



By-laws of Credit Union League of Hong Kong
(Translated Version)

Registered under "Credit Unions Ordinance"
Chapter 119 of the Laws
of Hong Kong Special Administrative Region

(2015 Revised Version)

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ARTICLE I

Name, Interpretation and Registered Office

1. The name of this League shall be the "Credit Union League of Hong Kong, hereinafter referred to as "the League" and the Chinese name shall be 「香港儲蓄互助社協會」.

2. In these By-laws, unless the context otherwise requires,
 - “Board” means the Board of Directors constituted under Article IV;
 - “By-laws” means these By-laws made in accordance with Part VII of the Credit Unions Ordinance and approved by the Registrar of Credit Unions;
 - “Calendar Year” means 1 January to 31 December every year;
 - “Credit Union” means the Credit Union registered under the Ordinance;
 - “Director” means a member of the Board of the League;
 - “Financial Year” means the financial year of the League;
 - “Fund” means any of the funds incorporated under these By-laws;
 - “International Credit Union Operating Principle” means the Credit Union Operating Principle constituted by the representatives of the World Council of Credit Unions, Inc. in Panama on August 1984;
 - “League” means the Credit Union League of Hong Kong incorporated under Part XI of the Credit Unions Ordinance;
 - “League Representative” means the representative appointed by the member credit union in accordance with Section 8 of these By-laws and delegated with voting power;
 - “Member Credit Union” means the Credit Union affiliated to the League;
 - “Members’ Meeting” means an Annual Meeting or Special Meeting of Member Credit Unions of the League;
 - “Officer” means the President, 1st Vice-President, Vice-President, Secretary and Treasurer of the League;
 - “Ordinance” means the Credit Unions Ordinance, Chapter 119 of the Laws of Hong Kong Special Administrative Region;
 - “Registrar” means the Registrar of Credit Unions appointed under Section 82 of the Ordinance;

any words in the masculine gender include the meaning of the feminine gender; and
any words in the singular number include the meaning of the plural number and vice versa.

3. The registered office of the League shall be Party Room 1-2, G/F., Kam Wah House, Choi Hung Estate, Kowloon, Hong Kong or such other place in Hong Kong as may be determined by the Board and notified to the Registrar.

ARTICLE II

Objects

4. The objects of the League shall be:
 - 4.1 to protect the interests of member credit unions;
 - 4.2 to provide educational and advisory services for credit unions;
 - 4.3 to encourage and assist in the organisation of credit unions;
 - 4.4 to arrange for surety bonds (surety bonds specified in Section 33(g) of the Ordinance) and other insurance on behalf of credit unions and their employees;
 - 4.5 to set up a Stabilisation Fund in accordance with Section 72 of the Ordinance; and
 - 4.6 to undertake such other services for credit unions and the credit union movement as shall be consistent with the Ordinance.

ARTICLE III

Membership

5. Any credit union registered under the Credit Unions Ordinance and operating in accordance with the International Credit Union Operating Principles shall be eligible for membership in the League if the Board is satisfied that the said credit union is in good financial condition and is willing to comply with these By-laws.
6. Application for membership shall be made in writing and shall be submitted by the credit union to the Board together with a copy of the credit union's By-laws. Admission shall be approved by a two-thirds (2/3) vote of the Directors present at the Board meeting.
7. A credit union admitted to membership shall pay an entrance fee of HK\$100.
8. Each member credit union shall be entitled to send one (1) League Representative with voting power to all Members' Meetings of the League. The League Representative shall be appointed by each member credit union at its Annual Meeting and shall serve until the next Annual Meeting of the member credit union. The name and correspondence address of the League Representative shall be notified to the League within ten (10) days of his appointment.

9. In the event of a League Representative being unable to attend a Members' Meeting of the League, the Board of this member credit union may appoint another League Representative in his place with full voting powers. Provided that the Secretary of the League is notified of this appointment at least twenty-four (24) hours before the meeting which the League Representative is to attend.
10. A member credit union may withdraw from the League at any time on notifying the Secretary of the League in writing and shall cease to be a member on the date such notification is received by the Secretary or on a date given in such notification whichever is the later.
11. If a member credit union acts in contravention to these By-laws, or acts in any way detrimental to the interests of the League, such member credit union may be expelled by a vote of two-thirds (2/3) of the League Representatives present and qualified to vote at a Members' Meeting.
12. A credit union ceases to be a member:
 - (a) on cancellation of its registration;
 - (b) on withdrawal from the League in accordance with Section 10 of these By-laws;
 - or
 - (c) on expulsion from the League in accordance with Section 11 of these By-laws.

