

THE COMPANIES ORDINANCE (CHAPTER 32)

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A Company Limited by Guarantee and  
Not having any Share Capital

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**DRAFT**

**ARTICLES OF ASSOCIATION**

**OF**

**Hong Kong Institute of Urban Design Limited**

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First amended on 5<sup>th</sup> May 2011

Second amendment on 7 October 2013

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## Interpretation

1. In these articles and any bye-laws:-

“Month” means calendar month.

“Ordinance” means the Companies Ordinance, Chapter 32.

“Seal” means the common seal of the Institute.

“Secretary” means any person appointed to perform the duties of the secretary of the Institute.

“Bye-laws” means the bye-laws of the Institute in force from time to time;

“Articles” means the Articles of Association of the Institute in force from time to time;

“General Council” means the General Council of the Institute for the time being constituted under this Articles and the Bye-laws;

“Full Member”, “Associate Member”, “Graduate Member”, “Student Member”, “Fellow” “Honorary Member” or “Retired Member” constitute the different classes of membership of the Institute as defined in the Articles and Bye-laws;

“Non-resident” means a status of membership for any Fellow, Full Member, Associate Member or Graduate Member who is not ordinarily resident in Hong Kong.

“Institute” means the Hong Kong Institute of Urban Design Limited;

“Corporate Affiliate” means companies listed as Corporate Affiliates in accordance with the Articles and Bye-laws of the Institute.

“Friends of the Institute” means persons listed as Friends of the Institute in accordance with the Articles and Bye-laws of the Institute.

“Advisors” means persons listed as Advisors to the Institute in accordance with the Articles and Bye-laws of the Institute

“Mutual Professional Recognition” means professional recognition by the Institute of professional qualifications from other professional organizations as meeting part or whole of the requirements for full membership of the Institute.

“these presents” means and includes the Articles and the Bye-laws.

“Hong Kong” means the Hong Kong Special Administrative Region of the People's Republic of China.

“Asia Pacific” means any place outside Hong Kong within the Asia Pacific region.

Words importing the singular include the plural and vice versa and words importing the masculine gender shall include the feminine and neuter genders.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force.

The Institute is established for the objects and purposes expressed in the Memorandum of Association.

## **Members**

2. The number of members with which the Institute proposes to be registered is 500, but the directors may from time to time register an increase of members.
3. The founder members and such other persons as the General Council shall admit to membership shall be members of the Institute.

### 4. Qualifications and Admission of Members

- (1) The number of members is 500, membership of the Institute shall consists of:
  - (a) The founding members who signed the Memorandum of Association and these Articles;
  - (b) Those persons who submitted a membership application form in the form prescribed by the General Council at or prior to the second meeting of the General Council and whose application was approved by the General Council at such second meeting (to be known as the initial core members); and
  - (c) Those persons who from time to time may be admitted to membership in accordance with these Articles and the Bye-laws.

### 5. Classes of Membership

- (1) The Institute shall comprise the following classes of membership:-
  - (a) Fellows
  - (b) Full Members
  - (c) Associate Members
  - (d) Graduate Members
  - (e) Student Members
  - (f) Honorary Members
  - (g) Retired Members
- (2) The Institute shall also maintain a register of Friends of the Institute and Corporate Affiliates as approved and accepted by the General Council in accordance with the Articles and Bye-laws.
- (3) The members that founded the Institute shall be Full Members.
- (4) The procedure for transfer from one class of membership to another shall be as prescribed from time to time by the Bye-laws.

### 6. General

- (1) Membership of the Institute shall not be restricted by reasons of citizenship, nationality, race, religion or length of residence in Hong Kong. The qualifications required for and methods and the terms of admission to membership, the conditions governing resignation from membership, the responsibility of members in each class, the liability to suffer suspension, expulsion or removal of their names from the list of members of the Institute shall be such as

the Bye-laws shall provide, subject always to the objects of the Institute as set out in the Memorandum of Association.

