

# HONG KONG BAPTIST UNIVERSITY FOUNDATION

## \*\*\* CONSTITUTION \*\*\*

### I. Preamble

#### WHEREAS:

1. The University Foundation Fund (hereinafter referred to as “UFF”) of Hong Kong Baptist University (hereinafter referred to as “University”) was established in 1993. Donors to the UFF who have made contributions of HK\$100,000, HK\$500,000 and HK\$1,000,000 or above those amounts have been honoured as Friends, Sponsors and Trustees of UFF respectively.
2. To further enhance the concept of endowment to the University and to strengthen its capabilities of raising funds designated for different specified purposes, it is resolved by the Council of the University on 9 December 2008 that a foundation be established in the name of “Hong Kong Baptist University Foundation” (hereinafter referred to as the “Foundation”).
3. The aim of the Foundation will be to tap into the resources and social networks of the donors and supporters of the University who are willing to continue supporting the University.
4. The Foundation will also serve as a structure to enable and encourage donors to play an active role themselves in fundraising with the view of addressing the long-term needs of the University.
5. Existing donors of the UFF will be honoured according to the aggregate amounts that they have contributed and participate in the recognition scheme of the Foundation. Furthermore, all existing Trustees of the UFF will be honoured as Honorary Trustees of the Foundation.
6. New donors and benefactors will be approached to support the University through the Foundation and will be recognized with the recognition scheme under the Foundation.

### II. Name

7. The name of the Foundation shall be “Hong Kong Baptist University Foundation (香港浸會大學基金)”.

### III. Address

8. The address of the Foundation shall be “c/o Hong Kong Baptist University, Kowloon Tong, Kowloon”.

#### **IV. Objects**

9. The objects of the Foundation shall be: -
- (a) to enhance the capacity of the University to pursue excellence in higher education by encouraging members of the community, industry and corporation to invest in the University's future;
  - (b) in the furtherance of the aims, goals and values of the University but not otherwise, to seek financial support from individuals, organizations, corporations, regional, national, and international governments, governmental and non-governmental agencies interested in the objects of the University and in support of its activities;
  - (c) to assist the University in representing and promoting its aims, goals and values to the community at large in order to motivate individuals, corporations and other bodies to endow the University via the Foundation;
  - (d) to further enhance the fundraising capabilities of the University in the ever more competitive environment of fundraising;
  - (e) to take a leading role in identifying and soliciting private funding for and on behalf of the University;
  - (f) to enable and encourage donors to play an active role in fundraising with the view of addressing the long-term needs of the University;
  - (g) to tap into resources and social networks of the donors and supporters of the University who are willing to continue supporting the University in its development and education; and
  - (h) to advise the President and Vice-Chancellor and the Senior Officer responsible for institutional advancement of the University on the support available from the community, industry and corporation for fundraising endeavours, and on strategies for fundraising.

#### **V. Status**

10. In the initial stage of the establishment, the Foundation shall not be a separate legal entity but shall be a unit of the University with a designated account. The Court and Council of the University shall be the supreme advisory and executive body of this Foundation respectively. In long run, the University shall explore the possibility and feasibility of developing the Foundation into a separate legal entity.
11. All decisions of the Board of Governors of the Foundation, except for those relating to membership of the Foundation, shall be subject to the further consideration and approval of the Council of the University.

12. The Court of the University shall be the advisory body from whom the Foundation shall seek for advice and guidance.
13. Upon the Foundation reaching the appropriate level of funding and experience, and subject to the approval of the Council of the University, the Foundation shall be established as a separate legal entity.
14. The Council may, if considered appropriate, consult the Board of Governors on the use of the funds in the Foundation. The Court or the Council may, if considered appropriate, consult the Board of Governors on the overall strategy for fundraising.