ARTICLE IV
Board of Directors

13. The Board of the League shall have the general direction and management of the affairs, funds and records of the League.
14. The Board shall consist of not less than nine (9) and not more than fifteen (15) members. The number of members shall be decided each year at the Annual Meeting before the election by a vote of two-thirds (2/3) of the League Representatives present and qualified to vote
15. The members of the Board shall be the members of the member credit union and shall be elected in accordance with the election procedures of Section 7 of these By-laws. All vacancies of the Board shall be filled in accordance with Section 18 of these By-laws.

16. A term of office for the Director shall be two (2) years. There shall retire from office each year the number nearest to half of the Directors who shall be those who have been longest in office. Retiring Directors shall be eligible for nomination and re-election.
(revised 13 Feb 2015)
17. Vacancies in the Board shall automatically exist under the following conditions:
- 17.1 death of a Director;
 - 17.2 resignation of a Director;
 - 17.3 withdrawal of a Director's credit union from the League;
 - 17.4 withdrawal of a Director from membership in his credit union; or
 - 17.5 expulsion of a Director in accordance with Section 25 and declaration of vacancy in accordance with Section 26 of these By-laws.
18. Any vacancy on the Board shall be filled by appointing the alternate candidate nominated by the previous Annual Meeting of members with the highest votes received. If there is no alternate candidate, the Board shall choose from the League Representative to fill the vacancy.
19. At the first meeting of the Board of Directors, which shall be held immediately following the meeting at which they were elected, the Board shall elect among themselves a President, a First Vice-President, a Vice-President, a Treasurer and a Secretary.
20. 'The President and the Treasurer' or 'the First Vice President and the Treasurer' shall be designated to sign cheques, drafts and any other instruments specified in Section 10(f) of the Ordinance. The signing of documents or contracts with the common seal affixed shall be subject to Section 69 of the Ordinance.
21. The Treasurer shall keep all funds of the League in a bank designated by the Board, keep all books of account, handle the funds and accounting of the League and perform all duties incidental to the office of Treasurer.
22. The President shall try his best to call a Board Meeting once a month to ensure the smooth operation of the League, but not less than once per quarter. The Secretary shall give each Director at least seven (7) days' notice in writing of meetings. Such notices shall contain the hour, date, place and agenda of the meeting.

23. The President may call Special Board Meetings. On the written request of not less than four (4) Directors, the President may also call a Special Board Meeting. The Secretary shall give to each Director at least five (5) days' written notice of a Special Board Meeting. Such notice shall also state the reason, hour, date, place and agenda of the meeting.
24. A simple majority of the Directors shall constitute a quorum.
25. If a Director acts in contravention to the Ordinance or these By-laws, or acts in any way detrimental to the interests of the League, such Director may be expelled by a vote of two-thirds (2/3) of the members present and qualified to vote at a Annual or Special Meeting upon a charge communicated to him in writing by the Board not less than seven (7) days before the meeting, and he shall be given the opportunity to answer, either in writing before the meeting or orally thereat.
26. Notwithstanding the provisions in Section 25, if a Director, who without due excuse approved by the Board, fails to attend regular meetings of the Board for two (2) consecutive meetings, his office as Director may be declared vacant by the Board and the vacancy filled as provided in Section 18 of these By-laws.
27. The Board of Directors shall
 - 27.1 act upon all applications for membership, approve or reject the application of membership from credit unions;
 - 27.2 designate the depository or investment for the funds of the League;
 - 27.3 authorise all expenditures related to the operation of the League;
 - 27.4 recommend the appointment of an auditor to audit the League accounts for the approval of the Annual Meeting;
 - 27.5 appoint other committees where necessary to help carrying out the objects of the League;
 - 27.6 authorise the use of, and have custody of the common seal of the League in accordance of Section 69 of the Ordinance;
 - 27.7 administer the Stabilization Fund in accordance with Section 72 of the Ordinance and Article X of these By-laws;
 - 27.8 fix from time to time the amount of any surety bond (the surety bond of the officers specified in Section 33(g) of the Ordinance) which shall be required in respect of any person concerned with the custody of money for the League, and for such purposes may authorise the payment of any premium on such bonds by the League.

28. The Board shall have the power, by a majority vote, to appoint, remove or recall the representative of the League to those associations which are connected with the credit union movement to which the League may be affiliated.

ARTICLE V

Management

29. The Board should employ a Chief Executive Officer who, under the direction of the Board, shall manage the business of the League.
30. The Chief Executive Officer shall be responsible for recruiting all employees of the League for positions authorised by the Board.
31. The Chief Executive Officer and all employees of the League shall be employed according to a contract entered into by the League and themselves.

