

**CONSTITUTION
OF
THE INCORPORATED MANAGEMENT COMMITTEE
OF
TUNG WAH GROUP OF HOSPITALS
LO KON TING MEMORIAL COLLEGE**

Part 1 – Preliminary

1. Definitions

1.1 In this constitution –

“Alternate Manager” means an alternate parent manager, an alternate sponsoring body manager or an alternate teacher manager;

“IMC” means the incorporated management committee established under the Ordinance in respect of the School;

“Manager” means a person registered under the Ordinance as a manager of the School for the time being and includes a Regular Manager and an Alternate Manager;

“Ordinance” means the Education Ordinance (Cap. 279) (as may be amended from time to time) and, unless the context otherwise requires, all subsidiary legislation made under the Ordinance;

“Permanent Secretary” means the Permanent Secretary for Education of the Hong Kong Special Administrative Region Government;

“Principal” means the principal of the School;

“RAA” means the body of persons recognized under section 40AP of the Ordinance as the recognized alumni association of the School;

“Regular Manager” means a Manager other than an Alternate Manager;

“RPTA” means the body of persons recognized under section 40AO of

the Ordinance as the recognized parent-teacher association of the School;

“School” means the Tung Wah Group of Hospitals Lo Kon Ting Memorial College;

“Secretary” means the secretary of the IMC;

“Sponsoring Body” means the sponsoring body of the School, namely the Tung Wah Group of Hospitals;

“Supervisor” means the supervisor of the School;

“Treasurer” means the treasurer of the IMC.

2. Object of IMC and vision and mission of School

2.1 The object of the IMC is to manage the School, to formulate education policies of the School and to promote education in the School.

2.2 The vision of the School is to promote education and to nurture the youngsters (興學育才). The mission of the School is to provide a holistic education for young people through the creation of a positive learning environment so that they can develop their potential to the full and to become good citizens equipped with knowledge and skills, ability for independent thinking, a sense of responsibility and social consciousness together with a proper sense of value and a positive attitude towards life. The school motto is “Diligence, Frugality, Loyalty and Trustworthiness (勤、儉、忠、信)” which encourages young people to build up a rich and meaningful life with upright qualities.

3. General provisions and rules of interpretation

3.1 The IMC shall comply with the Ordinance and the Code of Aid for Aided Schools.

3.2 This constitution shall be interpreted in a manner that is consistent with

the Ordinance and the Code of Aid for Aided Schools.

3.3 Words and expressions used in this constitution have, unless the context otherwise requires, the same meanings as in the Ordinance and the Code of Aid for Aided Schools.

4. Amendment of constitution

4.1 A Manager may propose that this constitution be amended.

4.2 The proposal has no effect unless it is –

- (a) in writing and signed by the Manager who makes the proposal; and
- (b) supported and countersigned by not less than one third of all the Managers, including the Manager who makes the proposal; and
- (c) submitted to the Supervisor.

4.3 As soon as practicable after receiving the proposal, the Supervisor shall convene a meeting of the IMC to decide whether the proposal should be lodged with the Permanent Secretary under section 40AY of the Ordinance.

4.4 The Supervisor shall give written notice of the meeting to all Managers not later than 28 days before the meeting. A copy of the proposal shall be attached to each copy of the notice.

4.5 The quorum for the meeting shall be not less than two-thirds of all the Managers.

4.6 The proposal shall be lodged with the Permanent Secretary if it is supported by –

- (a) not less than 60% of the Managers attending the meeting; and
- (b) the Sponsoring Body.

Part 2 – Composition of IMC

5. Number of each category of managers

5.1 In addition to the Principal who is an ex-officio Manager, there shall be –

- (a) not more than 7 sponsoring body managers and one alternate sponsoring body manager; and
- (b) one teacher manager and one alternate teacher manager; and
- (c) one parent manager and one alternate parent manager; and
- (d) if there are nominations under section 40AP of the Ordinance, one alumni manager; and
- (e) one independent manager.

6. Term of office of managers

6.1 The person who is for the time being the Principal shall hold office as a Manager.

6.2 The term of office for any other Manager not being Vice-Chairman and Director of the Sponsoring Body shall be 2 years, beginning on the date on which the Manager is registered as a Manager.