## **VI. Membership**

15. Subject to Clause 22 below, admission to the Foundation as its members (the “Members”) should be decided by the Board of Governors, which is not obliged to give any reason for its decision.
16. All individuals, corporations and organizations are eligible to apply for becoming Members.
17. Donors who make donations of HK\$20,000 or above to the Foundation shall be honoured as Members.
18. Trustees, Sponsors and Friends of the existing University Foundation Fund shall be entitled to, inter alia, becoming Members.
19. Membership of the Foundation shall be divided into the following categories:-
  - (a) Honorary Trustees (永遠榮譽董事) (who are former Trustees of UFF);
  - (b) Honorary Permanent President (永遠榮譽主席);
  - (c) Honorary President (榮譽主席);
  - (d) Honorary Vice-President (榮譽副主席);
  - (e) Honorary Director (榮譽會董);
  - (f) Director (會董);
  - (g) Senior Member (資深會員); and
  - (h) Sponsoring Member (贊助會員).
20. Membership levels are categorized according to the aggregate of the amount of sums donated. When a member’s cumulative donation reaches a predetermined amount, the membership will be upgraded to a higher level.
  - (a) Any person who has donated the sum of HK\$20,000 or such greater sum but below HK\$49,999 or such sum as the Board of Governors shall from time to time determine shall be eligible for appointment as a Sponsoring Member.

- (b) Any person who has donated the sum of HK\$50,000 or such greater sum but below HK\$149,999 or such sum as the Board of Governors shall from time to time determine shall be eligible for appointment as a Senior Member.
  - (c) Any person who has donated the sum of HK\$150,000 or such greater sum but below HK\$249,999 or such sum as the Board of Governors shall from time to time determine shall be eligible for appointment as a Director.
  - (d) Any person who has donated the sum of HK\$250,000 or such greater sum but below HK\$499,999 or such sum as the Board of Governors shall from time to time determine shall be eligible for appointment as an Honorary Director.
  - (e) Any person who has donated the sum of HK\$500,000 or such greater sum but below HK\$999,999 or such sum as the Board of Governors shall from time to time determine shall be eligible for appointment as an Honorary Vice-President.
  - (f) Any person who has donated the sum of HK\$1 million or such greater sum but below HK\$4,999,999 or such sum as the Board of Governors shall from time to time determine shall be eligible for appointment as an Honorary President.
  - (g) Any person who has donated the sum of HK\$5 million or such greater sum or such sum as the Board of Governors shall from time to time determine shall be eligible for appointment as an Honorary Permanent President.
21. The Board of Governors may from time to time review and decide on the amount of donations, categories and conditions of membership.
22. The Board of Governors shall have absolute discretion in accepting or refusing anyone for membership and in the event of a refusal shall not be required to give any reasons thereof.
23. All Members shall be entitled to: -
- (a) receive a Certificate of Appreciation issued by the University;
  - (b) enjoy benefits offered by the University to the Members of the Foundation; and
  - (c) receive invitations to attend major events organized by the University.
24. Members who have donated HK\$1 million or such greater sum shall be entitled to have their names inscribed on a Donors' Plaque to be displayed prominently on the campus of the University.
25. Any Member shall ipso facto cease to be a Member:-

- (a) if he/she acts or behaves in a manner in contravention of the aims and objects of the Foundation or in any way damaging the reputation of the University and resolution to that effect is passed by the Board of Governors;
- (b) if his/her resignation is accepted by the Board of Governors.

## **VII. The Board of Governors**

- 26. The Foundation shall have a Board of Governors which shall be the governing body of the Foundation.
- 27. All the affairs of the Foundation shall be conducted and approved by the Board of Governors.
- 28. The Board of Governors shall consist of not less than five (5) and not more than thirty (30) members including:-
  - (a) the Officers of the Foundation;
  - (b) the Chairman of the Council and Court of the University;
  - (c) the Treasurer of the University;
  - (d) the President and Vice-Chancellor of the University; and
  - (e) the Senior Officer of the University responsible for institutional advancement.  
((b) to (e) of the above categories of members hereinafter referred to as “Ex-officio Members”)
- 29. Except Ex-officio Members, members of the Board of Governors must be Members of the Foundation.
- 30. (a) Members, other than Ex-officio Members, of the Board of Governors shall be appointed for a term of up to three years by the Council of the University upon the recommendations made by the President and Vice-Chancellor of the University.  
  
(b) The majority of the Board of Governors shall consist of representatives of the business community with substantial personal resources and influence in order to be able to contribute financially to the Foundation, and with substantive expertise to support the Foundation to achieve its mission and objectives.
- 31. A retiring member of the Board of Governors shall be eligible for re-appointment for one or more terms of up to three years for each term by the Council of the University upon the recommendations made by the President and Vice-Chancellor of the University.
- 32. The office of a member of the Board of Governors shall be vacated if he becomes bankrupt or of unsound mind or if he resigns from his office by notice in writing to the Foundation.