ARTICLE VI

Members' Meeting

32. The ultimate power of the League rests in the Annual Meeting of members.
33. The financial year of the League shall end on December 31 each year, and the Annual Meeting shall be held in the month of March each year.
34. The League shall give all member credit unions and League Representatives not less than sixty (60) days' written notice prior to the Annual Meeting.
35. The Annual Meeting shall have the power to review the annual audit and the report of the Board, any sub-committee, any special committee, or any officer of the League.
36. The Board may, by a two-thirds (2/3) vote of the said Board or on the written request of two-fifths (2/5) of the member credit unions, call a Special Meeting of members.
37. The League shall give all member credit unions and League Representatives not less than twenty one (21) days' written notice prior to the Special Meeting. The notice of a Special Meeting shall contain a statement of its purposes and only the business described in the notice may be dealt with at the Special Meeting.

38. If the Board fails to convene a meeting within thirty (30) days from the receipt of a demand from the member credit unions, the member credit unions applying for such a meeting will have the right to convene the meeting by giving twenty-one (21) days' written notice which must contain the purposes of the proposed meeting, and a statement to the effect that the meeting is convened on the failure of the Board to convene the meeting demanded.
39. At any Annual or Special Meeting of members, two-fifths (2/5) of the League Representatives of all member credit unions shall constitute a quorum.
40. If at the expiration of one (1) hour after the time fixed for any Meeting of members, the League Representatives present are not sufficient to form a quorum, such meeting shall be considered dissolved if convened on the demand of League Representatives, in all other cases it shall stand adjourned. Such an adjourned meeting should be held at the same time and the same day of the following week and the same place. The Secretary should, within twenty-four (24) hours, post a notice to that effect in a conspicuous place in the office and delivered it to each member credit union and its League Representative. If at the adjourned meeting, a quorum is not present within one (1) hour from the time appointed for the meeting, the League Representatives present shall form a quorum.

ARTICLE VII

Election

41. Not less than ninety (90) days prior to each Annual Meeting, the Board shall appoint a Nominating Audit Committee of three (3) remaining Directors.
42. The nominee must be a member of the member credit unions.
43. The nominator must be an existing League Representative or the person authorised by the Board of the member credit union. Each nominator may nominate more than one nominee.
44. The nominator and the person seconded cannot be the same person.
 - 44.1 If the nominator is the existing League Representative of the nominee's credit union or the existing League Representative of any other credit union, then the person seconded must be the person authorised by the Board of the nominee's credit union.

- 44.2 If the nominator is the person authorised by the Board of the nominee's credit union, then the person seconded must be the existing League Representative of the nominee's credit union.
45. Not less than sixty (60) days prior to the Annual Meeting, the League shall send the list of the outgoing Directors, the maximum number of vacancies, the nomination form together with the notice of Meeting to each member credit union and its League Representative.
46. Nominations from the floor on the election day will not be accepted in the Annual Meeting.
47. Each nomination shall obtain the agreement and acceptance of the nominee and signed by both the nominee and the qualified seconder.
48. Not less than twenty-one (21) days prior to the Annual Meeting, the nomination form shall be submitted to the Nominating Audit Committee. Any late submission will not be entertained.
49. The Nominating Audit Committee shall audit the qualification of the nominees and, not less than fourteen (14) days prior to the Annual Meeting, the Nominating Audit Committee shall post the list of nominations of the Board in a conspicuous place in the registered office of the League, deliver the written notice to each member credit union and its League Representative by hand or by post to the last recorded address, and submit it to the Annual Meeting.
50. All vacancies of the Directors shall be elected by the League Representatives present and qualified to vote by one member one vote.
51. Each League Representative present and qualified to vote shall be given a ballot and shall elect not more than the number of vacancies among the nominees listed.
52. Tellers shall be appointed. The votes shall be tallied on the spot. If a ballot contains more than the number of vacancies, it will be void. After the tally, the nominees getting the higher number of votes shall be elected as the Directors and the others will be alternate candidates.

53. If the nominees get the same number of votes and need to be re-elected, the League Representatives present and qualified to vote shall cast a vote among these nominees, and the nominees getting the highest number of votes shall be elected.

ARTICLE VIII

Finance

54. The main source of income is the League Dues paid by the member credit unions.
55. The annual League Dues paid by the member credit unions for each financial year shall be calculated according to the membership of the member credit union as at 31 December of the previous year at a rate of HK\$35 for each adult member and HK\$15 for each member under sixteen (16) years of age. (revised 13 Feb 2015)
56. Provided when the membership of a member credit union reaches the number of 4,000 or above, the maximum total amount of League Dues payable by such credit union shall not exceed the total amount of dues paid by 4,000 adult members.
57. League Dues of each credit union shall be paid before February 28.
58. If the member credit union faces financial difficulty or other hardship and cannot pay the League Dues before February 28, it may apply to the Board of the League for deferment or payment by instalments. The Board of the League shall approve according to each individual case. Unless deferment or payment by instalments is grounded by the Board of the League, if the member credit union fails to pay the League Dues before March 15, the voting power of its League Representative in that financial year shall be cancelled.