6.3 The term of office for any other Manager being Vice-Chairman and Director of the Sponsoring Body shall be 1 year to tie in with the term of office of the board of directors of the Sponsoring Body, beginning on the date on which the Manager is registered as a Manager. However, if the date on which the Manager is registered as a Manager does not fall on the first day of the financial year (i.e. 1 April), the term of office will expire on the last date of the financial year (i.e. 31 March) so as to tie in with the expiry of term of office of the board of directors of the Sponsoring Body.

7. Suspension of managers' rights

7.1 If –

- (a) by virtue of the Ordinance or otherwise, a person is no longer entitled to hold office as a Manager; and
- (b) the registration of the person as a Manager has not yet been cancelled,

the person shall not be entitled to exercise any right or power of a Manager.

8. Resignation and cessation of office

8.1 A Manager who is not the Principal may resign from office by giving a notice in writing (specifying an effective date of resignation) to the Supervisor.

8.2 Subject to the provisions of the Ordinance and this constitution, a person shall cease to be a Manager of the IMC –

- (a) if he becomes bankrupt or enters into any voluntary arrangement or composition with his creditors generally; or
- (b) if his physical or mental health renders him unfit to perform his duties as Manager; or
- (c) if, in a court of law in any jurisdiction, he is convicted of a criminal offence involving his honesty or integrity or he is sentenced to imprisonment following the conviction; or
- (d) if he passes away; or
- (e) when he has been found by the IMC to be non-conforming to the vision and mission of the School as stated in this constitution, and the Supervisor has requested the relevant party as provided in paragraph 9.3 below that nominated him to withdraw his nomination and to nominate a replacement, and that relevant party has passed a resolution; or
- (f) if the IMC issues a notice in writing to the Permanent Secretary that he has been absent without the consent of the IMC from all meetings of the IMC in a school year and he has been given due notice to attend those meetings of the IMC; or
- (g) if, by virtue of any reason he ceases to be eligible to be nominated or registered or otherwise hold office as a sponsoring body manager/ the alternate sponsoring body manager, the Principal, the teacher manager/ the alternate teacher manager, the parent manager/ the alternate parent manager, the alumni manager or the independent manager, as the case may be, in accordance with the Ordinance or this constitution; or

- (h) if his registration as a Manager is cancelled by the Permanent Secretary.

9. Filling of vacancies of managers

9.1 If the office of any Manager who is not an independent manager becomes vacant, the IMC shall give notice of the vacancy to the relevant party.

9.2 The notice shall require the relevant party to nominate a person to fill the vacancy within 2 months, or such shorter period of time as is specified in the notice. If the relevant party fails to do so within that period, the IMC shall require the party to provide reasons for the failure.

9.3 In this paragraph, “relevant party” means –

- (a) in relation to a sponsoring body manager and alternate sponsoring body manager, the Sponsoring Body; or
- (b) in relation to a teacher manager and alternate teacher manager, all persons who are entitled to elect such a manager; or
- (c) in relation to a parent manager and alternate parent manager, the RPTA; or
- (d) in relation to an alumni manager, the RAA.

9.4 If the office of a Manager who is an independent manager becomes vacant, the IMC shall nominate a person to fill the vacancy as soon as possible and in accordance with the Ordinance.

9.5 The term of office for a new Manager filling a vacancy arising prematurely should not run afresh but is the remainder of the term of the outgoing Manager.

10. Giving notice as regards cancellation of registration of managers

10.1 Upon receiving a request under subsection (2), (3), (4) or (5) of section 40AX of the Ordinance, the IMC shall without delay issue a notice under subsection (1) of that section unless it has reasonable ground to believe that the request is not valid. In such event the IMC may make such enquiry as is necessary to ascertain the validity of the request.

10.2 The request must be annexed to the notice.

10.3 The Supervisor shall send a copy of the notice to each of the Managers.

**Part 3 - Nomination or election
of persons for registration as Managers
and role of Managers**

11. Nomination of person for registration as sponsoring body manager and alternate sponsoring body manager

11.1 A person for registration as sponsoring body manager and alternate sponsoring body manager shall be nominated by the Sponsoring Body in accordance with the Ordinance.

12. Election and nomination of person for registration as teacher manager and alternate teacher manager

12.1 The election for nominating persons for registration as teacher manager and alternate teacher manager shall be conducted in accordance with the Ordinance and this paragraph.

