

CONSTITUTION of
The INCORPORATED MANAGEMENT COMMITTEE
(for Catholic Schools in Hong Kong)

Tung Chung Catholic School

**8 Yat Tung Street, Yat Tung (2) Estate,
Tung Chung, Lantau Island, New Territories**

IMC CONSTITUTION OF TUNG CHUNG CATHOLIC SCHOOL

Table of Contents

Part 1 – Preliminary

1. History of Church Involvement in Education and its Rationale	2
2. Vision and Mission of the School	3
3. Definitions	4
4. General Provisions and Rules of Interpretation	6
5. Object of IMC	6
6. Main Purpose of the Constitution	6

Part 2 – Composition of IMC, Terms of Office and Duties of Managers

7. Maximum Number of Managers	6
8. Number of each Category of Managers	6
9. Alternate Managers	6
10. Registration of Managers	7
11. Term of Office of Managers	7
12. Re-nomination	7
13. Duties of Managers	7

Part 3 – Nomination or Election of Persons for Registration as Managers

14. Nomination of the Supervisor	8
15. Nomination of SSB Managers and Alternate SSB Manager	9
16. Election of Teacher Manager and Alternate Teacher Manager	9
17. Nomination of Parent Manager and Alternate Parent Manager	10
18. Nomination of Alumni Manager	10
19. Nomination of Independent Manager	10

Part 4 – Cessation of Office and Vacancies

20. Resignation and Cessation of Office	10
21. Filling of Vacancies of Managers	11
22. Giving Notice as regards Cancellation of Registration of Managers	12

Part 5 – Office-bearers of IMC

23. Office-bearers	12
24. Term of Office, Removal from and Vacation of Office	12
25. Role of Office-bearers	13

Part 6 – Powers of the IMC

26. General Powers	14
27. Specific Powers	14

Part 7 – Meetings and Proceedings of IMC

28. Number of Meetings	15
29. Convening of Meetings	15
30. Agenda	16
31. Quorum	16
32. Proceedings of Meetings	16
33. Transaction of Business by Circulation of Papers	16
34. Declaration and Disclosure of Interests	17
35. Minutes of Meetings	17

Part 8 – Selection and Deployment of Principals

36. Selection and Deployment of Principals	18
37. Functions of Principal	18

Part 9 – Miscellaneous

38. Other Committees	18
39. Managers to act on Honorary Basis	19
40. School Development Plan etc.	19
41. Liability of Manager and Protection	19
42. Accounts	19
43. Receiving Donations in the form of Money	19
44. Winding up or Dissolution	20
45. Honorary Managers	20

Part 10 – Amendment of Constitution

46. Procedure for making Amendments to the Constitution	20
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Appendix

	21
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**Tung Chung Catholic School
whose registered office is at 8 Yat Tung Street, Yat Tung (2) Estate,
Tung Chung, Lantau Island, New Territories**

Part 1 – Preliminary

1. History of Church involvement in Education and its Rationale

1.1 The early Catholic Church

- 1.1.1 From its inception, the Catholic Church has always been open to integrating the positive elements of human cultures into the life of faith. Thus the early Church had made the Hellenistic culture an instrument for transmitting the teaching of Jesus Christ.
- 1.1.2 One of the ways whereby the Church had helped build up European and Western civilization was through education, provided particularly by Catholic schools and universities.
- 1.1.3 The rationale for the centuries-old commitment of the Church to education and its constant interaction with human cultures is to realize God's plan for a holistic growth of the human person, in the pursuit of true happiness.

1.2 The Catholic Church in Asia

- 1.2.1 The missionary work of the Catholic Church is never separated from its zealous effort to educate people in Gospel values, with due respect for whatever goodness or truth is found in a local tradition or culture, which is looked upon by the Catholic Church as a preparation for the Gospel (cf. Vatican II, *Dogmatic Constitution on the Church*, 16).

