



Constitution of the Corporate Registers Forum (CRF)

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Definitions

1.1 In these Rules where not inconsistent with the context:

"Executive Committee" means the President, the immediate past president, the Secretariat, the Treasurer and other members elected at an Annual General Meeting;

"Host Jurisdiction" means the Member appointed to act as the host for an upcoming AGM or CRF forum;

"Member" means a Register whose application for membership under Rule 4.1 has been approved and whose annual membership contributions under Rule 4.3 are paid;

"Objects" means the objects stated in Rule 3.1;

"President" means the senior representative appointed by the Host Jurisdiction to act on behalf of the Host Jurisdiction during the hosting year;

"Register" means a government department, agency or public authority that has jurisdiction for corporate registry policy, practice and/or regulation;

"Secretariat" means the functions stated in Rule 7.3 which are provided by a Member appointed by the Executive Committee;

"Treasurer" means the functions stated in Rule 8.3 which are provided by a Member appointed by the Executive Committee;

"Voting Jurisdiction" means any jurisdiction that has at least one (1) Member;

Words importing the singular include the plural and vice versa.

Name

2.1 The name of the society is the Corporate Registers Forum ("CRF").

Objects

- 3.1 The Objects of the CRF are:
- 3.1.1 To promote liaison, co-operation and discussion among Members' jurisdictions/countries;
 - 3.1.2 To exchange or facilitate the exchange of information on the registry systems of Members' jurisdictions/countries, their roles and responsibilities, and issues relevant to their activities, including operational and management practices and procedures, technologies used or proposed and responses to changing registration trends;
 - 3.1.3 To identify issues and problems that are seen to impede the efficient and effective management of registries, particularly any cross-border issues; and
 - 3.1.4 To liaise with other international registry management organisations and constituencies on common registry management issues.

Membership

- 4.1 Any "Register" may make an application for membership.
- 4.2 Applications for membership must:
- 4.2.1 be sent to the Secretariat;
 - 4.2.2 include a description of the applicant, their responsibilities and roles and a description of the Register that the applicant represents; and
 - 4.2.3 be approved by the Executive Committee.
- 4.3 Annual membership contributions are decided by the CRF at the Annual General Meeting on the recommendation of the Executive Committee, and are payable annually no later than 60 days after the AGM or in the case of new members, immediately on approval of membership.
- 4.4 Membership is terminated on notification by the Member to the Secretariat; or on failure to pay the determined membership contribution within three (3) months of the due date. Membership may also be terminated by the Executive Committee if the Member no longer represents a Register.
- 4.5 Observer status may be granted by the Executive Committee to Registers whose application for membership is pending approval. This will permit the applicant to attend General Meetings (but not vote) and at the discretion of the Executive Committee, to receive CRF literature.
- 4.6 The Executive Committee may expel a Member if the Executive Committee considers that they have acted contrary to the objects or interests of the CRF. The Member concerned will have an opportunity to present any submissions to the Executive Committee before a decision on the expulsion is made. Notice in writing of any expulsion will be given to the Member concerned.

Meetings

- 5.1 The CRF comprises:
- 5.1.1 The Members in General Meeting; and
 - 5.1.2 The Executive Committee.
- 5.2 The CRF will hold a General Meeting at least once every calendar year (the Annual General Meeting) and such other General Meetings as are necessary for the conduct of the CRF's business. The Annual General Meeting will be held each year at a date, time and place to be determined by the Executive Committee.
- 5.3 At each AGM, the Executive Committee will decide on the Host Jurisdiction of for future CRF forums and AGMs. The Host Jurisdiction will automatically reside as President on the Executive Committee during the hosting year.

