

The Hong Kong Girl Guides Association

CONSTITUTION

(Adopted pursuant to Special Resolution passed by Members of Council at the Extraordinary General Meeting on January 11, 2021)

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THE HONG KONG GIRL GUIDES ASSOCIATION CONSTITUTION

1.00	INDEX
2.00	HONG KONG GIRL GUIDES ASSOCIATION
3.00	WORLD ASSOCIATION OF GIRL GUIDES AND GIRL SCOUTS
4.00	PRINCIPLES
5.00	AIMS
6.00	PROMISE AND LAW
7.00	PROMISE BADGE
8.00	MEMBERSHIP
9.00	ADMINISTRATION
10.00	COUNCIL: FUNCTIONS, OFFICERS, MEMBERS, MEETINGS
11.00	EXECUTIVE COMMITTEE: FUNCTIONS, MEMBERS, MEETINGS
12.00	PRESIDENT
13.00	VICE-PRESIDENTS
14.00	HONORARY VICE-PRESIDENTS
15.00	CHIEF COMMISSIONER
16.00	DEPUTY CHIEF COMMISSIONERS
17.00	ASSISTANT CHIEF COMMISSIONERS
18.00	INTERNATIONAL COMMISSIONER
19.00	HONORARY SECRETARY
20.00	HONORARY TREASURER
21.00	WARRANTS AND APPOINTMENT CARDS
22.00	FINANCE AND PROPERTY
23.00	COMMON SEAL
24.00	ALTERATION OF THE CONSTITUTION
25.00	DISSOLUTION OF THE ASSOCIATION

2.00 HONG KONG GIRL GUIDES ASSOCIATION

- 2.01 The Hong Kong Girl Guides Association (the 'Association') is established pursuant to the Hong Kong Girl Guides Association Ordinance (Cap. 1020 of the Laws of Hong Kong Special Administrative Region).
- 2.02 The Association shall be promoted and active within the territorial boundaries of the area known as Hong Kong Special Administrative Region.

3.00 WORLD ASSOCIATION OF GIRL GUIDES AND GIRL SCOUTS

- 3.01 In 1978 the Association was accepted as an Associate Member of the World Association of Girl Guides and Girl Scouts (WAGGGS), and in 1981 became a Full Member. WAGGGS is the parent body and the Association shall comply with the conditions of membership as set out in the constitution of WAGGGS.

4.00 PRINCIPLES

- 4.01 The Association shall adhere to the principles in the Promise and Law laid down by the Founder, Lord Baden-Powell. These provide the spiritual and ethical codes on which Guiding grows.
- 4.02 Membership is voluntary and open to all girls and adults regardless of race, religion or nationality. The religious faith and observances of all shall be respected.
- 4.03 The Association shall be non-political, self-governing and conduct its affairs in accordance with the Constitution and Policy, Organization and Rules (POR) as adopted by the Council.

5.00 AIMS

- 5.01 To provide girls and young women with the opportunity for self-training in the development of character, responsible citizenship and service to the community as embodied in the principles of the Promise and the Law.
- 5.02 To recognize and encourage cultural identity, international goodwill and understanding by participation in and organisation of international events.
- 5.03 To provide opportunities for young women to be decision makers in the Association.

6.00 PROMISE AND LAW

6.01 A Guide, Ranger Guide, Cadet, Young Leader, Guider, Commissioner or anyone wishing to be an enrolled member of the Association must, at an enrolment ceremony, make the Guide Promise either in the following form or one of the alternative forms in the Association's Policy, Organization and Rules.

THE GUIDE PROMISE

'I promise to do my best,
To be true to myself, my God/faith*,
and my country, (# and the country in which I live)
To help others, and
To keep the Guide Law.'

**Choose either the word God or the word faith according to member's personal convictions*

For non-Chinese nationals residing in Hong Kong Special Administrative Region.

6.02 THE GUIDE LAW:

As a Guide:

1. I will be reliable, honest and trustworthy.
2. I will use my resources wisely and help others.
3. I will be true to myself and respect the opinion of others.
4. I will face challenges and learn from my experiences.
5. I will care for nature and all living things.
6. I will be friendly and a sister to all Guides.

6.03 A Brownie Guide must, at an enrolment ceremony, make the Brownie Guide Promise either in the following form or one of the alternative forms in the POR.