1.3 The Catholic Church in Hong Kong

- 1.3.1 The Catholic Church in Hong Kong has dedicated itself to educational services for over a hundred years, in fact, throughout the development of Hong Kong from a tiny fishing village to its present status as a densely populated international metropolis. The members of various religious institutes and missionary societies with expertise in education have made significant contribution to the education system in Hong Kong. Over the past decades, they have established many prestigious Catholic schools which enjoy high reputation and recognition, and many of their alumni have made notable contribution to Hong Kong society.
- 1.3.2 In the 1950's, with the great influx of people from Mainland China, there was an urgent need to provide education for an ever-growing number of children. In this respect, the contribution of the Catholic Church was immense. With more and more schools run by religious institutes and missionary societies, the Diocese itself also opened many schools to cater for the needs of children in every district and every housing estate. Hence, from a total of 70 Catholic schools with 20,000 students in 1950, there was an increase to 250 Catholic schools with 210,000 students in 1970.

- 1.3.3 The Catholic Church has been maintaining a close partnership with the Government in offering pluralistic choices to parents. Local Catholic schools have always been among the favourites of parents, even those without religion, who cherish the moral and spiritual formation that Catholic schools provide for students as one of their perceived strengths.

2. Vision and Mission of the School

- 2.1 The School (as defined herein) shall operate as a “Catholic” school. Its “Catholic” identity shall be recognized in so far as it conforms with the criteria set by the Catholic Church [see Canon 803 §§1-3 and related Canons 804-806 of the *Code of Canon Law* (promulgated in 1983), quoted in the Appendix; also refer to Vatican II, *Declaration on Christian Education* (28 October 1965), 8-9; Congregation for Catholic Education, Instruction “*The Religious Dimension of Education in a Catholic School*” (7 April 1988)].

With a determination to carry on the contribution of the Catholic Church to education, the School, as its vision and mission, shall uphold and pass on the following **core values** to young people to prepare them properly for their life and future responsibilities –

2.1.1 **Truth:** It is what the human intellect is searching for –

- (a) Human reason’s capacity for truth must be upheld, and the desire for truth, especially the truth about God and about the meaning of life, must always be encouraged and kept alive.
- (b) Wisdom, which enables a person to distinguish right from wrong, and good from evil, must be treasured above all other kinds of knowledge.
- (c) Honesty demands that a person tell the truth and put it into practice, even at the cost of making a great sacrifice.

2.1.2 **Justice:** It is the moral virtue that consists of a constant and resolute will to give to God and one’s neighbours their due –

- (a) Justice towards God is called the “virtue of religion”; and justice towards one’s neighbours disposes one to respect the rights of others and to establish in human relationships the harmony that promotes equity with regard to individual persons and to the common good.
- (b) Human dignity can be protected and promoted, and the wellbeing of society can be achieved, only if human rights are respected and individuals undertake their responsibilities for one another, for their own families, and for society.

2.1.3 **Love:** It is the greatest of all virtues –

- (a) God, the source of life and goodness, has created everything out of love, and has called the whole human family to be His children. As a member of God’s family, one’s goals in life are to share God’s happiness, to love God above all things and love one’s neighbours as brothers and sisters.
- (b) Jesus Christ, the Son of God, the Saviour of humankind, is the model of selfless love and humble service to others.
- (c) The practice of all the virtues is to be inspired and motivated by love, so that

all aspects of human life and interpersonal relationship may be bound together in perfect harmony.

- (d) Love surpasses the strict measure of justice and urges one to care for the poor and the needy, and to make a preferential option for the underprivileged and marginalized in society.

2.1.4 **Life:** It is a priceless gift from God and is sacred in itself –

- (a) Every human person is created in the image of God and has the right to life, which must be respected from its conception to its natural end.
- (b) In the spirit of the “Beatitudes” as taught in the Gospel, the tribulations and adversities in life are to be faced with serenity and hope.
- (c) Every person is entitled to have whatever is necessary for a decent and dignified existence.
- (d) Only a society which respects human life can bring happiness to all.

2.1.5 **Family:** It is the basic unit of society –

- (a) Only pure love, the unreserved mutual self-giving between husband and wife, is truly gratifying; a happy, wholesome marriage is prepared by the practice of the virtue of chastity and sustained by fidelity and an indissoluble, lifelong commitment.
- (b) Inasmuch as sex is an integral part of conjugal life and has its own dignity, a balanced sex education must follow a holistic and in-depth approach, with emphasis on the virtues of self-discipline and mutual respect between a man and a woman.
- (c) Marriage is the foundation of a family; an intact and united family is a permanent support for husband and wife, and for parents and children, in achieving their goals in life; an intact and united family is likewise a most favourable setting for the upbringing of children and young people, and a necessary condition for the wellbeing of human society.

