



# **Rules of Employers' Federation of Hong Kong**

17 May 2007

# **RULES OF THE EMPLOYERS' FEDERATION OF HONG KONG**

## **Interpretation Clause**

1. In these Rules unless the context requires otherwise: -
  - (a) The expression “the Federation” shall mean the Employers’ Federation of Hong Kong.
  - (b) The expression “Employer” shall mean any person, firm or company employing any employees and any group of employers approved by the Federation.
  - (c) The expression “Member” shall mean any employer whose name is entered on the Register.
  - (d) The expression “Employers’ Group” shall mean any one of the Sections of the Federation into which members engaged in the same or similar business have been grouped under the provisions of Rule 6.
  - (e) The expression “the Council” shall mean the Council of the Federation duly appointed as an advisory body as provided under Rule 17. Council members are not officers of the Federation.
  - (f) The expression “the General Committee” shall mean the General Committee of the Federation or any Committee thereof to the extent to which such Committee is authorised in terms of these Rules to carry out any of the powers of the General Committee as provided under Rules 23 and 24.
  - (g) The expression “the Trustees” shall mean the Trustees of the Federation duly appointed by these Rules and as required by the Ordinance.
  - (h) The expression “Employee” shall mean anyone employed by a Member directly or indirectly for salary wages and/or other remuneration.
  - (i) The expression “the Register” shall mean the Register of the Federation kept as provided by these Rules.
  - (j) The expression “the Ordinance” shall mean the Trade Unions Ordinance, the Rules made thereunder and any statutory modification thereof for the time being and from time to time in force.
  - (k) The expression “Chief Executive Officer” shall mean the head of the office of the Employers’ Federation of Hong Kong who is not a member of the Council or the General Committee.
  - (l) Words importing the singular number shall include the plural number and vice versa.
  - (m) Words importing the masculine gender shall include the feminine and vice versa.
  - (n) Words referring to officers of the Federation, such as Chairman, etc., shall include persons duly acting in such offices as well as deputies.

- (o) The expression “Chairman” shall mean the Chairman of the Federation duly elected under Rule 20.
- (p) The expression “Vice-Chairman” shall mean the Vice-Chairman of the Federation duly elected by the General Committee under Rule 20.
- (q) The expression “Secretary” shall mean the Secretary of the Federation duly elected by the General Committee under Rule 20.
- (r) The expression “Treasurer” shall mean the Treasurer of the Federation duly elected by the General Committee under Rule 20.

### **Name and Registered Office**

- 2. The name of the Federation shall be the Employers’ Federation of Hong Kong (香港僱主聯合會) (in Chinese). The Registered Office and postal address of the Federation shall be situated in Suite 2004, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong.

### **Mission**

- 3. (i) To maintain prosperity and stability in Hong Kong by promoting and representing members’ interest in employment and related matters and promoting and maintaining a good relationship between employers and employees.

### **Objects**

- (ii) The Objects of the Federation are:-
  - (a) To maintain and promote goodwill between members and employees.
  - (b) To co-ordinate the views of employers on labour questions and to promote the interests of employers in general, taking into account the interests of employees, with a view to ensuring that the prosperity and stability in Hong Kong is maintained.
  - (c) To be the representative and authoritative policy advocate for employers in employment and related matters.
  - (d) To regulate the relations between members and employees and between members and members.
  - (e) To encourage the observance by employers of fair conditions of employment.
  - (f) To secure mutual support and co-operation in dealing with demands made or action taken by employees or Trade Unions or combinations thereof in all matters or questions affecting the general and common interests of employers and employees.
  - (g) To promote joint consultative action and to examine questions of economic and social planning.

- (h) To co-operate with any other organisation, association, statutory body, government bureau or Chamber of Commerce for the interests of employers taking into account the interests of employees.
- (i) To promote, support or oppose as may be deemed expedient, any proposed legislation or other measure affecting the interests of employers and employees generally.
- (j) To encourage and promote the formation of Associations for specific purposes affecting the rights, interests or obligations of employers and employees.
- (k) Generally to promote and protect the mutual interests of employers and employees and to do all such other lawful things as are incidental and conducive to the attainment of the above objects or any of them.