THE BROWNIE GUIDE PROMISE

'I promise to do my best,
To be true to myself, my *God/faith,
and my country, (# and the country in which I live)
To help others, and
To keep the Brownie Guide Law.'

**Choose either the word God or the word faith according to member's personal convictions*

For non-Chinese nationals residing in Hong Kong Special Administrative Region.

6.04 THE BROWNIE GUIDE LAW:

As a Brownie:

1. I will care for my home, my community and myself.
2. I will do a Good Turn every day.

7.00 PROMISE BADGE

7.01 The Promise Badge of the Association shall incorporate the Trefoil, the symbol of the Threefold Promise.

8.00 MEMBERSHIP

8.01 The Association shall admit to membership only those who are prepared to accept the principles and aims of the Association and abide by the POR.

8.02 Membership shall be voluntary.

8.03 After making the Promise, a person becomes an enrolled member and is entitled to wear the Promise Badge on the uniform.

8.04 There are two categories of membership, enrolled members and lay members.

8.05 A member wishing to resign from the Association may do so but must inform the Association.

9.00 ADMINISTRATION

9.01 The Association shall be administered by the following bodies and persons:

- (a) The Council
- (b) The President
- (c) The Chief Commissioner

9.02 The body corporate shall comprise the President, the Vice-Presidents, the Chief Commissioner, the Deputy Chief Commissioners, the International Commissioner, the Assistant Chief Commissioners, the Honorary Secretary to the Council and the Honorary Treasurer to the Council, and shall exercise those powers expressly conferred on it by the Ordinance.

10.00 COUNCIL

10.01 The Functions of the Council

The Functions of the Council shall be to control and manage the affairs of the Association, and in particular:

- (a) To promote and implement the principles and aims of the Association.
- (b) To approve policy and organization, and to make rules and regulations from time to time.
- (c) To establish such committees as are necessary.
- (d) To establish and maintain a Headquarters Office to administer the Association.
- (e) To act as a channel of communication between the Association and the World Association of Girl Guides and Girl Scouts (WAGGGS).
- (f) To raise and to manage various funds for the administration of the Association.
- (g) To cause a record to be kept of any property and assets belonging to or held by the Association.
- (h) With the concurrence of the Chief Commissioner, to define the areas of the Local Associations and to recommend the registration or removal of Local Associations.
- (i) With the concurrence of the Chief Commissioner to recommend the registration or removal of Trefoil Guilds.

10.02 The Council shall have the following Officers:

- (a) The Chairman (who shall be the President or a Vice-President)
The Vice-Presidents
The Honorary Secretary
The Honorary Treasurer
- (b) The Officers shall be elected by the Council at the Annual General Meeting, and they shall hold office from the date of the appointment until the next Annual General Meeting. Any vacancy occurring among the Officers of the Council may be filled by the Council.

- (c) Each Officer shall have the power to appoint a member of the Council to act as his/her deputy in his/her respective absence.

10.03 The Council shall have the following Voting Officers and Voting Members:

- (a) Officers
 - President
 - Vice-Presidents (other than Honorary Vice-Presidents)
 - The Honorary Secretary
 - The Honorary Treasurer
- (b) Ex-officio Members
 - The Chief Commissioner
 - The Deputy Chief Commissioners
 - The Assistant Chief Commissioners
 - The International Commissioner
 - The Division Commissioners
 - The Assistant Division Commissioners
 - The District Commissioners
- (c) Co-opted Members
 - A number of persons not exceeding ten (10) may be Co-opted to the Council. Such persons must be resident in Hong Kong and inspire confidence in the integrity of the Guide Movement among the public. These members shall be appointed annually by the Council.
- (d) Elected Representatives
 - Each Regional Local Association and Trefoil Guild shall elect one representative for one year, the re-appointment of these members being subject to re-election by the Local Association or Trefoil Guild in question.
- (e) Appointed Representatives
 - The Council may invite any organizations and government bodies interested in education, youth development and social welfare to nominate a representative to serve as a member of the Council provided the number of members of the Council so nominated shall not at any time exceed eight (8). These members shall be appointed annually.

10.04 Meetings of the Council

- (a) An Annual General Meeting shall be held within six (6) months of the accounts and Balance Sheet being audited, upon a date and at a place to be determined by the Executive Committee. An Extraordinary General Meeting may be called at any time by the President, the Chief Commissioner or at the request of any seven (7) members of the Council.