- (2) The Institute may enter into agreement on mutual professional recognition with other institutes or associations. Upon endorsement of the agreement at a General Meeting, any person who has satisfied all the requirements under such agreement is eligible to apply for full membership.

#### 7. Retired Members

Any Fellow or Full Member who has retired from practice as an urban designer and has ceased to receive remuneration for his urban design services may either retain his existing class of membership or apply to be a Retired Member, subject to the approval of the Council. A Retired Member shall have no voting right at a General Meeting and shall not be a Council Member of the Institute.

#### **Designatory Titles**

8. Every Fellow shall be entitled to use after his name the initials FHKIUD (that is, Fellow of the Hong Kong Institute of Urban Design Limited).
9. Every Full Member shall be entitled to use after his name the initials MHKIUD (that is, Full Member of the Hong Kong Institute of Urban Design Limited).
10. Every Associate Member shall be entitled to use after his name the initials AHKIUD (that is, Associate Member of the Hong Kong Institute of Urban Design Limited).
11. Every Honorary Member shall be entitled to use after his name the initials HonHKIUD (that is, Honorary Member of the Hong Kong Institute of Urban Design Limited).

#### **Management of the Institute**

12. (1) The affairs of the Institute shall be managed by a body called "The General Council".
- (2) The General Council shall have the power of management and superintendence of the Institute, including its property, income, affairs and concerns and may appoint such officers, employees, servants and agents as it shall in its discretion deem necessary and if not contrary to or inconsistent with the Ordinance and the provisions of the Memorandum of Association, the Articles or any Bye-laws made hereunder may do all such acts as may appear to it to be necessary or desirable for the purpose of carrying into effect the objects of the Institute and in particular and without prejudice to the foregoing powers the General Council shall have the following powers:-
  - (a) To accept any gift or property for any of the objects of the Institute;
  - (b) To invest any moneys of, or belonging to the Institute in such manner as may from time to time be determined by the General Council;
  - (c) To rent, purchase, take on lease or licence, construct, manage, maintain, improve, develop or alter any buildings or works, land, premises and property rights and interests necessary or convenient for the purpose of the Institute;
  - (d) To sell, lease, mortgage, charge, encumber, dispose of or otherwise deal with, all or any part of the property of the Institute;
  - (e) To control and conduct examinations in urban design for the purposes transfer from one class of membership to another;
  - (f) To appoint such committees and delegate to any such committees such of the powers of the

General Council as may be deemed necessary or appropriate for the better conduct of the Institute's business. Such committees shall operate under and conduct their proceedings in accordance with any direction given by the General Council and shall report to the General Council as required;

- (g) To procure the Institute to be incorporated;
  - (h) To arrange social, education and recreational activities for members of the Institute and their guests;
  - (i) To appoint by power of attorney any company, firm, or person or body of persons, whether nominated directly or indirectly by the General Council, to be the attorney or attorneys of the Institute for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the General Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the General Council may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him
- (3) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Institute, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the General Council shall from time to time by resolution determine.
- (4) The exercise of all powers exercisable by the General Council shall be subject to the control of the members in General Meeting but so that any act done by the General Council before any resolution of a General Meeting shall not be invalidated by any such resolution.
- (5) The General Council shall cause minutes to be made in books provided for the purpose:-
- (a) Of all appointments of members and officers made by the General Council;
  - (b) Of the names of the General Council members present at each meeting of the General Council and of any committees of the General Council; and
  - (c) Of all resolutions and proceedings at all meetings of the Institute, the General Council and of committees of the General Council,

and every General Council member present at any meeting of the General Council or committee of the General Council shall sign his name in a book to be kept for that purpose.

### **Membership of the General Council**

13. The General Council shall consist of such members of the Institute holding such qualifications and elected or nominated in such manner holding office for such periods and on such terms as to re-election or re-nomination and otherwise as may be prescribed by the Bye-laws.