12.2 The election shall be conducted by the Principal.

12.3 Not less than 14 days before the date on which the election is to be conducted (“election day”), the Principal shall give notice in writing to all teachers of the School. The notice shall –

- (a) specify –
 - (i) the election day; and
 - (ii) the time slots of the election day within which ballot papers can be returned; and
 - (iii) the manner in which ballot papers are to be returned; and
 - (iv) the arrangements for counting of votes and declaration of election result; and
- (b) require the recipient to state whether he intends not to stand as a candidate; and

(c) be accompanied by a copy of the text of this paragraph.

12.4 Not less than 7 days before the election day, the Principal shall give notice in writing to all teachers of the School. The notice shall –

(a) include a list of the names of all candidates (which shall be the names of all teachers except those who intend not to stand as candidates); and

(b) be accompanied by a ballot paper.

12.5 The candidate who obtains the greatest number of votes shall be nominated for registration as teacher manager, and the candidate who obtains the second greatest number of votes shall be nominated for registration as alternate teacher manager.

12.6 If the voting results in an equality of votes, there shall be a second round of voting for the candidates who obtain the same number of votes. A candidate may withdraw candidature before the second round of voting. If only one candidate remains due to withdrawal of candidature, the remaining candidate shall be nominated for registration as manager. The second round of voting needs not be conducted. If there is a second round of voting, the candidate who obtains the greatest number of vote shall be nominated for registration as manager. If there is still an equality of votes in the second round of voting, the result shall be determined by drawing lots. The candidate on which the lot falls shall be deemed to have obtained more votes.

13. Nomination of person for registration as parent manager and alternate parent manager

13.1 A person for registration as parent manager and alternate parent manager shall be nominated by the RPTA in accordance with the Ordinance.

14. Nomination of person for registration as alumni manager

14.1 A person for registration as alumni manager shall be nominated by the RAA in accordance with the Ordinance.

14.2 Where no person is nominated according to paragraph 14.1, the IMC may nominate an alumnus under section 40AP of the Ordinance for registration as alumni manager if the nomination is supported by a majority of all the Managers.

15. Nomination of person for registration as independent manager

15.1 A person for registration as independent manager shall be nominated by the IMC in accordance with the Ordinance.

15.2 The IMC may nominate a person for registration as independent manager if the nomination is supported by a majority of all the Managers.

16. Re-nomination

16.1 A person who has ceased to be a Manager may be re-nominated for registration as a Manager.

17. Role of managers

17.1 The Managers as a whole shall be responsible for –

- (a) ensuring that the vision and mission of the School as set by the Sponsoring Body are carried out; and
- (b) developing the general direction for the School, formulating the educational and management policies of the School; and
- (c) overseeing the planning and budgetary processes, monitoring the performance of the School, ensuring accountability of School management and strengthening the community network; and
- (d) accounting to the Permanent Secretary and the Sponsoring Body for the performance of the School.

17.2 A Manager shall promote communication and co-operation between the IMC and the body that nominated him for registration as a Manager.

17.3 A Manager of any category shall act in his personal capacity for the

interests and benefits of the pupils of the School.

17.4 A Manager shall follow any instruction given by the IMC regarding confidentiality. Unless otherwise specified, all business discussed at any meeting of the IMC shall remain confidential and no Manager shall disclose the same without the agreement of the IMC.

17.5 A Manager shall share the same vision and mission of the School. He shall strive to uphold and carry out his duties in accordance with such vision and mission and shall not, in the opinion of the Sponsoring Body, act contrary to the vision and mission of the School in his capacity as member of the IMC.

17.6 A Manager shall attend meetings of the IMC, and observe and obey all resolutions passed by the IMC.

17.7 A Manager shall observe and comply with such codes of ethics and practice, and general education policies and principles as may be set from time to time by the Sponsoring Body in accordance with the vision and mission of the School.

Part 4 – Office bearers of IMC

18. Office bearers

18.1 Apart from the Supervisor, there shall be the following office bearers of the IMC –

- (a) the Secretary; and
- (b) the Treasurer.

18.2 A Manager shall not at any time hold the offices of two or more office bearers.

18.3 Subject to paragraph 18.4, the Supervisor shall be appointed by the Sponsoring Body and must be a Regular Manager, and the other office bearers shall be elected by the Managers among them.

18.4 A Manager who is the Principal or a teacher of the School shall not be appointed as the Supervisor.

18.5 The election shall comply with the following requirements –

- (a) the election shall be conducted by voting by secret ballot; and
- (b) each Manager has one vote; and
- (c) in the case of an equality of votes, the election should be determined by drawing of lots.