2.2 The School shall cultivate the above **core values** by –

- (a) upholding the time-honoured practice of respecting and collaborating with stakeholders with diverse backgrounds in achieving the School’s vision and mission as set out in this Article, in the awareness that the success of education depends on the joint effort of all parties concerned (refer to Canon 796§2 and Canon 800§2 of the *Code of Canon Law*, quoted in the Appendix);
- (b) providing a family environment imbued with mutual trust and love in the School; and
- (c) incorporating in the formal school curriculum Religious Education courses designed by the SSB (as defined herein), and fostering a Catholic spirit through religious practices held regularly in the School, such as morning prayers and religious activities held regularly for staff and pupils.

3. Definitions

3.1 In this Constitution:

“Chairman” means the Chairman of the IMC referred to under Article 23, who shall be the Supervisor of the School;

“Code of Aid” means the Code of Aid for Aided Schools, or such relevant Code of Aid as may be defined from time to time in the Ordinance;

“IMC” means the Incorporated Management Committee of the School established in accordance with the Ordinance;

“Manager” means a person registered under the Ordinance as a Manager of the School, and for the purpose of this Constitution, includes an Alternate Manager, where appropriate;

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

“Parent” means a person who is the parent of a pupil, and includes a guardian and a person who is not a parent or guardian but has the actual custody of a pupil;

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

“Principal” means the Principal of the School;

“Recognized Alumni Association (hereinafter also called RAA)” means the body of persons recognized under Section 40AP of the Ordinance as the recognized alumni association of the School;

“Recognized Parent-Teacher Association (hereinafter also called 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 School situated at 8 Yat Tung Street, Yat Tung (2) Estate, Tung Chung, Lantau Island, New Territories, being the specific school for the purpose and operation of which this IMC is incorporated;

“School Sponsoring Body (hereinafter also called SSB)” means the sponsoring body of the School, namely the Catholic Diocese of Hong Kong (hereinafter also called CDHK), a corporation sole incorporated by virtue of the Bishop of the Roman Catholic Church in Hong Kong Incorporation Ordinance (Cap 1003). The person in the office of the CDHK is the Bishop of the Roman Catholic Church in Hong Kong who may at his sole discretion appoint one or more delegates to deal with all or any matter on educational and related issues for and on his behalf;

“Secretary” means the Secretary of the IMC referred to under Article 23;

“Supervisor” means the Supervisor of the School appointed under Section 40AJ of the Ordinance, who shall also be the Chairman of the IMC;

“Teacher” means a permitted teacher or registered teacher employed in the School –
(i) to occupy a teacher post in the establishment of staff provided for in the Code of Aid; or
(ii) for a term for not less than 12 months to perform teaching duties or other duties directly related to teaching;

“Treasurer” means the Treasurer of the IMC referred to under Article 23.

4. General Provisions and Rules of Interpretation

- 4.1 The IMC shall comply with the Ordinance, the Code of Aid and this Constitution and any amendment(s) made thereto according to the procedure set out in Part 10 below.
- 4.2 This Constitution shall be interpreted in a manner that is consistent with the Ordinance and the Code of Aid.
- 4.3 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.
- 4.4 Where the context so requires, words importing the singular number include the plural number, and words importing the plural number include the singular, and words importing the masculine gender include the feminine gender and neuter gender and vice versa.

5. Object of IMC

- 5.1 The object of the IMC is to manage the School and to promote education in the School in accordance with the vision and mission of the School as set out in Article 2.

6. Main Purpose of the Constitution

- 6.1 This Constitution shall, within the perimeter of the Ordinance, relevant statutes, the Common Law and the directives of the Catholic Church, guarantee the continuation of Catholic contribution to education in Hong Kong.
- 6.2 It shall specify the mechanisms that serve to ensure the implementation of the vision and mission of the School as set out in Article 2.

Part 2 – Composition of IMC, Terms of Office and Duties of Managers

7. Maximum Number of Managers

- 7.1 The number of members of the IMC having voting rights shall not exceed twelve.

8. Number of each Category of Managers

- 8.1 The IMC shall have the following persons as members –
 - (a) seven **SSB Managers**, including the **Supervisor**;
 - (b) the **Principal**, who is an ex officio Manager;
 - (c) one **Teacher Manager**;
 - (d) one **Parent Manager**;
 - (e) one **Alumni Manager**; and
 - (f) one **Independent Manager**.

