Merchant Service Club

All Guild Members shall as of right subject to the payment of the appropriate entry fee be a member of the Club, a separately registered and licensed club operating under the ultimate control of the members of the Executive Council.

RULE 27
Binding Effect

Decisions arrived at meetings of the Executive Council and General Meetings within their respective power in accordance with the provisions of the Rules and the Rules themselves shall be binding on the Members until overruled or amended in accordance with provisions of the Rules.

RULE 28
Definitions

"Rules"	means the Rules of the Guild as amended from time to time.
"President"	means the President of the Guild for the time being.
"Vice-Presidents"	means the First President and the Second Vice-President of the Guild for the time being.
"Treasurer"	means the Treasurer of the Guild for the time being.
"General Secretary"	means the General Secretary of the Guild for the time being.
"Head Office"	means the registered office of the Guild.

"Club"	means the Merchant Service Club.
"Registered Address"	means the address given by a Member on the enrolment form and registered on the Register of Members as amended by the Member from time to time in accordance with Rule 5(a)(i)
"Members"	means all Members of the Guild including Ordinary Members, Associate and Life Members.
"General Meetings"	means all Annual General Meetings and Special General Meetings of the Guild.
" Guild Officer"	means the President, the Vice-Presidents, the General Secretary and the Treasurer.
"Notice Board"	means a notice board at the Registered Office of the Guild for the purpose of posting official business of the Guild.
"Paid Up Ordinary Member"	means Ordinary Member whose Entrance Fee and Subscriptions have been paid up in full.
"Administrator"	means the Administrator appointed by the Executive Council pursuant to Rule 11 above.
"Entrance Fee"	means the Entrance Fee payable by Members pursuant to Rule 12(a) above.
"Subscriptions"	means the Subscriptions payable by Ordinary and Associate Members pursuant to Rule 12(b) above.