



## THE HONG KONG POLYTECHNIC UNIVERSITY FOUNDATION

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

#### I. Background

1. The Hong Kong Polytechnic University Development Foundation (“PUDF”) of The Hong Kong Polytechnic University (“University”) was established in 2006. PUDF is a fundraising scheme and its administration and account are under the University’s management. Donors to PUDF who have made cumulative donations of such amounts determined by PUDF from time to time have been honoured as various membership categories of PUDF.
2. In addition, a Fund-raising Committee (“FC”) was established in July 2002 as a standing committee under the Council of the University to provide direction on the overall planning and assistance in the implementation of the University’s fund-raising drives.
3. Pursuant to Section 6(k) of The Hong Kong Polytechnic University Ordinance, Cap 1075 (the “Ordinance”), the Council has power to receive and solicit gifts and act as trustee of moneys and other property vested in the University on trust. Pursuant to Section 9(1) of the Ordinance, the Council may appoint such committee for any general or special purposes as it thinks fit and any such committee may consist partly of persons who are not members of the Council.
4. To consolidate the work of PUDF and FC and to strengthen the capabilities of the University for raising funds, it was resolved by the Council of the University on 25 March 2014 that a committee be established in the name of “The Hong Kong Polytechnic University Foundation” (hereinafter referred to as the “Foundation”) to combine PUDF and FC. The Foundation is a committee under the Council of the University.
5. The Foundation will benefit from the experience and social networks of the donors and supporters of the University who are willing to continue supporting the University. The Foundation will also serve as a structure to encourage donors to play an active role in fundraising with a view to addressing the long-term needs of the University.
6. Existing donors of PUDF may be honoured according to the aggregate amounts that they have contributed and participated in the recognition scheme of the Foundation.
7. New donors and benefactors will be approached to support the University through the Foundation and will be recognized with the recognition scheme as described herein.
8. This Constitution, which was approved by a resolution of the Council of the University made on 25 March 2014, sets out the details about the Foundation.

#### II. Name

9. The name of the Foundation shall be “The Hong Kong Polytechnic University Foundation (香港理工大學基金)”.

### **III. Address**

10. The address of the Foundation shall be “c/o The Hong Kong Polytechnic University, Hung Hom, Kowloon, Hong Kong”.

### **IV. Objects**

11. The objects of the Foundation are: -
  - (a) to secure funding resources to support the University so as:
    - i. to enhance the quality of teaching and learning through the improvement of facilities and related resources of the University;
    - ii. to advance research and technology development to meet the needs of various sectors of the society; and
    - iii. to further the all-round development of the students at the University and to enhance their competitiveness;
  - (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 a view to 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 the Vice President 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**

- 12.1 The Foundation shall not be a separate legal entity but shall be a committee under the Council of the University with a designated ledger account.
- 12.2 The Governing Committee of the Foundation may decide on matters concerning membership as stipulated in Clauses 13 to 15 of this Constitution. Save as aforesaid, all other decisions of the Governing Committee of the Foundation shall be subject to the further consideration and approval of the Council of the University.
- 12.3 The Council of the University shall be the supreme advisory body from whom the Foundation shall seek advice and guidance.
- 12.4 The Council may, if considered appropriate, consult the Governing Committee on the overall strategy for fundraising.

## **VI. Membership**

13. Donors who have made cumulative donations of HK\$20,000 or above to the University since November 1994 may be invited by the Foundation to be honoured as a member of the Foundation (“Member”) under the appropriate category as the Governing Committee thinks fit.
14. Existing members of PUDF and existing donors who have made donations to the University may be honoured as Members under the appropriate category as determined by the Governing Committee.
15. The Governing Committee shall have full discretion as to who may be honoured as Members and shall not be obliged to give any reason thereof.
16. Membership of the Foundation shall be divided into the following categories :-
  - (a) Honorary Life Chairman (永遠榮譽主席);
  - (b) Honorary Life President (永遠榮譽會長);
  - (c) Honorary Life Vice President (永遠榮譽副會長);
  - (d) Honorary Life Member (永遠榮譽會員);
  - (e) Life Member (永遠會員);
  - (f) Senior Member (資深會員); and
  - (g) Ordinary Member (普通會員).
17. Membership levels are categorized according to the cumulative sum of donation. When a Member’s cumulative donation reaches a predetermined amount, the membership can be upgraded to a higher level.
  - (a) Any person who has donated a sum of HK\$20,000 or such greater sum but below HK\$99,999 shall be eligible for honouring as an Ordinary Member.
  - (b) Any person who has donated the sum of HK\$100,000 or such greater sum but below HK\$199,999 shall be eligible for honouring as a Senior Member.