### **Mandates of the Board of Governors**

33. The mandates of the Board of Governors in fulfillment of the Foundation's mission will be to:-
- (a) provide long term strategic advice on fundraising to the Court and Council of the University and the President and Vice-Chancellor of the University;
  - (b) raise funds to support the stated objectives of the University and programmes of the University as articulated by the Court and Council of the University;
  - (c) monitor, evaluate and report all fundraising activities undertaken by the Foundation; and
  - (d) lend their personal support to fundraising initiatives of the University.
34. In order to discharge its mandates, the Board of Governors shall be empowered to:
- (a) consult the Chairman of the Court and Council of the University on strategies or other issues of the Foundation;
  - (b) devise programmes to fulfill the mission and objectives of the Foundation;
  - (c) review regularly the criteria for members of the Board of Governors, with reference to the mission and objectives of the Foundation;
  - (d) arrange orientation and continuing education programme for new members to the Board of Governors to ensure that they possess a good understanding of the duties of the Foundation and maintain a close relationship with the University;
  - (e) appoint standing committees of the Board of Governors to conduct specific tasks, if the Board of Governors thinks fit;
  - (f) review regularly the committee structure and the mandates of the Board of Governors to ensure the needs of the Foundation are addressed;
  - (g) review the frequency of meetings of the Board of Governors and its standing committees, the relevant meeting agenda and the quality, timeliness and sufficiency of information provided by the administration of the University to the Foundation; and
  - (h) evaluate the effectiveness of the Board of Governors and its standing committees at regular intervals.

### **Proceedings of the Board of Governors**

35. The Board of Governors shall meet for the dispatch of the business of the Foundation on such day and at such hour and such place as the Board of Governors thinks proper.
36. Meetings of the Board of Governors may be called by the Chairman of the Board or any two (6) members of the Board of Governors, by giving seven (7) days written notice to each member of the Board of Governors, either by mail, facsimile or e-mail; if, however, all of the members of the Board of Governors

shall have signed a formal written waiver of notice for such a meeting the same shall be held without notice.

37. The Secretary-General shall on the written requisition of the Chairman of the Board of Governors or not less than two (2) members of the Board of Governors convene a meeting of the Board of Governors.
38. The Director of Finance and the Director of University Advancement of the University may be invited to attend any meetings of the Board of Governors, with rights of audience and debate.
39. The Chairman of the Board of Governors shall preside at every meeting of the Board of Governors but if at any meeting the Chairman of the Board of Governors is not present within 15 minutes of the time appointed for holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Board of Governors of his intention not to attend the meeting, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If the Vice-Chairman is not present or is unwilling to act, members of the Board of Governors present shall elect one of their members to be the Chairman of the meeting.
40. The quorum necessary for the transaction of the business of the Board of Governors shall be 10% of members of the Board of Governors or three (3) members of the Board of Governors, whichever is lower. In all circumstances, at least one member under Clause 28(a) above must be present at the meeting.
41. Questions arising at any meetings of the Board of Governors shall be determined by a majority of votes of those members of the Board of Governors present and voting. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
42. A resolution made by circulation in writing signed by majority of members of the Board of Governors and annexed or attached to the Minutes Book of the Foundation shall be as valid and effective as a resolution passed at a meeting duly convened. Any such resolution may be contained in one document or separate copies prepared and/or circulated for the purpose and signed by one or more of the members of the Board of Governors. A facsimile or e-mail transmission sent by a member of the Board of Governors shall be deemed to be a document signed by him for the purposes of this Constitution.

#### **VIII. Standing Committees**

43. The Foundation may have as many committees as necessary as recommended by the Chairman of the Board of Governors with the approval of the Board of Governors to conduct specific tasks of the Foundation. The committees may include members within or outside the Board of Governors, with minimum one (1) member of the Board of Governors participating in each committee.

44. The committees shall report from time to time to the Board of Governors on the progress of its work and to seek the view of the Board of Governors where appropriate.