### **Power of General Council on Membership**

14. The General Council alone shall have the power to endorse and admit Fellows, Full Members, Associate Members, Graduate Members, Student Members, Retired Members, Honorary Members and to accept and approve Friends of the Institute and Corporate Affiliates in accordance with the provisions in the Articles and the Bye-laws and the decision of the General Council shall be final. A membership committee may from time to time be appointed by the General Council to investigate applications for membership, friendship and affiliateship or to conduct admission interviews or examinations in order to make recommendations to the General Council on applications for the various classes of membership, friendship and affiliateship .
15. The Council may from time to time invite, appoint or commission any person, whether a Member

of the Institute or not, or firm to advise the Council or any Committee, Board or Working Party hereof in the consideration of conduct of matters referred to the Council or Committee, Board or Working Party.

### **General Meetings**

16. The Institute shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Institute and that of the next. Provided that so long as the Institute holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the General Council shall appoint.
17. All general meetings other than annual general meetings shall be called extraordinary general meetings.
18. The General Council may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient General Council members capable of acting to form a quorum, any General Council member or any 2 members of the Institute may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the General Council.
19. The rights of the several classes of membership, and Friends of the Institute and Corporate Affiliates shall be subject to such restrictions as may be prescribed by the Articles and Bye-laws.
20. Any decision made at a general meeting by a majority of voting members as the Articles or Bye-laws may from time to time prescribe shall be deemed to be a decision duly passed by the Institute.

### **Notice of General Meetings**

21. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Institute other than an annual general meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Institute in general meeting, to such persons as are, under the Articles, entitled to receive such notices from the Institute. Provided that a meeting of the Institute shall, notwithstanding that it is called by shorter notice than that specified in this article be deemed to have been duly called if it is so agreed:-
  - (a) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the members entitled to attend and vote at that meeting.

The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

## Proceedings at General Meetings

22. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the General Council and auditors, the election of General Council members in the place of those retiring and the appointment of the auditors.
23. No business shall be transacted at any general meeting unless a quorum of members is present at the same time when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Twenty Full Members or Fellows (or a combination of both) present in person and entitled to vote shall constitute a quorum.
24. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the General Council members may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
25. The chairman, if any, of the General Council shall preside as chairman at every general meeting of the Institute, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Institute of his intention not to attend the meeting, the General Council members present shall elect one of their number to be chairman of the meeting.
26. If at any meeting no General Council member is willing to act as chairman or if no General Council member is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be chairman of the meeting.
27. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
28. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
  - a) By the chairman; or
  - b) By at least 2 Full Members or 2 Fellows or 1 Full Member and 1 Fellow present in; or
  - c) By any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

29. Except as provided in article 32, if a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
30. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the

meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

31. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

### **Entitlements of Members**

32. Every Full Member and Fellow shall have 1 vote at all general meetings and shall have the right to participate in all discussions and decisions on all matters in any general meeting. Full Members and Fellows shall be eligible for election to the General Council and for election or appointment to all offices of the Institute and committees of the General Council and shall be entitled to all his rights and privileges, including voting at all General Meetings and in all meetings of the Committees, Boards, Working Parties or Council of which he is a member.
33. Associate Members shall have no voting rights at general meetings but shall have the right to participate in all discussions on all matters in any general meeting. Associate Members shall be eligible for election or appointment to committees, boards and working parties of the Institute but shall not be an Officer of the Institute.
34. Graduate Members shall have no voting rights at general meetings but shall have the right to participate in all discussions on all matters in any general meeting. Graduate Members shall not be awarded any designatory title of the Institute. Graduate Members shall be eligible for election to the Council but only as a representative of the Graduate Members in the Institute. Graduate Members shall be eligible for election or appointment to committees, boards and working parties of the Institute but shall not be an Officer of the Institute.
35. Student Members shall have no voting rights at general meetings, but shall be entitled to attend general meetings and participate in all discussions on all matters in any general meeting. Students Members shall not be awarded any designatory title of the Institute. Student Member shall be eligible for election to the Council but only as a representative of the Student Members in the Institute. Student Members shall be eligible for election or appointment to committees boards and working parties of the Institute but shall not be an Officer of the Institute.
36. Honorary Members shall have no voting rights at general meetings, but shall be entitled to attend general meetings and participate in all discussions on all matters in any general meeting. Honorary Members shall not be eligible for election to the General Council or for election or appointment to any office of the Institute. Honorary Members shall be eligible for election or appointment to committees of the General Council. Honorary Members shall have all other entitlements as prescribed by the Bye-laws.
37. Friends of the Institute, Corporate Affiliates, Retired Members and Non-resident Members:
  - a) shall have no voting rights at general meetings, but shall be entitled to attend general meetings and participate in all discussions on all matters in any general meeting;
  - b) shall not be eligible for election to the General Council or for election to any office or committee, board, and working party of the Institute;
  - c) may however be invited by the General Council to attend any meeting of a committee, board or working party of the Institute.
38. Friends of the Institute, Corporate Affiliates and Retired Members shall not be at liberty to represent themselves as members of the Institute.
39. Friends of the Institute, Corporate Affiliates, Retired Members and Non-resident Members shall have all other entitlements as prescribed by the Bye-laws.