19. Term of office, removal from and vacation of office

19.1 An office bearer shall hold office for a period beginning on the date on which the Manager concerned is elected as office bearer up to the expiry date of term of office of the Manager.

19.2 An office bearer may be removed from office –

- (a) if he is the Supervisor, by the Sponsoring Body; or
- (b) if he is not the Supervisor, by a majority of all the Managers.

19.3 An office bearer vacates office when –

- (a) the office bearer's term of office expires; or
- (b) the office bearer resigns from office; or
- (c) the office bearer ceases to be a Manager.

20. Functions of office bearers

20.1 The Supervisor shall perform the functions specified in the Ordinance.

20.2 The Secretary shall be responsible for –

- (a) providing secretarial support to the IMC; and
- (b) keeping the common seal of the IMC; and
- (c) maintaining a register of interests in accordance with section 40BH of the Ordinance.

20.3 The Treasurer shall ensure that the IMC complies with section 40BB of the Ordinance.

Part 5 – Meetings and proceedings of IMC

21. Number of meetings

21.1 The IMC shall meet at least 3 times in any school year.

22. Convening of meetings

22.1 The Supervisor may convene a meeting of the IMC to be held at such time and place as the Supervisor may specify by notice in writing given to the other Managers.

22.2 At the request in writing of not less than 2 Managers, the Supervisor shall, not later than 7 days after the receipt of the request, convene a meeting of the IMC to be held at such time and place as the Supervisor may specify by notice in writing given to the other Managers.

22.3 In specifying the time for a meeting under paragraph 22.2, the Supervisor shall not specify a date that is later than 14 days after the receipt of the request.

22.4 A notice of meeting shall –

- (a) be accompanied by the agenda of the meeting; and
- (b) except in cases of emergency, be given to all the Managers by not later than 7 days before the date specified for the meeting.

23. Agenda

23.1 The agenda of a meeting shall be set by the Supervisor.

23.2 Any Manager may request the Supervisor to place an item on the agenda of a meeting. If the Supervisor refuses to do so, the Supervisor shall give the reasons of refusal at the meeting.

24. Quorum

24.1 The quorum for a meeting of the IMC is not less than half of all the Managers, provided that a majority of the Managers in attendance throughout the meeting must be Sponsoring Body Managers. No manager may appoint a proxy to attend a meeting of the IMC in his place.

24.2 In any meeting of the IMC, the number of Managers who hold salaried positions in the School should be less than those who do not hold such positions.

24.3 If no quorum is formed at the end of 30 minutes after the time appointed for a meeting, the meeting shall stand adjourned for not less than 1 week and not more than 4 weeks, to be held at such time and place as the Supervisor may specify.

24.4 At an adjourned meeting, the Managers present shall form a quorum and shall have full power to transact the proposed business of the adjourned meeting.

25. Proceedings of meetings

25.1 The Supervisor shall preside at meetings of the IMC. If the Supervisor is absent and has not authorized another Manager to preside at the meeting, the Managers present at the meeting shall elect among themselves a Manager to preside at the meeting.

25.2 Unless any other provision of the Ordinance or this constitution provides otherwise, every question to be resolved during a meeting shall be determined by a majority of votes of the Managers present and voting. In the event of an equality of votes, the Manager presiding shall have a casting vote.

26. Transaction of business by circulation of papers

26.1 Save and except as provided otherwise in the Ordinance or this constitution, where it is impractical to convene a meeting, businesses of the IMC may be transacted by circulating papers amongst Managers.

26.2 A resolution that is circulated and endorsed with the support of the necessary number of Managers shall be valid as if it was passed at a meeting of the IMC.

27. Disclosure of interests in certain circumstances

27.1 Without limiting section 40BG of the Ordinance, a Manager shall make disclosure in accordance with that section in respect of a matter that is considered or is to be considered at a meeting of the IMC if –

- (a) the Manager is the Principal or a teacher of the School and the matter involves the appraisal of the Manager's performance as a staff member; or
- (b) the Manager is the parent of a pupil of the School and the matter involves the taking of disciplinary actions against the pupil; or
- (c) the Manager is directly related to a complaint against a pupil or teacher of the School or another Manager, and the matter involves the taking of disciplinary actions against the pupil, teacher or that other Manager respectively; or
- (d) the matter relates to a complaint against the Manager; or
- (e) the Manager is directly related to the trading operations/business contracts to be discussed or tenders to be awarded.