### **Membership**

4. (i) The Federation shall be composed of persons, firms and companies who are employers (or members of groups of employers) sharing the vision of the Federation in employment and related matters whose names have been duly entered on the Register. Any employer or approved group of employers desirous of becoming a member shall submit an application to the designated Committee appointed by the General Committee for this purpose for prior vetting and approval so as to have his or its name entered on the register.
- (ii) Any member reportedly employing a total of more than 100 employees for the then current year shall be permitted to nominate a subsidiary or subsidiaries as additional voting members under an umbrella membership without paying additional subscriptions provided that the number of subsidiaries permitted to be nominated by a member shall be dependent upon and determined by the total number of employees of the member as reported to the Federation and shall be subject to a maximum as listed in the table below:

<b>Classification of Members In terms of Total Number of Employees</b>	<b>Maximum Number. of Subsidiaries Entitled to be Nominated by a Member</b>
<b>101-200</b>	<b>1</b>
<b>201-300</b>	<b>2</b>
<b>301-500</b>	<b>3</b>
<b>501-1000</b>	<b>5</b>
<b>1001-2500</b>	<b>6</b>
<b>2501-5000</b>	<b>7</b>
<b>Over 5000</b>	<b>8</b>

- (iii) If the number of subsidiaries of a member exceeds the maximum number of subsidiaries permitted to be nominated as additional voting members under an umbrella membership, subsidiaries in excess of the maximum number may opt to join as members in accordance with Rule 4(i) by submitting an application and paying separate subscriptions.

### **Members' Representation**

5. In all matters affecting their membership of the Federation members may be represented by any Director, Partner, Manager, or other person whose name shall be registered with the Chief Executive Officer.

### **Employers' Groups**

6. (i) Every member shall be grouped or classified as belonging to an Employers' Group and each such Employers' Group shall constitute a section of the Federation.
- (ii) Each Employers' Group shall elect from amongst its members a Chairman of the Group by secret ballot in general meeting, who shall then be a member of the General Committee and represent their interests thereon.
- (iii) No more than one representative of a member firm (including any subsidiary companies or other interests they may represent) may be Chairman of an Employers' Group.
- (iv) The General Committee may constitute such Employers' Groups as it may from time to time think fit.

### **The Register**

7. The Chief Executive Officer shall keep at the registered office of the Federation a book to be called the "Register of Members of the Employers' Federation of Hong Kong," which book shall contain the following particulars: -
- (i) The name, address and occupation of each member.
- (ii) The name of the Employers' Group in which such member has been classified.
- (iii) The date on which the name of any person was inscribed in the Register as a member and the date on which any person ceased to be a member.

### **Subscription & Official Year**

8. (i) The scale of subscriptions shall be fixed at the Annual General Meeting. The official and financial year of the Federation shall be from the 1<sup>st</sup> January to the 31<sup>st</sup> December.
- (ii) Any member, except for a subsidiary nominated as a voting member in accordance with Rule 4(ii), admitted to membership during an Official Year shall pay a subscription **pro rata** for each month of membership inclusive of the month in which the membership is approved.
- (iii) Every applicant, except for a subsidiary nominated as a voting member in accordance with Rule 4(ii), shall within thirty days after his admission to membership pay the subscription and in each succeeding year of membership pay such subscription within thirty days of the commencement of the Official Year.

### **Notices to Members**

9. All notices sent or required by these rules to be sent to members shall be deemed to have been duly served if sent by the Chief Executive Officer through the post by pre-paid letter or post-card addressed to such members or by fax or email at their addresses as appearing in the Register, or by advertisement in a newspaper or newspapers circulating in Hong Kong.

### **Obligations of Members**

10. (i) All members shall abide by the Rules of the Federation and shall support to the best of their ability the decisions of the General Committee.
- (ii) Each member shall, on joining the Federation, lodge with the Chief Executive Officer lists showing numbers of employees, contact information and other information related to employment matters in facilitating the Federation to uphold its mission.

### **Resignation of Members**

11. Any member wishing to resign from the Federation shall give three months' advance notice in writing to the Chief Executive Officer.

