

Independent Publishers of Hong Kong is a group of Hong Kong-based publishers who produce a diverse range of books, from art books to biographies, poetry to guidebooks, children's books to non-fiction, and more. Our common ground is that we tend to be smaller rather than larger presses. **The goal of IPHK is to work in collaboration to support each other's endeavours, share resources, and give added volume to our collective voice.**

Declaration of Independents

Bylaws of the INDEPENDENT PUBLISHERS OF HONG KONG

ARTICLE I – Name and Location

Section 1. Name.

The name of this organization shall be **Independent Publishers of Hong Kong**, a non-profit partnership registered in Hong Kong SAR (Business Registration Certificate No. 36665204, first registered on April 8th, 2006).

Section 2. Location.

The registered address of the Partnership shall be the offices of Blacksmith Books, 5/F, 24 Hollywood Road, Central, Hong Kong. The locality is subject to change by a majority vote of the entire Committee.

ARTICLE II – Purposes

Section 1.

The purpose of the Partnership is to promote and advance small and independent publishers among all sectors of the local English and Chinese-language publishing community through joint marketing and distribution efforts, information dissemination, event planning and the facilitation of new opportunities for the member publishers. Activities include, but are not limited to, participation in book fairs and literary festivals, holding functions for the general reading public, and hosting a website and/or blog. The Partnership will not ordinarily act as a publisher, unless under special circumstances.

Section 2.

The Partnership is organized for promotional purposes and is operated as a legal Partnership in accordance with the regulations of the Business Registrations Ordinance (Chapter 10) in Hong Kong.

ARTICLE III – Membership

Section 1. Qualification:

Membership shall be open to any publishing company incorporated in Hong Kong which meets the following conditions:

1. It has been in business for at least 12 months and holds a valid Business Registration Certificate; and
2. It has published three or more books, which have been distributed commercially.
3. It is not a run primarily as a self-publishing operation; i.e. the majority of its book list is not authored by the publisher.

Section 2. Application:

All applicants for membership shall complete the application form provided by the Director of the Partnership.

Section 3. Admission of Members:

Applicants who support the purpose of the Partnership shall be eligible for membership upon approval by a majority vote of the entire Committee. A register of members shall be maintained by the Director, and shall be open to inspection by members.

Section 4. Resignation:

Any member may resign by filing a written resignation with the Director, but such resignation shall not relieve the member of their obligation to pay any outstanding dues or other fees.

Section 5. Reinstatement:

A former member desiring a continuous membership may be reinstated through reapplication and payment of all dues in arrears. If a continuous membership record is not desired, the member may be reinstated on reapplication and payment of current year's dues.

Section 6. Expulsion:

Members may be expelled from membership, for cause, by a unanimous vote of the entire Committee. For any cause other than non-payment of dues, expulsion shall occur only after the member has been given ample notice of the complaint and has been given an opportunity to present a defence against the expulsion.

Section 7. Annual General Meetings:

Members may attend an Annual General Meeting (to be held at the end of March, or at a time determined by the Committee) in order to vote in the next year's Committee and to discuss business related to the Partnership.

ARTICLE IV – Dues

Section 1. Dues:

Annual dues shall be established by the Committee and shall be paid on the 1st of April of each year. New members may pay a pro-rata amount based on the remaining number of months in the fiscal year in which they join. Besides the annual dues, members may choose to participate in all Partnership events and the costs of any such events shall be split amongst the participating members.

Section 2. Delinquency:

Following a reminder and a reasonable period of time to be determined by the Committee, membership shall automatically be revoked without further notice after the non-payment of dues.

Section 3. Refund:

No dues shall be refunded to any member whose membership is terminated for any reason.

ARTICLE V – The Committee

Section 1. Composition of the Committee:

The Committee shall consist of five Members, two of whom shall be specifically elected officers, the Director and the Deputy Director. All Committee Members must have been a member of the Partnership for one full year prior to being elected.

Section 2. Authority:

The Committee shall be the governing body of this Partnership and shall direct and decide all affairs of the Partnership: its events, committees, publications, meetings, policies and procedures, and financial matters. The Committee shall act for the members on all matters. The Committee shall take into consideration all comments and suggestions from other Members, and will make all decisions based on the common interests of its Members. Decisions of the Committee shall be reported to the members by email or at the next Annual Meeting.

Section 3. The Director and Deputy Director:

Within the Committee, the Partnership shall retain a Director, and a Deputy Director who will take on all duties of leading the Partnership if the Director is temporarily unavailable or has resigned his/her post. The Director shall have authority to sign cheques along with one other signatory from the Committee, and may act as agent for all official business of the Partnership.

Section 4. Term of Office:

All Committee members (including the Director and Deputy Director) are voted in annually on April 1st. The initial committee shall consist of the five founding Members of the Partnership until the first elections are called on April 1st, 2008.

Section 5. Meetings of the Committee:

The Committee shall meet regularly as deemed necessary. Meetings of the Committee may be called by the Director or at the request of any three Committee members.

Section 6. Quorum:

In determining issues related to running the Partnership, a majority of all of the Committee shall constitute a quorum.

Section 7. Vacancies:

Vacancy in any elected office may be filled for the balance of the term by the Committee.

Section 8. Removal:

The Committee, at its discretion, may remove any officer or director for cause by a majority vote of the entire Committee. Removal shall occur only after the member complained against has been given ample notice and an opportunity to respond.

Section 9. Compensation:

Committee members shall not receive any financial compensation for their services.

ARTICLE VI – Nominations and Elections

Section 1. Voting Eligibility:

Members who have been formally registered within the Partnership for one year are eligible to nominate and vote for the Members of the Committee.

Section 2. Qualifications:

All nominees selected to run for office must have been a member for one full year prior to the election.

Section 3. Dual Office:

No member shall simultaneously hold more than one elected office.

Section 4. Nominations:

Members may nominate any other eligible Member to serve on the Committee, including for the roles of Director and Deputy Director. All nominations must be seconded by another Member.

Section 5. Voting Procedure:

Voting will take place at the Annual General Meeting (to be held at the end of March, or at a time determined by the Committee).

Section 6. Quorum for Ballot:

To be valid, ballots must be cast by the majority of all Members.

ARTICLE VII - Finances

Section 1. Fiscal Year:

The fiscal year of the Association shall be from April 1st to March 31st.

Section 2. Bank account:

The Partnership shall maintain a bank account, into which all annual dues shall be paid. Cheques must be signed by two authorized members of the Committee, one of which must be the Director.

Section 3. Expenses:

Funds in the Partnership's bank account shall be used to pay the annual recurring expenses of the partnership, including government fees and web hosting fees. Any dues money left over after the payment of annual expenses may be used towards other group expenses, such as advertising, promotional materials, the printing of fliers, etc., on approval by the Committee.

Section 4. Liability:

No bank loans or other form of Liability shall undertaken in the name of the Partnership, unless by unanimous approval from all the Members. Any and all Liabilities (whether actual, known to be imminent, or under consideration by the Members) shall be disclosed to potential new Members prior to their joining the Partnership.

Section 5. Disclosure:

Any information on the financial standing of the partnership shall be reasonably shared and disclosed to any Members who request it. A financial summary will be given at the Annual General Meeting by the Director.

ARTICLE VIII – Dissolution

Section 1. Dissolution

Upon dissolution or final liquidation of the Partnership, the Committee shall, after paying or making provision for payment of all Liabilities of the Partnership, dispose of all of the assets of the Partnership exclusively for the purposes of the Partnership in such a manner, or to such organizations operated exclusively for charitable purposes, as the Committee shall determine.

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