9. Alternate Managers

- 9.1 One Alternate Manager shall be nominated for each of the categories of Managers described in Articles 8.1(a), 8.1(c) and 8.1(d) as provided under the Ordinance.

- 9.2 An Alternate Manager from any relevant category, shall attend any meeting of the IMC but shall have no right to vote during the meeting, unless the regular Manager concerned is unable to attend or to vote at the meeting or there is no regular Manager of that constituency for the time being. Notwithstanding the aforementioned, in respect of the voting rights of an Alternate SSB Manager, Section 40AS(2) of the Ordinance shall apply.

10. Registration of Managers

- 10.1 Upon being nominated to be a member of the IMC, all candidates are required to submit an application for registration as a Manager of the School through the IMC to the Permanent Secretary.

11. Term of Office of Managers

- 11.1 SSB Managers and the Alternate SSB Manager shall hold office for 3 years, beginning on the date on which the Manager concerned is registered as a Manager. Any period of less than twelve calendar months in the first school year of the term of office of any of these Managers, by reason of his registration on a date later than 1st September, shall be deemed to be a complete year for the purpose of calculating his term of office.
- 11.2 The Principal for the time being of the School shall be an ex officio Manager and shall hold office until his appointment as Principal is terminated in accordance with the provisions of his contract of employment with the School and the relevant rules or regulations.
- 11.3 The Teacher Manager and Alternate Teacher Manager, the Parent Manager and Alternate Parent Manager, the Alumni Manager and the Independent Manager shall hold office for 2 years beginning on the date on which each of them is registered as a Manager or Alternate Manager, if applicable. Any period of less than twelve calendar months in the first school year of the term of office of any of these Managers, by reason of his registration on a date later than 1st September, shall be deemed to be a complete year for the purpose of calculating his term of office.

12. Re-nomination

- 12.1 SSB Managers and the Alternate SSB Manager may be eligible for re-nomination after the expiry of their term of office.
- 12.2 A Manager (and an Alternate Manager, where applicable) described in Articles 8.1(c), 8.1(d), 8.1(e) and 8.1(f) may be eligible for re-nomination after the expiry of his term of office for one consecutive term only. After serving for two consecutive terms, no Manager from the four constituencies mentioned in this Article shall be eligible for nomination as Manager in his own constituency until after a period of two years.

13. Duties of Managers

- 13.1 All members of the IMC shall share the same vision and mission of the School as set out in Article 2. They shall strive to uphold and carry out their duties in accordance with such vision and mission and shall not, in the opinion of the SSB, act contrary to the vision and mission of the School in their capacity as members of the IMC.
- 13.2 All members of the IMC shall be absolutely bound by this Constitution and any amendment(s) made thereto in accordance with the procedure set out in Part 10 below.
- 13.3 Every Manager shall, upon taking office, signify in writing his agreement with the vision and mission of the School as set out in Article 2 and undertake to faithfully

observe and comply with the same.

13.4 A Manager of any category shall act in his personal capacity for the interests and benefits of the School and the pupils of the School.

13.5 The Managers as a whole shall be responsible for –

- (a) ensuring that the vision and mission of the School as set out in Article 2 is upheld and carried out;
- (b) developing and formulating the educational management policies of the School in accordance with the directives given by the SSB;
- (c) overseeing the planning and budgetary processes, monitoring the performance of the School, ensuring the accountability of school management and strengthening the community network; and
- (d) holding themselves accountable to the SSB on the performance of the School and reporting regularly on the School's performance.

13.6 Every Manager as a member of the IMC, shall have the following obligations –

- (a) to observe and comply with the vision and mission of the School as set out in Article 2;
- (b) to attend meetings of the IMC;
- (c) to observe and obey all resolutions passed by the IMC;
- (d) to assist the IMC in the implementation of its objects in the promotion of the affairs of the School;
- (e) to promote communication and co-operation between the IMC and the body that nominated him for registration as a Manager; and
- (f) to observe and comply with such codes of ethics and practice, and general educational policies and principles as may be set from time to time by the SSB in accordance with the vision and mission of the School.