#### **IX. Officers of the Foundation**

45. The Foundation shall have the following Officers:-
- (a) a Chairman;
  - (b) one or more Vice-Chairmen;
  - (c) a Secretary-General; and
  - (d) a Treasurer;
46. The Senior Officer of the University responsible for institutional advancement shall serve as the Secretary-General. All of the other Officers above mentioned shall be elected by the Board of Governors among themselves at the first meeting of the Board of Governors and at each first meeting of the Board of Governors following the constitution of a Board of Governors (in each case called the “Election Meeting of Board of Governors”) and subject always to Clause 48 of this Constitution insofar as such offices are vacant. The Ex-officio Members of the Board of Governors shall be eligible for being elected as the Officers.
47. The term of each of the above Officers shall commence immediately after the conclusion of the Election Meeting of Board of Governors (the “Relevant Election Meeting of Board of Governors”) in which he/she was elected or re-elected (as the case may be) as such Officer and end on the conclusion of the following Election Meeting of Board of Governors held immediately after the Relevant Election Meeting of Board of Governors.
48. A retiring Officer shall be eligible for re-election.
49. The day-to-day operations of the Foundation will be undertaken by the staff of the University Advancement Office. The Director of University Advancement shall provide administrative support to the Foundation and to the Board of Governors.

#### **Chairman**

50. The Chairman of the Foundation shall be the Chairman of the Board of Governors, who shall have general supervision, direction and active management of the business and affairs of the Foundation. He/she shall see that all orders or resolutions of the Board of Governors are carried into effect.



### **Vice-Chairman**

51. The Vice-Chairman or Vice-Chairmen shall be responsible for assisting the Chairman to carry out his/her duties. In the absence of the Chairman, the Vice-Chairman, or one of the Vice-Chairmen to be designated by the Chairman, shall be the Acting Chairman of the Foundation.

### **Secretary-General**

52. The Secretary-General shall keep the records of the Foundation under the supervision of the Chairman and the Board of Governors, including a permanent record of all minutes of meetings of the Board of Governors which minutes shall be signed by the chairman of the meetings and placed in a minute book kept for that purpose. He/she shall also keep the Register of Members setting forth the names and addresses of the members.

### **Treasurer**

53. The Treasurer shall take such steps as may be necessary to collect monies due to the Foundation. Whenever required by the Chairman or the Board of Governors so to do, he/she shall cause a financial statement of the Foundation to be exhibited.

### **X. Use of Funds**

54. The funds raised through the Foundation shall be managed and invested by the administration of the University. The use of funds of the Foundation, including their investment income, will be at the absolute discretion of the Council of the University. Financial reports will be prepared and provided by the Director of Finance of the University to the Board of Governors.
55. A percentage of the Foundation's investment income shall be allocated annually to cover its operating and administrative expenses. The Board of Governors shall be responsible for determining the percentage of investment income to be allocated, subject to the approval of the Council of the University.

### **XI. Accounts**

56. The Board of Governors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Foundation on the matters in respect of which such receipts and expenditure take place, all sales and purchases by the Foundation, and the assets and liabilities of the Foundation; proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Foundation's affairs and to explain its transactions.

## **XII. Prohibition of Remuneration**

57. (a) No Member of the Foundation or member of the Board of Governors shall be entitled to receive remuneration of any kind from the Foundation.
- (b) Subject to sub-clauses (d) and (e) below, no portion of the income and property of the Foundation shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the Members.
- (c) No member of the Board of Governors shall be appointed to any salaried office of the Foundation, or any office of the Foundation paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (e) below) shall be given by the Foundation to any member of the Board of Governors.
- (d) Nothing herein shall prevent the payment, in good faith, by the Foundation of reasonable and proper remuneration to any officer or servant of the Foundation, or to any Member not being a member of the Board of Governors in return for any services actually rendered to the Foundation.
- (e) Nothing herein shall prevent the payment, in good faith, by the Foundation, to any member of its Board of Governors for out of pocket expenses.
- (f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-clauses (d) and (e) above.

## **XIII. Amendments to the Constitution**

58. Amendments to the Constitution must be proposed, seconded and presented to the Board of Governors for endorsement, and thereafter approval of the Council of the University.

## **XIV. Dissolution of the Foundation**

59. The Foundation may be dissolved by the Council of the University.
60. If upon winding up of the Foundation, after all debts and liabilities have been paid, the remaining assets shall be transferred to the University.

**XV. Financial Year**

61. The Financial Year of the Foundation shall run from 1<sup>st</sup> July of each year to 30<sup>th</sup> June of the year following.

\*\*\* END \*\*\*

*Revised on 16 December 2014*