40. No member shall be entitled to vote at any general meeting unless all moneys payable by him to the Institute in his capacity as member, and which have been outstanding for more than 1 month after they fell due for payment, have been paid.
41. On a poll votes may only be given in person.

#### **Directors**

42. The number of the directors and the names of the first directors shall be determined in writing by the founder members or a majority of them. The minimum number of directors is 2.
43. Directors shall be office bearers as defined in the Bye-laws or other Council Members nominated by the Council.

#### **Borrowing Powers**

44. The General Council may exercise all the powers of the Institute to borrow money, and to mortgage or charge its undertaking and property, or any part thereof.

#### **Disqualification of Directors and General Council members**

45. The office of director or General Council member shall be vacated if such person:-
  - a) Without the consent of the Institute in general meeting holds any other office of profit under the Institute;
  - b) Becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - c) Becomes prohibited from being a director by reason or any disqualification order made under Part IVA of the Ordinance;
  - d) Becomes of unsound mind;
  - e) Resigns his office by notice in writing to the Institute;
  - f) If he ceases to be a member of the Institute; or
  - g) Is directly or indirectly interested in any contract (being a contract of significance in relation to the Institute's business) with the Institute and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Ordinance.

A General Council member shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### **Proceedings of General Council**

46. The General Council shall consist of members as defined in the Bye-laws.
47. The General Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A General Council member may, and the Secretary on the requisition of a General Council member shall, at any time summon a meeting of the General Council. It shall not be necessary to give notice of a meeting of the General Council to any members for the time being absent from Hong Kong.
48. The quorum necessary for the transaction of the business of the General Council shall be defined in the Bye-laws.
49. The continuing General Council members may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum of the General Council, the continuing General Council members may act for the purpose of increasing the number of General Council to that number, or of summoning a

general meeting of the Institute, but for no other purpose.

50. The General Council may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if any meeting the chairman is not present within 15 minutes after the time appointed for holding the same, the General Council members present may choose one of their number to be chairman of the meeting.
51. All acts done by any meeting of the General Council or of a committee of General Council, or by any person acting as a General Council member, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a General Council member.
52. A resolution in writing, signed by all the General Council members for the time being entitled to receive notice of a meeting of the General Council, shall be as valid and effectual as if it had been passed at a meeting of the General Council duly convened and held.

#### **Alteration of Articles and Bye-laws**

53. The Articles and Bye-laws may be altered, amended or added to by special resolution (passed in accordance with the provisions of the Ordinance) in any manner allowed by these presents and by the Ordinance applicable to the Institute. Not less than 21 days notice shall be given to the members in accordance with these presents specifying the alterations proposed, but such alterations shall not be altered, amended or added to in any other way.
54. Article 51 applies equally to the enactment or revocation of the Bye-laws.

#### **Winding Up**

55. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up and dissolution of the Institute shall have effect as if the same were repeated in these presents.