- (b) The Honorary Secretary shall give members at least one (1) calendar month's notice of meetings. Notice of business to be placed on the agenda shall be sent to the Honorary Secretary at least twenty-one (21) days before the appointed date of the meeting, and the agenda for such meeting shall be sent to each member not less than ten (10) days before the appointed date of the meeting. Failure on the part of any member to receive such notice shall not invalidate the business of the meeting.
- (c) Subject to Sub-Clause (d), at any meeting of the Council one third (1/3) of the members of the Council shall form a quorum.
- (d) Unless a quorum is present at any meeting of the Council no business shall be transacted except the adjournment of the meeting in question. An adjourned meeting of the Council shall be reconvened by the Honorary Secretary within four (4) weeks of the adjournment, and not less than 12 members present at the reconvened meeting shall form a quorum.
- (e) At any meeting of the Council each member of the Council eligible to vote and personally present shall have one vote. In the case of equality of votes, the chairman of the meeting shall have a casting vote. Unless otherwise stated in this Constitution, questions arising at any meeting shall be decided by a simple majority of votes.
- (f) At any duly convened meeting of the Council two-thirds (2/3) members present and voting may resolve to terminate the appointment of any member of the Council. However, the appointment of any officer of the Council shall continue for so long as she/he holds the relevant office.
- (g) At the Annual General Meeting the Council shall
 - (1) Consider the Report and Statement of Accounts.
 - (2) Appoint officers of the Council, co-opted members of the Council, and members of the Executive Committee.
 - (3) Appoint Auditors.
 - (4) Discuss business specified in the agenda of the meeting circulated to members.
- (h) The business to be transacted at Extraordinary General Meetings of the Council shall be the business stipulated in the notice or as the case may be the agenda of the meeting in question.

11.00 EXECUTIVE COMMITTEE

- 11.01 The Management of the business of the Council shall be vested in an Executive Committee, which may perform all the functions except those expressly required or directed to be exercised by the Council.

11.02 The Functions of the Executive Committee shall be:

- (a) To appoint and to determine the terms of reference and powers of any sub-committee it considers necessary.
- (b) To lay before the Council at the Annual General Meeting the Accounts and Balance Sheet, in accordance with Clause 22.04 hereafter, and a report on the progress and the state of the Association.
- (c) To appoint, on the recommendation of the Chief Commissioner, Division Commissioners, Assistant Division Commissioners, District Commissioners, and Guiders.
- (d) To cause a record to be kept of the registration and removal of all Guide Units.
- (e) To cause a record to be kept of all warrants and appointments issued and cancelled.
- (f) To appoint salaried officials, as required, upon such conditions and terms of service as are deemed necessary.

11.03 Membership of the Executive Committee:

- (a) Officers
 - The Chairman (who shall be the Chief Commissioner)
 - The Vice-chairman (who shall be a Vice-President)
 - The Honorary Secretary
 - The Honorary Treasurer
- (b) Enrolled members
 - There shall be not more than ten enrolled members amongst who must include the Deputy Chief Commissioners, the International Commissioner, and one young member.
- (c) Lay members
 - There shall be not more than ten lay members.

All members of the Executive Committee shall be appointed annually at the Annual General Meeting of the Council.

11.04 Meetings of the Executive Committee:

- (a) The Executive Committee shall meet not less than four (4) times a year at such time and places, as it shall determine.

- (b) Subject to Sub-Clause (c), the Honorary Secretary shall give fourteen (14) days notice of meetings of the Executive Committee to all members, and the agenda shall accompany the notice. Failure on the part of any member to receive such notice shall not invalidate the business of the meeting.
- (c) In the event of urgent business, the Executive Committee meeting may be convened by the Chief Commissioner at shorter notice of not less than five (5) days prior to the date of the meeting. The agenda shall accompany the notice.
- (d) Subject to Sub-Clause (e), at any meeting of the Executive Committee one third (1/3) of the members of the Executive Committee shall form a quorum.
- (e) Unless a quorum is present at any meeting of the Executive Committee no business shall be transacted except the adjournment of the meeting in question. An adjourned meeting of the Executive Committee shall be reconvened by the Honorary Secretary within four (4) weeks of the adjournment and not less than six members present at the convened meeting shall form a quorum.
- (f) At any meeting of the Executive Committee each member of the Executive Committee personally present shall have one vote. Questions arising at any meeting of the Executive Committee shall be decided by a simple majority of votes. In the case of equality of votes, the Chairman of the meeting shall have a casting vote in addition to the vote to which she is entitled as a member.
- (g) Persons not members of the Executive Committee may be invited to attend the meetings of the Executive Committee or any sub-committees in an advisory capacity but shall not be entitled to vote.