- (c) Any person who has donated the sum of HK\$200,000 or such greater sum but below HK\$499,999 shall be eligible for honouring as a Life Member.
  - (d) Any person who has donated the sum of HK\$500,000 or such greater sum but below HK\$999,999 shall be eligible for honouring as an Honorary Life Member.
  - (e) Any person who has donated the sum of HK\$1 million or such greater sum but below HK\$4,999,999 shall be eligible for honouring as an Honorary Life Vice President.
  - (f) ) Any person who has donated the sum of HK\$5 million or such greater sum but below HK\$9,999,999 shall be eligible for honouring as an Honorary Life President.
  - (g) Any person who has donated the sum of HK\$10 million or such greater sum shall be eligible for honouring as an Honorary Life Chairman.
18. The Council of the University may from time to time revise the amount of donations, categories and conditions of membership upon the recommendations made by the Governing Committee.
19. All Members shall be entitled to: -
- (a) receive a Certificate of Appreciation issued by the Foundation; and
  - (b) due acknowledgement on the official website and publications of the University.
20. A Member shall 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 a resolution is passed by the Governing Committee; or
  - (b) if he/she resigns as a Member; or
  - (c) if he/she is removed as a Member for any other reason as may be found appropriate by the Governing Committee and a resolution is passed by the Governing Committee.

## **VII. The Governing Committee**

21. The Foundation shall have a Governing Committee which shall be the governing body of the Foundation.
22. All the affairs of the Foundation shall be conducted and approved by the Governing Committee.
23. The Governing Committee shall consist of not less than ten (10) and not more than thirty (30) Committee Members consisting of:-
- (a) up to twenty-six (26) persons appointed by the Council of the University;
  - (b) the Treasurer of the University;

- (c) the President of the University; and
  - (d) up to two (2) senior staff members of the University (holding the position of Vice President or above) and are responsible for institutional advancement. (Note: (b) to (d) of the above categories of Committee Members hereinafter referred to as “Ex-officio Committee Members”).
24. (a) Committee Members, other than Ex-officio Committee Members, shall be appointed for a term of up to three years by the Council of the University upon the recommendations made by the President of the University. The Council of the University may, at any time, remove any person as a Committee Member.
- (b) The majority of the Governing Committee may consist of representatives of the business community with experience and social network to support the Foundation to achieve its mission and objectives.
25. A retiring Committee Member 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 recommendation made by the President of the University.
26. The office of a Committee Member shall be vacated if he/she becomes bankrupt or of unsound mind or if he/she resigns from the office by notice in writing to the Foundation.

### **Mandates of the Governing Committee**

27. The mandates of the Governing Committee will be to:-
- (a) provide long term strategic advice on fundraising to the Council of the University and the President of the University;
  - (b) raise funds to support the stated objectives of the University and programmes of the University as articulated by the 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.
28. In order to discharge its mandates, the Governing Committee shall be empowered to:
- (a) consult the Chairman of the 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 Committee Members, with reference to the mission and objectives of the Foundation;
  - (d) arrange orientation and continuing education programme for new Committee Members to ensure that they possess good understanding of the duties of the Foundation and maintain a close relationship with the University;
  - (e) appoint standing committees of the Governing Committee to conduct specific tasks, if the Governing Committee thinks fit;
  - (f) review regularly the structure and the mandates of the Governing Committee to ensure the needs of the Foundation are addressed;
  - (g) review the frequency of meetings of the Governing Committee 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 Governing Committee and its standing committees at regular intervals.