27.2 Under any of the circumstances mentioned in paragraph 27.1, the Manager shall not attend such part(s) of the meeting(s) of the IMC as long as the proceedings on the relevant item of the agenda are still in session.

27.3 The IMC shall maintain and update from time to time a register or record of any declaration and disclosure of interests made by all Managers pursuant to this paragraph.

28. Minutes of meetings

28.1 The Secretary shall take and keep minutes of every meeting of the IMC. In particular, the Secretary shall record the discussions, decisions and follow-up actions.

28.2 A Manager who has expressed a dissenting view may ask for his view to be recorded in the minutes. The Secretary shall make a record in the minutes accordingly.

28.3 The minutes of a meeting shall be tabled for approval in a subsequent meeting of the IMC.

Part 6 – Parent teacher and alumni associations

29. Parent teacher association

29.1 For the purpose of recognizing an RPTA under section 40AO of the Ordinance, if there are more than one body of persons that can be so recognized, the IMC shall recognize the one that has the greatest number of parents in its membership.

29.2 The IMC shall work closely with the RPTA.

30. Alumni association

30.1 For the purpose of section 40AP of the Ordinance, the IMC shall be responsible for recognizing a body of persons as the RAA.

30.2 The IMC shall work closely with the RAA.

Part 7 – Committees

31. Principal selection committee

31.1 For the purpose of section 57A of the Ordinance, the principal selection committee of the School shall be composed of –

- (a) 4 representatives of the Sponsoring Body; and
- (b) 1 representative of the IMC; and
- (c) 1 independent person nominated by the Sponsoring Body.

31.2 Only Managers may be appointed as representatives of the IMC.

31.3 No member in the principal selection committee shall serve in more than one capacity as provided for in paragraph 31.1.

31.4 Only the Sponsoring Body may nominate candidates for selection by the principal selection committee.

32. Other committees

32.1 The IMC may also establish such other committees as it thinks fit.

32.2 The members and the chairperson of a committee shall be appointed by the IMC.

32.3 Persons who are not Managers may be appointed as members of committees, but the chairperson of a committee must be a Regular Manager.

32.4 Subject to any direction of the IMC, the committees may determine their own proceedings.

Part 8 – Honorary Supervisor

33. Honorary Supervisor’s Obligations

33.1 The Honorary Supervisor of the IMC is the Chairman of the Board of Directors of the Tung Wah Group of Hospitals.

33.2 The Honorary Supervisor shall use his best endeavour to procure the Sponsoring Body to achieve its objects, perform its functions and carry out its powers as set out in the Tung Wah Group of Hospitals Ordinance and/or provided by the Ordinance, including but not limited to the function of maintaining full control of the use of funds and assets owned by the Sponsoring Body as provided in Section 40AE of the Ordinance, and the power over the employment of teaching staff of the School as set out under Section 40AG of the Ordinance.

33.3 The Honorary Supervisor shall also serve as a liaison between the IMC and the Sponsoring Body, and shall carry out such acts as he sees fit to facilitate the communication between the IMC and the Sponsoring Body.

33.4 The Honorary Supervisor shall have the right to attend all meetings of the IMC as observer, but he will not have any right to vote at the said meetings.

Part 9 – Miscellaneous

34. Managers to act on an honorary basis

34.1 The IMC shall not provide any of the Managers with any remuneration. No Manager, other than the Principal, teacher manager and alternate teacher manager, shall be appointed to any salaried positions of the School. The Principal, teacher manager and alternate teacher manager shall not be present or

take part in any deliberation or decision of the IMC with respect to their own appointment, dismissal, conditions of service and remuneration.

34.2 The funds and assets of the IMC shall only be used for the purposes in conformity with its object and the vision and mission of the School. Also, the IMC shall not distribute any of its funds and assets among the Managers.

35. School development plan etc.

35.1 The IMC shall submit the School Development Plan, Annual School Plan and School Report to the Sponsoring Body according to the schedule proposed by the Education Bureau.

36. Auditor

36.1 The appointment of an auditor of the IMC and the determination of the auditor's remuneration (if any) must be approved by not less than two-thirds of all the Managers.

37. Receiving donations in the form of money

37.1 Prior to receiving donations in the form of money, the IMC should check with the donors whether they wish the IMC to return the money to them in the event of the dissolution of the IMC. If they have such intention, the IMC should explain to them that such money is not tax-deductible.