12.00 PRESIDENT

- 12.01 The President of the Association shall be the wife of the Chief Executive of Hong Kong Special Administrative Region.
- 12.02 In the event that the Chief Executive of Hong Kong Special Administrative Region has no wife, or if his wife is unable to accept the position of President, the Council, on the recommendation of the Executive Committee, shall appoint as President a person who is a resident of Hong Kong and who will inspire confidence in the integrity of the Guide Movement. Any person who holds office as President under this clause shall relinquish her position in the event that the provisions of Clause 12.01 are capable of being fulfilled.
- 12.03 The President is an Officer of the Council and shall chair all meetings of the Council. The President may appoint in writing any Vice President as her deputy to

chair any meeting of the Council in her absence.

13.00 VICE-PRESIDENTS

- 13.01 The Council, on the recommendations of the Executive Committee, may appoint as many Vice-Presidents as it considers appropriate.
- 13.02 The Vice-Presidents shall be elected by the Council at the Annual General Meeting for a term of office of one (1) year. They shall be eligible for re-election on the expiry of each term of office.

14.00 HONORARY VICE-PRESIDENTS

- 14.01 The Council, on the recommendations of the Executive Committee, may invite as many Honorary Vice-Presidents as it considers appropriate at the Annual General Meeting.
- 14.02 The Honorary Vice-Presidents shall be invited by the Council to serve for a term of office of one (1) year. They shall be eligible for re-appointment upon expiry of each term of office.
- 14.03 Honorary Vice-Presidents are non-voting members of the Council.

15.00 CHIEF COMMISSIONER

- 15.01 The Functions of the Chief Commissioner shall be:
- (a) To promote and encourage the Guide Movement in Hong Kong.
 - (b) To assist the working of the Council in the performance of its duties as set in Clause 10.00.
 - (c) To recommend to the Executive Committee for its approval appropriate persons to act as Division and Assistant Division Commissioners, District Commissioners and Guiders. Warrants and appointment cards for these appointments shall be signed and issued by the Chief Commissioner.
 - (d) To cause a record to be kept of all registrations and removals, and of all warrants and appointment cards issued, withdrawn or cancelled.
- 15.02 The Chief Commissioner shall be elected by the Council from persons nominated by any two Voting Officers and Voting Members of the Council and who indicate their consent to act as Chief Commissioner if elected. Calls for nomination by Voting Officers and Voting Members shall be at least six weeks before the election

date. An election shall be held even if the current Chief Commissioner is willing to serve another term.

- 15.03 The election shall be held at least two (2) months before the expiry of the term of office of the current Chief Commissioner by secret ballot held at a duly convened Council Meeting. The person for whom the majority of votes are cast shall be elected. In the event of a tie, the Chairman shall have a casting vote.
- 15.04 The initial term of appointment of the Chief Commissioner shall be three years. At the end of this period, the Chief Commissioner may be elected to a further three-year term but after two consecutive terms, there must be a break of three (3) years before the same person can be elected as Chief Commissioner.
- 15.05 The appointment of the Chief Commissioner shall be evidenced by a warrant, which shall be signed and issued by the President.
- 15.06 Deputy Chief Commissioner shall be appointed by the Executive Committee to act as Chief Commissioner if the Chief Commissioner is unable to carry out her normal duties.
- 15.07 The Chief Commissioner shall be free to resign her position at any time. If she resigns her position or if she is removed pursuant to Clause 15.08, the Council shall invite nominations from ex-officio members of the Council for candidates for election as a successor in accordance with Clauses 15.02 and 15.03. The election of a successor Chief Commissioner shall take place within three months of the resignation or removal of the previous Chief Commissioner.
- 15.08 If the Council, at an Extraordinary General Meeting, shall resolve that the removal of the Chief Commissioner is necessary in the interests of the Association, then a secret ballot will be held of all members of the Council to vote upon the removal of the Chief Commissioner. If 75% of the ballot shall so elect, the Council shall recommend to the President that she cancel and require the return of the Chief Commissioner's warrant.