### **Proceedings of the Governing Committee**

29. The Governing Committee shall meet at least two (2) times per year but the Governing Committee may meet from time to time when necessary for the dispatch of the business of the Foundation on such day and at such hour and such place as the Governing Committee thinks appropriate.
30. Meetings of the Governing Committee may be called by the Chairman of the Governing Committee or any two Committee Members, by giving seven (7) days written notice to each Committee Member, either by mail, facsimile or e-mail; if, however, all of the Committee Members shall have signed a written waiver of notice for such a meeting the same shall be held without notice.
31. The Secretary shall on the written requisition of the Chairman of the Governing Committee or not less than two (2) Committee Members convene a meeting of the Governing Committee.
32. The Director of Finance and the Director of Institutional Advancement of the University shall attend the meetings of and provide support to the Governing Committee.
33. The Chairman of the Governing Committee shall preside at every meeting of the Governing Committee but if at any meeting the Chairman of the Governing Committee 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 Governing Committee of his intention not to attend the meeting, the Deputy Chairman present at the meeting shall be the chairman of the meeting. If the Deputy Chairman is not present or is unwilling to act, members of the Governing Committee present shall elect one of their members to be the chairman of the meeting.
34. The quorum necessary for the transaction of the business of the Governing Committee shall be 50% of Committee Members.
35. Questions arising at any meetings of the Governing Committee shall be determined by a majority of votes of those Committee Members present and voting. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
36. A resolution made by circulation in writing signed by majority of Committee Members 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 Committee Members. A facsimile or e-mail transmission sent by a Committee Member shall be deemed to be a document signed by him for the purposes of this Constitution.

## **Officers of the Foundation**

37. The Foundation shall have the following Officers:-
- (a) a Chairman;
  - (b) at least one (1) Deputy Chairman;
  - (c) a Secretary; and
  - (d) a Treasurer.
38. The Director of Institutional Advancement of the University shall serve as the Secretary. All of the other Officers above mentioned in Clause 37 shall be appointed by the Council of the University upon the recommendations made by the President of the University.
39. The term of each of the above Officers shall be determined by the Council of the University.
40. A retiring Officer shall be eligible for re-appointment by the Council of the University.
41. The day-to-day operations of the Foundation will be undertaken by the staff of the Office of Institutional Advancement. The Director of Institutional Advancement shall provide administrative support to the Foundation and to the Governing Committee.

### **Chairman**

42. The Chairman of the Foundation, who also serves as the Chairman of the Governing Committee, 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 Governing Committee are carried into effect.

### **Deputy Chairman**

43. The Deputy Chairman or Deputy Chairmen of the Foundation, who also serves as the Deputy Chairman or Deputy Chairmen of the Governing Committee, shall be responsible for assisting the Chairman to carry out his/her duties. In the absence of the Chairman, the Deputy Chairman, or one of the Deputy Chairmen to be designated by the Chairman, shall be the Acting Chairman of the Foundation.

### **Secretary**

44. The Secretary shall keep the records of the Foundation under the supervision of the Chairman and the Governing Committee, including a permanent record of all minutes of meetings of the Governing Committee 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**

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

### **VIII. Honorary Chairman of the Foundation**

46. Retired Chairman of the PUDF and the PolyU Foundation shall be eligible for appointment as Honorary Chairman of the Foundation by the Council of the University upon recommendation made by the President of the University. The Honorary Chairman shall promote the interest of the Foundation and provide strategic advice to the PolyU and the Foundation where appropriate. The Honorary Chairman shall serve for a term to be determined by the Council of the University and shall be eligible for re-appointment.

### **IX. Standing Committees**

47. The Foundation may have as many standing committees as necessary and as recommended by the Chairman of the Governing Committee with the approval of the Governing Committee to conduct specific tasks of the Foundation. The standing committees may include members within or outside the Governing Committee, with minimum one (1) member of the Governing Committee participating in each standing committee.
48. The standing committees shall report from time to time to the Governing Committee on the progress of their work and to seek the view of the Governing Committee where appropriate.

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

49. The funds raised through the Foundation shall be managed and invested by 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 Governing Committee.
50. A percentage of the Foundation's investment income shall be allocated annually to cover its operating and administrative expenses. The Council of the University shall be responsible for determining the percentage of investment income to be allocated.

### **XI. Accounts**

51. The Governing Committee 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**

52. (a) No Member of the Foundation or Committee Member 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 Committee Member 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 Committee Member.
- (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 Committee Member 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 Committee Member for out of pocket expenses.
- (f) No person shall be bound to account for any benefit he/she may receive in respect of any payment properly paid in accordance with sub-clauses (d) and (e) above.

## **XIII. Amendments to this Constitution**

53. The Council of the University shall have the power, from time to time, to amend/revise any of the provisions in this Constitution.

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

54. The Foundation may be dissolved by the Council of the University.
55. Upon dissolution of the Foundation, all the funds/assets shall be applied at the absolute discretion of the Council of the University.

## **XV. Financial Year**

56. The Financial Year of the Foundation shall run from 1st July of each year to 30th June of the year following.

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

July 2024