- 5.4 The business of the Annual General Meeting will be to:
- 5.4.1 receive reports on the work of the Executive Committee;
 - 5.4.2 make decisions (including the amount of the annual membership contributions);
 - 5.4.3 hold necessary elections;
 - 5.4.4 consider any proposed amendments to the rules;
 - 5.4.5 approve minutes, the annual report and the annual accounts of the CRF;
 - 5.4.6 issue directions to the Executive Committee; and
 - 5.4.7 dispose of such other matters as may be necessary for the conduct of the CRF's business including any matters relating to the objectives of the CRF outlined in 3.1.
- 5.5 Members will be given at least sixty (60) days notice of General Meetings (unless there are matters requiring urgent consideration of Members) and not less than ninety (90) days notice where amendments to the Rules are to be considered. The notice of the General Meeting and the Agenda proposed by the Executive Committee will be accompanied by an invitation to Members to table any other business for consideration and/or decision at the General Meeting.
- 5.6 Notice of any such business and resolutions will be required to be given to the Secretariat not less than forty-five (45) days before a proposed General Meeting.
- 5.7 The final Agenda and resolutions will be sent to all Members by the Secretariat not less than thirty (30) days before a proposed General Meeting, accompanied by the papers enabling Members who do not attend to vote on the resolutions and to provide their views on any other matters which will be conveyed by the President to the General Meeting.
- 5.8 A Special General Meeting may be called by the Executive Committee or, if requested, by 25% of Voting Jurisdictions. Such a request must be in writing and sent to the Secretariat and contain notices of motion for all the business to be transacted at the meeting. On receiving such a demand, the Secretariat will convene a Special General Meeting within six (6) weeks. The notice calling the meeting will specify all business to be transacted.
- 5.9 The current President of the Executive Committee (or in his or her absence, another member of the Executive Committee) presides over the General Meeting. In addition, to assist the President in the conduct of General Meeting business, a Vice President for a General Meeting may be appointed from amongst the Members of the Voting Jurisdiction where the General Meeting is to be held.
- 5.10 A quorum for a General Meeting is constituted by eight (8) Members attending the General Meeting.
- 5.11 Decisions are taken by a simple majority of Voting Jurisdictions present or conveying their vote to the Secretariat in advance of the meeting, except in relation to any proposed dissolution of the CRF or amendment to these Rules. In the event of a tie in voting, the President has a second and casting vote.
- 5.12 The CRF by consent of a simple majority of Voting Jurisdictions conveyed to the Secretariat may decide to conduct a General Meeting (including the Annual General Meeting) by post or other means of communications. A General Meeting called and conducted by post or other means of communication may dispose of General Meeting business, including setting the membership contribution, holding necessary elections and approving the annual report and annual accounts.

Voting

- 5.13 Voting at all General Meetings is limited to one (1) vote per Voting Jurisdiction. Where there is more than one (1) Member from a Voting Jurisdiction, those Members must determine amongst themselves how their one (1) vote will be cast.
- 5.14 Votes on any matters provided for in these rules may be conveyed to the Secretariat by post, by facsimile transmission, or by email.
- 5.15 Votes which are conveyed to the Secretariat by post, facsimile transmission or email must reach the Secretariat not less than seven (7) days before the General Meeting at which they are to be used, or such other time as the Executive Committee decides is appropriate and reasonable in the particular circumstances and is notified to Members.

Executive Committee

6.1 The Executive Committee comprises:

6.1.1 The President;

6.1.2 The immediate past President;

6.1.3 A minimum of four (4) and a maximum of six (6) individuals each representing a Member, elected by Voting Jurisdictions at an Annual General Meeting or in advance of the meeting;

6.1.4 The Secretariat (ex-officio, non-voting); and

6.1.5 The Treasurer (ex-officio, non-voting).

6.2 Only one (1) Member from each Voting Jurisdiction may be elected to the Executive Committee. The Executive Committee should, as far as possible, comprise Members from different geographical areas.

6.2.1 Notwithstanding the requirement at 6.2 an individual from any jurisdiction may be appointed as Treasurer or Secretary regardless of whether that jurisdiction is already represented on the Executive Committee.

6.3 Any individual nominated as a candidate for election to the Executive Committee must have consented to their nomination.

6.4 The Members elected to the Executive Committee are appointed for a two year period from the conclusion of the Annual General Meeting at which they are elected to the conclusion of the Annual General Meeting two years later at which time they are required to stand for re-election, or in particular circumstances their period of appointment extended by General Meeting. Casual vacancies may be filled by the Executive Committee until the next General Meeting.