16.00 DEPUTY CHIEF COMMISSIONERS

- 16.01 Deputy Chief Commissioners shall be appointed by the Council on the nomination of the Chief Commissioner in consultation with the Executive Committee.
- 16.02 The term of appointment of a Deputy Chief Commissioner shall be for three (3) years. The initial term of appointment may be extended by a further term of three (3) years provided the extension is recommended by the Chief Commissioner in consultation with the Executive Committee. After the second consecutive term, there shall be a break of three years before the appointment can be held by the same person. The term of appointment of an incumbent Deputy Chief Commissioner shall terminate immediately upon the appointment of a new Chief Commissioner, but the same person may be re-appointed immediately in the same

capacity of Deputy Chief Commissioner.

- 16.03 The appointment of Deputy Chief Commissioners shall be evidenced by a warrant which shall be signed and issued by the President.
- 16.04 If at an Extraordinary General Meeting the Council shall resolve that the removal of a Deputy Chief Commissioner is necessary in the interests of the Association, then a secret ballot will be held of all members of the Council to vote upon the removal of the Deputy Chief Commissioner. If 75% of the ballot shall so elect, the Council shall recommend to the President that she cancel and require the return of the warrant of the Deputy Chief Commissioner in question.

17.00 ASSISTANT CHIEF COMMISSIONERS

- 17.01 Assistant Chief Commissioners shall be appointed by the Council on the nomination of the Chief Commissioner in consultation with the Executive Committee.
- 17.02 The term of appointment of an Assistant Chief Commissioner shall be for three (3) years. The initial term of appointment may be extended by a further term of three (3) years provided that the extension is recommended by the Chief Commissioner in consultation with the Executive Committee. After the second consecutive term, there shall be a break of three (3) years before the appointment can be held by the same person. The term of appointment of an incumbent Assistant Chief Commissioner shall terminate immediately upon the appointment of a new Chief Commissioner, but the same person may be reappointed immediately in the same capacity of Assistant Chief Commissioner.
- 17.03 The appointment of Assistant Chief Commissioners shall be evidenced by a warrant which shall be signed and issued by the President.
- 17.04 If at an Extraordinary General Meeting the Council shall resolve that the removal of an Assistant Chief Commissioner is necessary in the interests of the Association, then a secret ballot will be held of all members of the Council to vote upon the removal of the Assistant Chief Commissioner. If 75% of the ballot shall so elect, the Council shall recommend to the President that she cancel and require the return of the warrant of the Assistant Chief Commissioner in question.

18.00 INTERNATIONAL COMMISSIONER

- 18.01 The International Commissioner shall be appointed by the Council on the nomination of the Chief Commissioner in consultation with the Executive Committee.
- 18.02 The term of appointment of an International Commissioner shall be for three (3) years. The initial term of appointment may be extended by a further term of three (3)

years provided the extension is recommended by the Chief Commissioner in consultation with the Executive Committee. After the second consecutive term, there shall be a break of three (3) years before the same person can hold the appointment. The term of appointment of an incumbent International Commissioner shall terminate immediately upon the appointment of a new Chief Commissioner, but the same person may be re-appointed immediately in the same capacity of International Commissioner.

- 18.03 If at an Extraordinary General Meeting the Council shall resolve that the removal of an International Commissioner is necessary in the interests of the Association, then a secret ballot will be held of all members of the Council to vote upon the removal of the International Commissioner. If 75% of the ballot shall so elect, the Council shall recommend to the President that she cancel and require the return of the warrant of the International Commissioner in question.

19.00 HONORARY SECRETARY

- 19.01 The Honorary Secretary shall be recommended to the Council by the Chief Commissioner.
- 19.02 The Honorary Secretary shall be appointed by the Council at the Annual General Meeting for a term of office of one year and shall be eligible for reappointment on the expiry of each term of office.
- 19.03 The appointment shall be evidenced by an appointment card signed and issued by the President.
- 19.04 In the absence of the Honorary Secretary, the Chief Commissioner shall appoint a member of the Council to fulfill the duties of the Honorary Secretary pending appointment of a new Honorary Secretary. The person so appointed shall have all the powers of an Honorary Secretary. The Chief Commissioner shall advise the President and the members of the Council of such appointment.