ARTICLE IX

Annual Audit

59. The Chief Executive Officer of the League shall, after the end of the financial year and prior to the Annual Meeting, pass the records of the business, the books and accounts, and all financial transactions of the League to the certified public accountant appointed under Section 27.4 of these By-laws. The certified public accountant shall submit the report of the auditor for acceptance at the Annual Meeting.

ARTICLE X
Stabilisation Fund

60. The League may set up a "Stabilisation Fund" which shall be used as follows:
- 60.1 to provide an interest-free loan to any member credit union in order to avoid liquidation; or to assist in any matter connected with such liquidation;
 - 60.2 subject to the prior written approval from the Registrar, to use the Fund to assist any member credit union to pay the necessary expenses related to liquidation.
61. Before the Board of the League uses the "Stabilisation Fund" in accordance with Section 60.1 of these By-laws, the League has to obtain a thorough audit of the accounts of the member credit union and make an examination of all aspects of its management and is satisfied that such an interest-free loan will be of benefit to the credit union movement. In consideration of such interest-free loan, a formal resolution approved by two-thirds (2/3) of the Directors of the Board of the League and a decision on the amount and the conditions under which the loan is to be provided are required.
62. If the Board of the League uses the Fund in accordance with Section 60.2 of these By-laws, a formal resolution approved by two-thirds (2/3) of the Board of the League and a decision on the amount and the purpose are required.
63. The League shall allocate a certain percentage of the League Dues to the "Stabilisation Fund" annually. Such percentage may be determined by the Board of the League from time to time. Any income generated from depositing or investing the monies in the Development Fund shall be retained in the Fund.
64. The League must separate all financial transactions of the "Stabilisation Fund" from the operating income and expenditure accounts of the League. All monies of the Fund shall be deposited with any licensed bank.
65. The "Stabilisation Fund" shall be invested prudently as decided by the Board from time to time.

ARTICLE XI

Father Collins Development Fund

66. The League may set up a " Father Collins Development Fund", which shall be applied to the purpose of carrying out the object of the League, the arrangement of insurance and surety bond for the member credit unions and their employees, the development and the operating expenses of projects on the central administration and management, the information technology development, the marketing planning and promotion of credit unions, and the office of the League.
67. The Board of the League shall apply the " Father Collins Development Fund" in accordance with Section 66 of these By-laws.
68. The League may receive donations or contributions from any local or overseas person, credit union or organisation and credit the same into the " Father Collins Development Fund". Any income generated from depositing or investing the monies in the "Father Collins Development Fund" shall be retained in the Fund.
69. The League must separate all financial transactions of the " Father Collins Development Fund" from the operating income and expenditure accounts of the League. All monies of the Fund shall be deposited with any licensed bank.
70. The " Father Collins Development Fund" shall be invested prudently as decided by the Board from time to time.

ARTICLE XII

Hong Kong CU Movement Charity Fund

71. The League may set up a "Hong Kong CU Movement Charity Fund", which shall be applied to support and promote education development of Hong Kong and Mainland, helping those students with financial difficulties and funding for operating expenses of such development projects.
72. The Board of the League shall apply the "Hong Kong CU Movement Charity Fund" in accordance with Section 71 of these By-laws.

73. The League may receive donations or contributions from any local or overseas person, credit union or organisation and credit the same into the "Hong Kong CU Movement Charity Fund". Any income generated from depositing or investing the monies in the "Hong Kong CU Movement Charity Fund" shall be retained in the Fund.
74. The League must separate all financial transactions of the "Hong Kong CU Movement Charity Fund" from the operating income and expenditure accounts of the League. All monies of the Fund shall be deposited with any licensed bank.
75. The "Hong Kong CU Movement Charity Fund" shall be invested prudently as decided by the Board from time to time.

ARTICLE XIII

Amendments to the By-laws

76. These By-laws may be amended by vote of two-thirds (2/3) of the League Representatives present at any Annual or Special Meeting of the members, provided that the notice for the meeting has contained a copy of the proposed amendment and a statement of its purpose.
77. Not less than sixty (60) days prior to the Meeting of members, a copy of the proposed amendment together with a written notice of the Meeting shall be posted in a conspicuous place in the registered office of the League, delivered by hand or by post to each member credit union and its League Representative according to the last recorded address.
78. The amendment approved by the Meeting of members shall be effective after the Registrar has approved it in writing.

"Credit Unions Ordinance"

Chapter 119 of the Laws of the Hong Kong Special Administration Region

The registration of the foregoing revised By-laws of the Credit Union League of Hong Kong is approved under Section 67 of the "Credit Unions Ordinance" Chapter 119 of the Laws of Hong Kong Special Administration Region, this the 13th day of Feb, 2015.

Signed by WONG Chi Kwong
Registrar of Credit Unions