6.5 The immediate past President will automatically become a member of the Executive Committee for the following period regardless of the provision at 6.4.

6.6 The elected members of the Executive Committee must also appoint two additional Members to undertake the functions of the Secretariat and Treasurer.

6.7 The Executive Committee makes decisions necessary to achieve the objectives of the CRF and in accordance with any directions given by the CRF in General Meeting.

6.8 The Executive Committee may set up sub-committees to assist with the performance of its duties, and for such purposes may co-opt other persons to serve on such sub-committees or invite other persons to take part in their deliberations.

6.9 A majority of members of the Executive Committee constitutes a quorum and decisions are made by the majority of the members present.

6.10 In the event of a tie in voting, the President has a second and casting vote.

6.11 Deliberations among members of the Executive Committee may be conducted by any means of telecommunications which are valid if confirmed in writing.

6.12 The Executive Committee makes, and is responsible for the maintenance of internal rules (available to all Members) which are consistent with these Rules and provide for the administration of the CRF and the proper conduct of business. The internal rules covering matters for the proper conduct of business include provisions for:

6.13.1 The keeping of the administrative records of the CRF;

6.13.2 The keeping of the financial records of the CRF;

6.13.3 The authorisation of receipts and payments of the CRF and arrangements for the holding of CRF's funds;

6.13.4 The transfer of administrative records when the functions of the Secretariat are transferred from one Member to another;

- 6.13.5 The transfer of financial records and of funds when the functions of the Treasurer are transferred from one Member to another; and
- 6.13.6 The disposal of the CRF's administrative and financial records in the event of the dissolution.

Secretariat

- 7.1 The Secretariat is to be appointed by the Executive Committee for a term not exceeding two years from the date of appointment, and must act in accordance with the instructions of the Executive Committee.
- 7.2 An incumbent Secretariat may be reappointed for a further term, but such reappointment is done so at the discretion of the Executive Committee.
- 7.3 The Secretariat will:
 - 7.3.1 Keep the records and minutes of the Executive Committee and of the CRF in General Meetings (in English), and includes receiving and recording votes received by post, facsimile transmission or by email;
 - 7.3.2 Ensure that the rules are reviewed as necessary;
 - 7.3.3 Issue membership application forms as requested;
 - 7.3.4 Receive and examine applications for membership for consideration by the Executive Committee;
 - 7.3.5 Keep an up to date Register of Members which may be made available to Members from time to time;
 - 7.3.6 Carry out other functions assigned to it by the Executive Committee;
 - 7.3.7 Ensure that CRF records kept by the Secretariat are transferred to the incoming Secretariat.
- 7.4 The records of the CRF must be kept at the office of the Secretariat which is notified to Members.

Termination

- 7.5 The Secretariat may terminate their appointment by providing at least sixty (60) days notice in writing to the Executive Committee. The position may also be terminated by the Executive Committee by giving the Secretariat not less than sixty (60) days notice in writing, or if the Secretariat no longer represents a Register.
- 7.6 The vacancy may be filled by the Executive Committee until the next General Meeting.

Treasurer

- 8.1 The Treasurer is to be appointed by the Executive Committee for a term not exceeding two years from the date of appointment, and must act in accordance with the instructions of the Executive Committee.
- 8.2 An incumbent Treasurer may be reappointed for a further term(s), but such reappointment is done so at the discretion of the Executive Committee.
- 8.3 The Treasurer will
 - 8.3.1 Manage and maintain records in respect of the financial affairs of the CRF;
 - 8.3.2 Prepare, as soon as possible after the end of the financial year, accounts on the CRF's income and expenditure together with a balance sheet for the financial year;
 - 8.3.3 Arrange for the Chair and at least one (1) other member of the Executive Committee to certify the financial accounts and submit them to the Members for approval in General Meeting;
 - 8.3.4 Prepare budgets and projections of income and expenditure for the CRF and make them available to the Executive Committee and the Members from time to time and submit the budget to the Executive Committee and General Meeting for the purposes of recommending and deciding annual membership contributions;

- 8.3.5 Notify Members of the annual membership contributions due and issue a final reminder notice twenty-one (21) days prior to the end of the three (3) month period for payment for any unpaid contributions;
- 8.3.6 Carry out other financial functions assigned to it by the Executive Committee;
- 8.3.7 Ensure that CRF records and funds are transferred to the incoming Treasurer.