20.00 HONORARY TREASURER

- 20.01 The Honorary Treasurer shall be recommended to the Council by the Chief Commissioner.
- 20.02 The Honorary Treasurer shall be appointed by the Council at the Annual General Meeting for a term of office of one year and shall be eligible for reappointment on the expiry of each term of office.
- 20.03 The appointment shall be evidenced by an appointment card signed and issued by the President.

21.00 WARRANTS AND APPOINTMENT CARDS

- 21.01 The authority of any person to act in the capacity of
Chief Commissioner
Deputy Chief Commissioners
Assistant Chief Commissioners
International Commissioner

shall be evidenced by a warrant signed and issued by the President.

- 21.02 The authority of any person to act in the capacity of
Division Commissioners
Assistant Division Commissioners
District Commissioners

shall be evidenced by a warrant signed and issued by the Chief Commissioner.

- 21.03 The authority of any person to act in the capacity of
Guider
Assistant Guider
District Assistant

shall be evidenced by an appointment card signed and issued by the Chief Commissioner.

- 21.04 The Executive Committee on the recommendation of the Chief Commissioner has the right to cancel and require the return of a warrant or appointment card issued by the Chief Commissioner.

- 21.05 All warrants and appointment cards remain the property of the Association and are not transferable.

22.00 FINANCE AND PROPERTY

- 22.01 The Association shall maintain Bank Accounts and the appropriate authorized signatories for each Account must be approved by the Executive Committee. All Bank Accounts must include the Honorary Treasurer as one of the authorized signatories.

- 22.02 Approval for opening new Bank Accounts must be given by the Executive Committee.

- 22.03 The Honorary Treasurer shall cause true accounts to be kept of all monies received and expended by the Association and of all assets and liabilities.
- 22.04 The accounts of the Association shall be independently audited every year and a Statement of Accounts and Balance Sheet certified by the Auditors shall be presented to the Executive Committee for presentation at the Annual General Meeting.
- 22.05 The purchase and acquisition of all properties or investments by the Association must have the prior approval of the Executive Committee. The Association's assets must be held in the name of the Association in accordance with the Ordinance.
- 22.06 The income of the Association shall be applied towards the costs and expenses of the management, administration and functioning of the Association and the maintenance and the upkeep of its properties. All contributions received by the Association and any surplus income at the end of the financial year shall be used for the furtherance of the Association.
- 22.07 No contribution to the Association shall give the contributor any control whatever over the Association, and it shall not accept any contribution which purports to give any such right of control.

23.00 COMMON SEAL

- 23.01 The Executive Committee shall provide for safekeeping of the Common Seal which shall be affixed in accordance with the provisions of the Ordinance and which shall only be used with the authority of the Executive Committee.

24.00 ALTERATION OF THE CONSTITUTION

- 24.01 This Constitution may only be altered by a special resolution passed at an Extraordinary General Meeting of the Council. Not less than one (1) month's notice shall be given of any meeting of the Council at which the alteration of the Constitution is proposed, and the notice of the meeting in question shall set out in detail the proposed alteration.
- 24.02 The vote of any member unable to attend an Extraordinary General Meeting of the Council at which it is proposed to deal with any alteration to the Constitution shall be counted for or against the proposed resolution, as such member may indicate, as if such member were present in person at the meeting in question if written notice, duly signed by the member in question, is received by the Honorary Secretary not less than twenty-four (24) hours before the meeting in question.

25.00 DISSOLUTION OF THE ASSOCIATION

25.01 The Association may be dissolved at an Extraordinary General Meeting of the Council, specially convened for that purpose, if not less than that three fourths (3/4) of the members of the Council present and voting at such a meeting shall so resolve. Two-thirds (2/3) of the members of the Council shall constitute a quorum for such an Extraordinary General Meeting.

25.02 If upon the dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, and which:

- (a) shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under this Clause 22.00; and
- (b) shall have in its or their Constitution(s) a provision substantially similar to this Clause,

such institution or institutions to be determined by three fourths (3/4) of the members of the Council before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

(In the event of any inconsistency between the Chinese and English versions, the English version shall prevail.)

COPIES OF THE HONG KONG GIRL GUIDES ASSOCIATION ORDINANCE (CAP.1020) ARE AVAILABLE AT THE GOVERNMENT BOOKSTORE.