Part 3 – Nomination or Election of Persons for Registration as Managers

14. Nomination of the Supervisor

14.1 The Supervisor of the School shall be nominated for registration by the SSB.

14.2 A Manager who is the Principal or a teacher of the School shall not be eligible for nomination as the Supervisor.

14.3 If the Supervisor is unable to perform his functions during a period of not less than 28 days due to absence from Hong Kong or illness, the SSB shall appoint another Manager as Acting Supervisor to act in his place, and the Acting Supervisor shall have the same functions, powers and responsibilities as the Supervisor.

15. Nomination of SSB Managers and Alternate SSB Manager

- 15.1 All SSB Managers and the Alternate SSB Manager shall be nominated for registration by the SSB in accordance with the Ordinance.

16. Election of Teacher Manager and Alternate Teacher Manager

- 16.1 The Teacher Manager and the Alternate Teacher Manager shall be elected for the purpose of nomination for registration.
- 16.2 The election of candidates as Teacher Manager and Alternate Teacher Manager shall be conducted by secret ballot in accordance with Section 40AN of the Ordinance and in the following manner –
- 16.2.1 The election shall be conducted by the Principal with the assistance of a Manager who is not a teacher of the School.
- 16.2.2 Not less than fourteen days before the date on which the election is to be conducted (“election day”), the Principal shall give notice in writing of the holding of an election to all teachers of the School. The notice shall –
- (a) specify –
 - (i) the election day;
 - (ii) the time slots of the election day within which ballot papers can be returned;
 - (iii) the manner in which ballot papers are to be returned; and
 - (iv) the arrangements for counting of votes and declaration of election result;
 - (b) require the recipient, if he does not wish to stand as a candidate, to so inform the Principal in writing within three days after receipt of the notice; and
 - (c) be accompanied by a copy of the text of this Article 16.
- 16.2.3 Not less than seven days before the election day, the Principal shall give notice in writing of the election 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 have indicated to the Principal that they do not intend to stand for election); and
 - (b) be accompanied by a ballot paper.
- 16.2.4 The candidate who obtains the greatest number of votes shall be the regular member and the candidate who obtains the second greatest number of votes shall be the alternate member to be nominated for registration as the Teacher Manager and Alternate Teacher Manager respectively.
- 16.2.5 If the voting results in an equality of votes for two or more than two candidates for either the regular member or the alternate member, the final result shall be determined by drawing lots. The drawing of lots shall be conducted by the Principal in the presence of the candidates having the equal number of votes and

another Manager who is not a teacher of the School. The candidate on which the lot falls shall be deemed to have obtained more votes.

17. Nomination of Parent Manager and Alternate Parent Manager

- 17.1 The Parent Manager and the Alternate Parent Manager shall be nominated for registration by the RPTA, which is recognized by the IMC at the time of nomination, in accordance with Section 40AO of the Ordinance, provided that the Parent Manager and the Alternate Parent Manager shall be a parent of a current pupil and shall not be a teacher of the School.
- 17.2 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.

18. Nomination of Alumni Manager

- 18.1 An Alumni Manager shall be nominated for registration by the RAA, which is recognized by the SSB at the time of nomination, in accordance with Section 40AP of the Ordinance, provided that the Alumni Manager shall not be a teacher of the School.
- 18.2 Where no person is nominated according to Article 18.1, 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.

19. Nomination of Independent Manager

- 19.1 An Independent Manager shall be nominated for registration by the majority of the Managers, provided that the Independent Manager shall not be a teacher, a parent or an alumnus of the School, or a person who is a member, the spouse or grandparent, parent, brother, sister, child or grandchild of a member or an employee of the governing body of the SSB.

Part 4 – Cessation of Office and Vacancies

20. Resignation and Cessation of Office

- 20.1 A Manager who is not the Principal may resign from office by giving a notice in writing to the Supervisor and the SSB specifying the date on which the resignation is to take effect.
- 20.2 A person shall cease to be a Manager of the IMC in the event of one or more of the following situations –
 - (a) when he has tendered his resignation by notice in writing to the IMC, such cessation to take effect from the date as specified in the notice;
 - (b) when his registration as Manager has been cancelled by the Permanent Secretary in accordance with the Ordinance;
 - (c) in the case of the Supervisor or a SSB Manager, when his nomination has been withdrawn by the SSB giving notice in writing to the Supervisor and the IMC, such cessation to take effect from the date specified in the notice;
 - (d) in the case of the Principal, when he ceases to be employed as the principal of the School;