### **Conduct of Members**

12. (i) If the conduct of any member or member of the General Committee appears to render such member unfit to be a member of the Federation or the General Committee, the matter shall be referred to the General Committee and considered by members of the General Committee at a meeting to be specially convened for that purpose. Seven days' written notice of such Meeting shall be given to the member concerned. The notice shall define the matter upon which the decision of the General Committee is required and the member in question shall be entitled to attend the Meeting and to make such representations as such member may desire, but shall not be entitled to be present at the deliberations of the Meeting.
- (ii) Before any such matter is considered by the General Committee the Chairman may (but shall not be required to) obtain a report from the Employers' Group or Groups to which the member belongs by classification under Rule 6.
- (iii) Any member who in the opinion of the General Committee convened as aforesaid has acted in any way contrary to the interests of the Federation or whose conduct has rendered such member unfit to be a member, may be expelled from the Federation or the General Committee, provided that, if the member so requires, but not otherwise, the member shall have the right of appeal against such expulsion to a General Meeting or an Extraordinary General Meeting of the members of the Federation to be called for that purpose. Notice in writing of such requirement must be given to the Chief Executive Officer within fourteen days of the meeting of the General Committee at which the resolution for expulsion was passed. In the event of no such request as aforesaid being made within the time hereinbefore limited in that behalf then and in such case the resolution for expulsion shall thereupon become absolute.

- (iv) Any member shall cease *ipso facto* to be a member of the Federation: -
  - (a) If such member becomes bankrupt or suspends payment or compounds with his creditors.
  - (b) If such member shall neglect to pay his subscriptions at the times and in the manner provided under Rule 8, or if such member shall persistently neglect or refuse to pay any other moneys which may be due from him to the Federation. However, such member may be readmitted as a member on his paying his subscription or other dues in arrears.
  - (c) If such member resigns in accordance with Rule 11.

### **General Meetings**

- 13. (i) The General Meeting of the Federation shall be held once in each year and such General Meeting shall be called the Annual General Meeting. All other Meetings of the Federation shall be Extraordinary General Meetings.
- (ii) The business of an Annual General Meeting shall be to receive, consider and, if thought fit, adopt the Report of the General Committee and Statement of Accounts; to elect by secret ballot a minimum of six members and the Chairman of the General Committee ; to appoint Auditors and to transact any other business which under these Rules ought to be transacted at an Annual General Meeting. All other businesses transacted at an Annual General Meeting and all businesses transacted at an Extraordinary General Meeting shall be deemed special.
- (iii) The General Committee may at any time and shall upon a requisition in writing addressed to the Chief Executive Officer by not less than five members or one member in the special circumstances outlined in Rule 12(iii) convene an Extraordinary General Meeting of the Federation. Any such requisition shall state the Resolution or Resolutions which it is desired the Extraordinary General Meeting so requisitioned shall consider.
- (iv) No resolution shall be proposed by a member at a General Meeting unless 14 days prior notice thereof shall be given to the Chief Executive Officer and Resolutions upon special business shall be Special Resolutions.
- (v) Seven clear days' notice to the members of every Meeting, specifying the place, day and hour of Meeting and (in the case of special business) the general nature of such business shall be given as hereinbefore provided under Rule 9.
- (vi) The accidental omission to give any such notice to any of the members shall not invalidate any Resolution passed at any such meeting.
- (vii) The Chairman of the General Committee, or in his absence, one of the Vice-Chairmen shall take the Chair at every General Meeting, or if there be no such Chairman or Vice-Chairman, or if at any Meeting they shall not be present within fifteen minutes after the time appointed for holding the meeting, then the members present shall choose one of their members to be Chairman. The Chairman shall be entitled to a casting vote.

## Votes of Members

14. (i) At any meeting of the Federation, with the exception of the matters noted in Rule 14(vii) which in accordance with the Ordinance shall be by secret ballot, every resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or after the declaration of the result of the show of hands) demanded by the Chairman or by at least 7 members present in person or by their registered representatives and unless a poll is so demanded a declaration by the Chairman that a resolution has, on the show of hands, been carried, or carried unanimously, or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Federation, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (ii) If a poll is demanded it shall be taken in such a manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- (iii) The demand for a poll may be withdrawn at any time before the conclusion of the meeting or adjourned meeting at which it was demanded but cannot be withdrawn thereafter.
- (iv) Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.
- (v) The demand for a poll shall not prevent the continuance of the meeting for the transaction of any other business other than the question on which the poll was demanded.
- (vi) On a show of hands every member present in person or by his registered representative shall have one vote. Upon a poll every member present in person or by his registered representative shall have one vote.
- (vii) As noted in Rule 14(i) the following matters shall be decided by secret ballot:-
- (a) appointment of members to the General Committee;
  - (b) any change of name of the Federation;
  - (c) amalgamation of the Federation with any other body registered under the Trade Unions Ordinance;
  - (d) federation of the Federation with any other trade union or a trade union federation.
- (viii) The Chairman shall both at show of hands and at the poll have a casting vote in addition to the vote or votes to which he may be entitled as a member or as a registered representative of a member.