8.4 The records of the CRF must be kept at the office of the Treasurer which is notified to Members.

Termination

8.5 The Treasurer may terminate their appointment by providing at least sixty (60) days notice in writing to the Executive Committee. The position may also be terminated by the Executive Committee by giving the Treasurer not less than sixty (60) days notice in writing, or if the Treasurer no longer represents a Register.

8.6 The vacancy may be filled by the Executive Committee until the next General Meeting.

Control and investment of funds

9.1 The Executive Committee may submit proposals to a General Meeting for raising additional income from and in connection with the business and activities of the CRF.

9.2 An annual account of the CRF income and expenditure must be submitted for approval to the Annual General Meeting by the Executive Committee.

9.3 Neither the Executive Committee nor any of its members may commit the CRF to expenditure beyond the budget approved by a General Meeting without further authority of the CRF membership. Subject to this, cheques or other instruments may be issued under the single signature of one (1) of those persons authorised by the Executive Committee for that purpose.

9.4 No Member may commit the CRF to expenditure, without the approval of the Executive Committee.

9.5 The income and property of the CRF, however derived, shall be applied solely towards the promotion of the objects of the CRF as set out in this Constitution.

9.6 Subject to sub-clauses (9.8) and (9.9) below, no portion of the income and property of the CRF shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the CRF.

9.7 No member of the Executive Committee of the CRF shall be appointed to any salaried office of the CRF, or any office of the CRF paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause (9.8) below) shall be given by the CRF to any member of the Executive Committee.

9.8 Nothing herein shall prevent the payment, in good faith, by the CRF of reasonable and proper remuneration to any officer or servant of the CRF, or to any member of the CRF not being a member of the Executive Committee of the CRF in return for any services actually rendered to the CRF.

9.9 Nothing herein shall prevent the payment, in good faith, by the CRF :-

9.9.1 to any member of its Executive Committee of out-of-pocket expenses;

9.9.2 of reasonable and proper rent for premises demised or let by any member of the CRF or of its Executive Committee;

9.9.3 of remuneration or other benefit in money or money's worth to a body corporate in which a member of the CRF or of its Executive Committee is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

9.9.4 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 (9.8) and (9.9) above.

10.1 The annual financial reports of the CRF must be audited annually.

Alterations of rules

11.1 The rules of the CRF may be amended by the CRF in General Meeting, subject to notice of a proposal to do so of not less than thirty (30) days communicated to all Members and with the approval of 75% of the Voting Jurisdictions. Any such amendments come into effect thirty (30) days after the General Meeting at which they are approved, or such longer period as that General Meeting considers appropriate.

Common seal

12.1 The Executive Committee will provide a common seal for the CRF and may from time to time replace it with a new one.

12.2 The Secretariat will have custody of the common seal, which will only be used by the authority of the Executive Committee. Every document to which the common seal is affixed must be signed by the single signature of a person authorised by the Executive Committee for that purpose.

12.3 The Secretariat must maintain a record of each time the Common Seal is used.

Dissolution

13.1 The CRF may be dissolved, after all liabilities have been discharged, if a 75% majority of all Voting Jurisdictions at a General Meeting agree. The assets of the CRF will be distributed in accordance with clause 13.3, and any other matters dealt with, as determined by the General Meeting.

13.2 If, at any General Meeting, a resolution for the liquidation of the CRF is passed by a simple majority of the Voting Jurisdictions, and such resolution is confirmed at a Special General Meeting to be held at least thirty (30) days later, the CRF will appoint a liquidator who shall realise the CRF assets. After the discharge of all liabilities, any remaining funds will be distributed as determined by clause 13.3.

13.3 If upon the winding up or dissolution of the CRF there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of the CRF; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the CRF, and which 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 CRF under or by virtue of clause (9.8) above, such institution or institutions to be determined by the members of the CRF at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.