- (e) in the case of a Teacher Manager, when he ceases to be employed as a teacher of the School;
 - (f) in the case of a Manager within the categories described in Article 8.1(c), 8.1(d) and 8.1(e), when the constituency that nominated him has resolved in accordance with the Ordinance that such Manager is not suitable to continue to hold office as Manager, and has so notified the IMC in writing, and the registration of that Manager has been cancelled by the Permanent Secretary upon the request of the IMC;
 - (g) in the case of a Parent Manager, when he ceases to be a member of the constituency that nominated him, such cessation to take effect at the expiry of his term of office or the end of the school year, whichever is the earlier;
 - (h) when he has been found by the IMC to be non-conforming to the vision and mission as stated in this Constitution, and the Supervisor has requested the constituency that nominated him to withdraw his nomination and to nominate a replacement, and that constituency has passed a resolution as provided in Article 20.2(f);
 - (i) when he has passed away;
 - (j) when he has been adjudged bankrupt by a court of competent jurisdiction or has made any arrangement or composition with his creditors generally;
 - (k) when his physical or mental health has rendered him unfit to perform his duties as Manager; or
 - (l) when he has been convicted for an offence for which a sentence of imprisonment was passed (including a suspended sentence).
- 20.3 As regards the situation described in Article 20.2(h), in case no such resolution is passed within 2 months of the Supervisor's request, the IMC may, subject to availability of ground(s) that such Manager cannot perform satisfactorily or is not performing satisfactorily the duties of a Manager, request the Permanent Secretary to consider cancelling the registration of such Manager pursuant to Section 31 (1)(c)(ii) of the Ordinance.
- 20.4 If a person is no longer entitled to hold office as a Manager by virtue of the Ordinance or has ceased to be a Manager in accordance with any of the provisions in this Article, he shall not be entitled to exercise any right or power of a Manager notwithstanding that the registration of the person as a Manager has not yet been cancelled.
- 20.5 The provisions of this Article shall apply equally to an Alternate Manager in relation to any constituency.
- 20.6 Where a vacancy in the category of Alumni Manager is not filled within two months or a vacancy in the category of Independent Manager exists, the Supervisor shall convene a meeting for the purpose only of filling the vacancy, notwithstanding the composition of the IMC does not conform with the provisions of the Ordinance.

21. Filling of Vacancies of Managers

- 21.1 If the office of a Manager in Article 8.1(a) becomes vacant, the SSB shall fill such vacancy within two months.
- 21.2 If the office of the Principal shall become vacant for whatever reason, the IMC may,

before the vacancy is filled in accordance with this Constitution, appoint a person to act as Principal of the School, and such person shall perform the duties of the Principal and shall, subject to provisions in Article 45, attend IMC meetings as Honorary Manager, but with no voting right, until a new Principal is appointed and registered in accordance with this Constitution.

- 21.3 If the office of a Manager described in Article 8.1(c), 8.1(d), or 8.1(e) becomes vacant, the IMC shall give notice in writing of the vacancy to the relevant constituency which has the right to nominate another person as Manager for that constituency and the process and conditions prescribed in Part 3 for the nomination or election of a Manager, if applicable, shall apply.
- 21.4 The notice referred to in Article 21.3 shall require the relevant constituency to nominate a person to fill the vacancy within two months. If the relevant constituency fails to do so within that period, the IMC shall require that constituency to provide reasons for the failure.
- 21.5 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.

22. Giving Notice as regards Cancellation of Registration of Managers

- 22.1 Upon receiving a request under subsection (2), (3), (4) or (5) of section 40AX of the Ordinance or upon the cessation of office of any Manager under Article 20, 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 or that there is a doubt as to whether the cessation is effective. In such event the IMC may make such enquiry as is necessary to ascertain the validity of the request or the effectiveness of the cessation of office.
- 22.2 The request referred to in Article 22.1 must be annexed to the notice.
- 22.3 The Supervisor shall send a copy of the notice to each of the Managers.

Part 5 – Office-bearers of IMC

23. Office-bearers

- 23.1 There shall be the following IMC office bearers –
 - (a) the **Chairman**, who shall be the Supervisor appointed by the SSB;
 - (b) the **Secretary**, who shall be appointed by the SSB; and
 - (c) the **Treasurer**, who shall be appointed by the SSB.
- 23.2 A Manager shall not at any time be the bearer of more than one office.