### **Requisite Majority for Special Resolutions**

15. A Special Resolution proposed at any General Meeting shall not be valid or binding unless at least 3/4ths of the votes cast are in favour of the Resolution at a Meeting of which notice, specifying the intention to propose such Resolution as a Special Resolution, shall have been duly given.

### **Quorum**

16. Fifteen members of the Federation present in person or by duly registered representatives shall constitute a quorum at any general meeting.

### **The Council**

17. There shall be a Council, the members of which shall be appointed by the Nomination Committee as established by the General Committee in accordance with Rule 19. The Council will meet bi-annually to advise on matters of policy affecting or concerning the Federation. The Chairman of the Federation shall be the Chairman of the Council. All resolutions made in the Council shall be advisory and not be binding upon the General Committee. The maximum number of members in the Council shall not be more than 40. All of them shall be members of the Federation. The Council shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-appointment by the Nomination Committee.

### **The General Committee**

18. There shall be a General Committee which shall consist of the Chairman of each of the Employers' Groups or their Deputies duly appointed into which members have been classified and a minimum of six other members to be elected by secret ballot at the Annual General Meeting of the Federation. The total number of General Committee members shall not exceed 30. The members of the General Committee shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-election.

### **The Nomination Committee**

19. By virtue of the powers conferred on the General Committee under Rule 24, a Nomination Committee is set up for the purpose of approving candidates nominated for the position of the Chairman of an Employers' Group or as an elected member of the General Committee. The Nomination Committee is also responsible for the appointment of members of the Council.

The Nomination Committee shall consist of the Chairman of the General Committee and a minimum of 4 members appointed by the General Committee. The total number of members in the Nomination Committee shall not exceed 6. The persons so appointed shall hold office until the next Annual General Meeting when they will retire but shall be eligible for re-appointment.

The Nomination Committee shall establish such criteria for the approval of a candidate as it may determine. In particular, the Nomination Committee shall have the right to veto any nominee for the position of Chairman of an Employers' Group or an elected member of the General Committee if in its opinion, such nominee may not be able to fulfil his obligations of being a member of the General Committee. All decisions of the Nomination Committee shall be binding and final.

### **The Chairman, Vice-Chairmen, Secretary and Treasurer**

20. (i) The Chairman of the General Committee shall be elected from the members of the General Committee at an Annual General Meeting of the Federation and two Vice-Chairmen, a Secretary and a Treasurer shall be elected by the General Committee at the first meeting of the General Committee to be held after such Annual General Meeting.
- (ii) The persons so elected shall be respectively Chairman, Vice-Chairmen, Secretary and Treasurer of the Federation and shall hold office until the next Annual General Meeting when they shall retire but shall be eligible for re-election.
- (iii) The common seal of the Federation shall only be used by the authority of the General Committee and every instrument to which the common seal shall be affixed shall be signed by a General Committee member or a member appointed by the General Committee for that purpose and countersigned by the Chairman, Treasurer or Secretary.

### **General Committee Meetings**

21. (i) The General Committee shall meet as often as it shall deem necessary or desirable and not less than 4 times in each year. Meetings of the General Committee may be convened by requisition in writing signed by any member of the General Committee stating the objects for which such meetings are to be convened and forwarded to the Chief Executive Officer. Any member of the Federation may be admitted to a meeting of the General Committee at his request but shall not take any part in the proceedings.
- (ii) The Chairman or in his absence one of the Vice-Chairmen shall preside at meetings of the General Committee and shall when so presiding be entitled to a casting vote.

### **Quorum**

22. Not less than one-quarter of the members of the General Committee shall be required as a quorum and no decision of the General Committee shall be valid unless passed by not less than three-fourths of those present. Questions at all meetings of the General Committee shall be decided by a show of hands.

### **Powers and Duties of General Committee**

23. (i) The General Committee shall have absolute power to regulate, manage and control all the affairs of the Federation (including power to make by-laws) and to carry out its objects subject only to the Rules of the Federation for the time being in force, and may exercise all such powers and do all such acts and things as may be exercised or done by the Federation and are not hereby or by statute law expressly directed or required to be exercised or done by a General Meeting of the Federation, and no resolution passed at any such General Meeting shall invalidate any prior act of the General Committee which would have been valid if such resolution had not been made.