#### **Fees and Subscriptions**

56. The fees (if any) payable upon election to membership or upon transfer from one class of membership to another and the annual subscriptions (if any) payable in respect of each class of membership shall be determined in accordance with the Bye-laws.

#### **Determination of Membership**

57. The rights and privileges of membership shall be personal and incapable of transfer.
58. The membership of any class may be terminated in such manner as prescribed by the Bye-laws.
59. Any person whose membership ceases for any reason shall nevertheless remain liable to pay to the Institute all moneys which at the time at which his membership ceased may have been due from him or which may thereafter become due in pursuance of clauses 7 of the Memorandum of Association.

#### **Annual List of Members**

60. The General Council shall prepare annually a membership list, the Bye-laws of the Institute for the time being in force, a list of the General Council members and an annual report. Copies of any of these documents may be sold at such reasonable price as the General Council shall determine, but a member of any class shall be entitled to a copy free of charge.

#### **Office**

61. The Institute's registered office where the management and superintendence of its business is conducted shall be in Hong Kong, and the General Council may at its discretion open or close subsidiary offices elsewhere within Asia Pacific.

### **Secretary**

62. The Secretary shall be appointed by the General Council for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.
63. The Secretary shall sign the Memorandum of Association and the Articles as required.
64. A provision of the Ordinance or these Articles requiring or authorizing a thing to be done by or to a General Council member and the secretary shall not be satisfied by its being done by or to the same person acting both as a General Council member and as, or in place of, the secretary.

### **The Seal**

65. The safe custody and use of the Seal of the Institute shall be in such manner as prescribed by the Bye-laws.

### **Accounts**

66. The Accounts of the Institute shall be kept in such manner as prescribed by the Bye-laws. The financial year of the Institute shall commence on the 1<sup>st</sup> day of April of each year and terminate on the 31st day of March the following year.

### **Audit**

67. The auditing of accounts of the Institute and the duties of the Auditors shall be determined by the Bye-laws.

### **Indemnity of Officers**

68. Subject to the provisions of Section 165 of the Ordinance, every General Council member, director, secretary and any other officer or employee for the time being of the Institute shall be indemnified out of the assets of the Institute against any liability incurred by him:-
- (a) in defending any legal proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted; and
  - (b) in any way arising out of anything done omitted written or said by him bona fide in the performance or exercise of his duties or obligations for or on behalf of the Institute or pursuant to any lawful direction given to him by the Institute of a director(s) of the Institute or a General Council member(s).

### **Notices**

69. A notice may be served by the Institute upon any member personally, by sending it through the post in a prepaid letter, envelope or wrapper to such member at his registered address, by facsimile transmission to the telephone number nominated by the member or by email to the email address nominated by the member.
70. Any notice sent by post shall be deemed to have been served on the day following that on which the letter, envelope or wrapper containing it is posted and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly

addressed and put into the post office. A certificate in writing signed by the Secretary or other officer of the Institute that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

71. Any notice sent by facsimile transmission shall be deemed to have been served on the day that it is transmitted. A certificate in writing, which attaches the successful transmission receipt, signed by the Secretary or other officer of the Institute that the facsimile was successfully transmitted shall be conclusive evidence thereof.
  72. Any notice sent by email shall be deemed to have been served on the day that it is sent. A certificate in writing signed by the Secretary or other officer of the Institute that the email was successfully sent shall be conclusive evidence thereof.
  73. The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any member of the General Council or Institute shall not invalidate the proceedings at any meeting of the General Council or the Institute.
  74. Any notice or document sent by post to the registered address of any member as aforesaid or by facsimile transmission to the telephone number nominated by the member or by email to the email address nominated by the member and notwithstanding that he be then deceased and whether or not the Institute has notice of his decease shall be deemed to have been duly served and such service for all purposes of these Articles shall be deemed a sufficient service of such notice or document.
  75. Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall unless it is otherwise provided be counted in such number of days or other period.
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