24. Term of Office, Removal from and Vacation of Office

- 24.1 The Supervisor shall hold office for such period as the SSB shall in its absolute discretion consider appropriate, beginning on the date on which he is registered as a Manager and he shall be removed by the SSB only.
- 24.2 The Secretary shall hold office for such period as the SSB shall in its absolute discretion consider appropriate, beginning on the date on which he is registered as a Manager and he shall be removed by the SSB only.

- 24.3 The Treasurer shall hold office for such period as the SSB shall in its absolute discretion consider appropriate, beginning on the date on which he is registered as a Manager and he shall be removed by the SSB only.
- 24.4 An office-bearer vacates office when –
- (a) his term of office expires or he resigns from office;
 - (b) he is removed by the SSB; or
 - (c) he ceases to be a Manager.

25. Role of Office-bearers

- 25.1 The Chairman shall be responsible for –
- (a) performing the functions of the Supervisor of the School as specified in Section 40AK(1) of the Ordinance;
 - (b) serving as a link between the SSB and the IMC;
 - (c) participating, on behalf of the IMC, in the selection process of the Principal of the School;
 - (d) overseeing the performance of the Principal, ensuring that the objects of the IMC, the relevant policies and directives of the SSB as well as those of the Education Bureau are implemented efficiently and effectively; and
 - (e) requesting a constituency to remove a Manager nominated by the constituency if in the opinion of the IMC the said Manager has incurred the provisions described in Article 20.2(h), and to nominate another candidate to replace him.
- 25.2 The Secretary shall be responsible for –
- (a) providing secretarial support to the IMC which includes:
 - (i) assisting the Supervisor to convene the IMC meetings, and to prepare and dispatch relevant material and information to the Managers prior to those meetings;
 - (ii) taking minutes and maintaining proper record of all the proceedings of the IMC meetings;
 - (iii) handling any transaction as well as correspondence in respect of the business of the IMC;
 - (iv) in case of any vacancy and/or change of membership of the IMC, filing the necessary notice with the Permanent Secretary in accordance with the Ordinance;
 - (b) keeping the common seal of the IMC which shall not be affixed to any instrument except by the authority of a resolution of the Managers and in the presence of the Supervisor and one other Manager who shall sign every instrument to which the Seal is so affixed in their presence; and
 - (c) maintaining a register each, of all declarations of interests and all disclosures of interests, in accordance with Section 40BH of the Ordinance.

- 25.3 The Treasurer shall be responsible for assisting the Chairman in ensuring that the IMC complies with Section 40BB of the Ordinance. In fulfilling his duties, the Treasurer shall ensure that all books and records of accounts relating to the IMC and the School are kept securely in the School at all times.

Part 6 – Powers of the IMC

26. General Powers

- 26.1 Subject to compliance with the Ordinance and any other law, the IMC may do anything that appears to it to be necessary or expedient for the purposes of, or in connection with, the proper management, administration or operation of the School in accordance with the vision and mission as set out in Article 2 and with the general policies and principles of education, as well as directives, guidelines and instructions set by the SSB.
- 26.2 The IMC shall not formulate or introduce any change to the educational management policies or religious education policies set by the SSB without prior consultation with the SSB and obtaining its prior approval.
- 26.3 The exercise of the powers of the IMC shall be subject to the provisions of the Ordinance or any other law, the Code of Aid and the vision and mission, and general educational policies and principles of the SSB.

27. Specific Powers

- 27.1 Without prejudice to the powers specified in Section 40AF of the Ordinance and Article 26, the IMC shall have the power to –
- (a) formulate and implement policies in furtherance of the development and day-to-day operations of the School according to the aims, views and instructions of the SSB.
 - (b) approve and monitor the implementation of any school development plan and school annual plan submitted by the School;
 - (c) manage, improve and maintain all or any part of the school building and the area within the school compound;
 - (d) employ and dismiss such teaching staff and non-teaching staff as it thinks fit according to the policies as prescribed by the Government and determine the terms and conditions of service of such staff;
 - (e) use and dispose of the funds and assets owned by it for the furtherance of the objects of the IMC;
 - (f) co-operate in, enter into, make, perform and carry out any agreement or arrangement of every sort and kind with the Government, the SSB or any authority (whether local or otherwise) or any other bodies, associations or organizations (whether incorporated or unincorporated) having objects similar to any of the objects of the School or of the IMC or what may be conducive to any of the objects of the School or of the IMC, and to obtain from the Government, the SSB or any such authority, bodies, associations or organizations any rights, privileges and concessions;
 - (g) receive gifts, donations and gratuities on behalf of and for the purpose and operation of the School;
 - (h) raise money by any lawful means for the purpose and operation of the School;