- (ii) The General Committee shall not have power to inflict a penalty upon any member except in the event of his expulsion and then only as hereinbefore provided in Rule 12.
- (iii) The commitment of the members of the General Committee shall be given on an entirely voluntary basis. No member of the General Committee shall be entitled to any salary. The Chief Executive Officer appointed by the General Committee (but being neither a member of the Council nor a member of the General Committee) shall be entitled to a salary for carrying out his duties in respect of the Federation. The amount of salary payable to the Chief Executive Officer shall be decided by the General Committee. Members of the General Committee shall nonetheless be indemnified out of the funds of the Federation in respect of all travelling and other expenditure properly incurred in and about the affairs of the Federation.
- (iv) The General Committee shall cause true accounts to be kept of all income and expenditure and of all assets and liabilities of the Federation. A statement of the income and expenditure of each official year and a balance sheet shall be prepared and audited and shall be laid before the general body of members at the Annual General Meeting. A copy of such accounts and balance sheet shall be forwarded to each member with the notice of the Annual General Meeting.
- (v) The General Committee shall cause minutes to be duly entered in books provided for the purpose:-
  - (a) of all appointments of officers and Committees made by the General Committee .
  - (b) of the names of the members of the General Committee present at each meeting.
  - (c) of all orders made by the General Committee .
  - (d) of all resolutions and proceedings of General Meeting and of Meetings of the General Committee and Committees.

Any such minutes of any General Meeting or any meeting of the General Committee or of any Committee if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes and as regards all minutes evidencing the sanction of the General Committee shall be conclusive evidence of such sanction.

#### **Committees of General Committee**

- 24. The General Committee shall have power to appoint any one or more of its members to be a Committee for any purpose or purposes, general or special to be specified in the resolution appointing such Committee. Any decision made by any Committee shall seek endorsement from the Executive Committee as set up and assigned by the General Committee

## Meetings of Employers' Groups

25. The Chairman of the Federation may at any time and the Chief Executive Officer upon the requisition in writing of any member of an Employers' Group shall, convene a meeting of such Employers' Group to consider any matter affecting the affairs of members in such Group and to advise the General Committee or any member of such Group thereon. The provisions of Rules 14 and 22 shall apply to all meetings of any Employers' Group.

## Vacancies

26. (i) Any vacancy occurring in the General Committee by reason of the death, retirement or absence from Hong Kong or other disability of a member of the General Committee may, if such vacancy shall be in respect of one of the Chairmen of the Employers' Groups, be filled by election by secret ballot among members of such group or, if such vacancy shall be in respect of an elected member of the General Committee, be elected among members of the Federation by secret ballot.
- (ii) Any member of the General Committee who shall for any reason have been absent from four consecutive meetings of the General Committee shall *ipso facto* relinquish office as a member of the General Committee, but may be again appointed in terms of this Rule to fill the vacancy thereby created.

## Trustees

27. The Trustees of the Federation shall be the four persons for the time being respectively holding the offices of Chairman of the Federation, the two Vice-Chairmen of the Federation and Chief Executive Officer of the Federation.

Any Trustee who shall cease to hold any one of the aforesaid offices shall *ipso facto* be discharged from his office as Trustee of the Federation and his successor in such office shall forthwith take his place as a Trustee of the Federation. The property of the Federation shall be vested in such four persons jointly. The title of such property shall devolve from time to time upon the four persons for the time being holding such offices without any conveyance vesting order or other assurance otherwise necessary for vesting such property in such persons.

## Property

28. All moneys of the Federation as received shall be paid into an account at a Bank selected by the General Committee. Cheques on such account shall be signed by the Chief Executive Officer and one of the other three Trustees. All properties of the Federation shall be vested in the Trustees for the use and benefit of the Federation and its members as provided in the Ordinance.

## Indemnity

29. (i) If any prosecution, action or suit at law be commenced against the Chairman, two Vice-Chairmen, any member or members of the General Committee, the Chief Executive Officer or any servant or agent of the Federation for anything done by him, or them in the proper or reasonable discharge of their duty, such person or persons shall be defended and indemnified by and at the cost of the Federation from all damages, costs and expenses which may be incidental to or result from such

prosecution action or suit at law and the Trustees are hereby empowered to apply the property and funds of the Federation for such purpose as may be directed by the General Committee from time to time provided however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

- (ii) In addition to the indemnity given by law to Trustees, the Trustees shall not be answerable or accountable for any loss sustained on account of any investment or application of the funds of the Federation made with the consent or upon the instructions of the General Committee and they shall be indemnified by any at the cost of the Federation and out of its funds from all damages, costs and expenses which may be incidental to or result from any matter whatsoever affecting the Federation in which the Trustees or any of them may be involved, and the General Committee shall direct that all such damages, costs and expenses shall be paid out of the funds of the Federation.

### **Political Objects**

- 30. No payment in furtherance of any political object as defined in the Ordinance shall be made out of any of the funds or property of the Federation unless a political fund shall first have been established as provided by the Ordinance.

### **Application of Funds**

- 31. The funds of the Federation shall be applied by the Trustees acting upon the instructions general or specific of the General Committee in payment of salaries of officials of the Federation and of the usual office and other expenses of the Federation and in furtherance of any of the objects of the Federation subject however to the provisions of Rule 30. Any funds of the Federation not immediately required for any of the aforesaid purposes may be invested by the Trustees subject to the directions of the General Committee as aforesaid in and upon any of the investments for the time being authorised by law for the investment of Trust Funds.

### **Accounts**

- 32. (i) The accounts of the Federation shall be audited once in every year in respect of the period covered by the preceding year by an authorised Auditor or Auditors appointed at the Annual General Meeting and approved by the Registrar of Trade Union (Registrar). The General Committee shall be responsible for preparing and submitting all proper accounts to members at the Annual General Meeting of the Federation as required by law and any affidavit or other return required by the Ordinance to be filed with the Registrar may be sworn, signed or otherwise verified by the Chairman or by the Chief Executive Officer on behalf of the General Committee.
- (ii) The Federation at each Annual General Meeting shall appoint an Auditor or Auditors approved as aforesaid to hold office until the next Annual General Meeting. The General Committee may fix his or their remuneration and his or their duties shall be governed by Regulations 15 and 16 of the Trade Union Registration Regulations. No member of the General Committee or officer of the Federation shall be eligible

for appointment as Auditor of the Federation. Any motion for the appointment of an Auditor who has not hitherto acted for the Federation shall be submitted to the Chief Executive Officer at least two weeks prior to the meeting at which his name is to be proposed for appointment.

### **Inspection**

33. The Register of members and Rules of the Federation, the last balance sheet and profit and loss account of the Federation and the account books of the Federation shall be open to inspection by any member by appointment at the office of the Federation at all reasonable times.

### **Alteration of Rules**

34. Any proposed alteration, addition, amendment or rescinding of the foregoing Rules or to any subsequent Rules which may be adopted hereafter under this Rules shall be submitted to the Chief Executive Officer duly proposed and seconded in writing. The Chief Executive Officer of the Federation shall thereupon circulate the same to the members of the General Committee and if such proposal is adopted by the General Committee, notice of such adoption shall be given to all members or their nominees and if no General Meeting of members shall have been convened within 21 days of the posting of such notice for the purpose of objecting to any such proposal, the same shall be deemed to have been adopted and approved by and shall be valid and binding upon all members. If any such meeting shall be convened, such proposal shall not become effective unless it is adopted and passed by resolution of the members present at such meeting in which event it shall become valid and binding upon all members.

### **Matters Not Provided for by Rules**

35. In case any matter which is not provided for in these Rules shall at any time arise or if there shall be any doubt as to the interpretation of these Rules such question shall be determined by the General Committee whose decision shall be final.

### **Dissolution**

36. The General Committee may at any time resolve that the Federation shall be wound up and dissolved and thereupon an Extraordinary General Meeting of the Federation shall be convened to consider and if thought fit, to pass a resolution that the Federation be wound up. Upon such resolution being passed notice thereof signed by not less than seven members and by the Secretary shall within fourteen days of the passing of the resolution be sent to the Registrar. Before the dissolution is registered as provided in the Ordinance, the property of the Federation shall be sold and converted into cash and all surplus funds remaining in the hands of the Trustee after satisfying all the liabilities of the Federation and the costs of winding up shall be donated to a non-profit making body with the objective of promoting good employment practices or a charitable body as determined in the Extraordinary General Meeting convened for the wound up.