- (i) do all such other lawful things as are incidental or conducive to the attainment of the objects of the IMC, provided always that the IMC shall hold money and shall only deal with the same in such manner as allowed by law and by this Constitution;
 - (j) set up and to appoint members to Ad hoc Committee(s), Sub-committees or Standing Committee(s) as are deemed necessary to assist the IMC in the smooth and efficient day-to-day operation of the School; and
 - (k) enter into any agreement with another party, as required by the SSB for the operation of the School.
- 27.2 The IMC shall not, without the prior written permission of the SSB, change and modify the name of the School and such long-established symbols of the School as the school song, school badge and associated religious signs or artifacts, name any portion of the School premises after a donor(s), or carry out any construction or modification work to the building or ground in which the School is situated and which may require the appointment of an Authorized Person for the said work.
- 27.3 Upon the formation of the IMC, the IMC shall enter into a service agreement with the SSB provided that the service agreement does not contain any clauses in contravention with the Ordinance and any other law.

Part 7 – Meetings and Proceedings of IMC

28. Number of Meetings

- 28.1 The IMC shall meet at least three times in any school year for the dispatch of business of the School and of the IMC in accordance with the directives given by the Permanent Secretary or the SSB.

29. Convening of Meetings

- 29.1 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.
- 29.2 A notice of meeting accompanied by the agenda of the meeting shall be given to all the Managers not less than fourteen days before the meeting takes place except in cases of emergency.
- 29.3 At the request in writing of not less than one third of the total number of the Managers together, the Supervisor shall, not later than seven days after the receipt of the request, convene an extraordinary 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.
- 29.4 At the request of the Supervisor, an extraordinary meeting of the IMC may be convened to be held at such time and place as the Supervisor may specify by notice in writing given to all Managers not less than seven days before the meeting takes place except in cases of emergency.
- 29.5 The accidental omission to give notice of any meeting to, or the non-receipt of such notice by, a member entitled to receive notice thereof shall not invalidate any resolution passed or proceedings held at any meeting.

30. Agenda

- 30.1 The agenda of a meeting shall be set by the Supervisor.
- 30.2 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 reasons for his refusal at the meeting.

31. Quorum

- 31.1 The quorum for a meeting of the IMC shall be not less than half of all the Managers, the majority of whom must be those appointed by the SSB.
- 31.2 For the purpose of forming a quorum for any meeting of the IMC, the Alternate Teacher Manager or Alternate Parent Manager shall be counted only if a regular Manager of the same constituency is unable to attend; the Alternate SSB Manager shall be counted only if there is a vacancy of SSB Manager of the School for the time being.
- 31.3 In any meeting of the IMC, the number of Managers who hold salaried positions in the School should be less than the number of Managers who do not hold such positions. Any meeting in which the number of Managers who hold salaried positions in the School is more than the number of Managers who do not hold such position shall be invalid.
- 31.4 If within half an hour from the time appointed for the meeting a quorum as described in Articles 31.1, 31.2 and 31.3 is not formed, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case, it shall stand adjourned for not less than one week but not more than four weeks, and be held at such time and place as specified by the Supervisor.
- 31.5 Notwithstanding Articles 31.1 to 31.3, at any IMC meeting that has been adjourned twice owing to an insufficient quorum, the Managers present shall form a quorum and shall have full power to transact the proposed business of the adjourned meeting.

32. Proceedings of Meetings

- 32.1 The Supervisor who is the Chairman of the IMC shall preside at meetings of the IMC. If the Supervisor is absent at any meeting, the SSB Managers present at the meeting shall elect one from among themselves to preside at the meeting. This Manager presiding at the meeting shall not act in the capacity of the Supervisor.
- 32.2 Unless any other provision of 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 Supervisor or Manager presiding shall have a casting vote.
- 32.3 At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands.
- 32.4 All business discussed at any meeting of the IMC shall be confidential and no disclosure shall be made without the consent of the Chairman.

33. Transaction of Business by Circulation of Papers

- 33.1 Where it is impractical to convene a meeting or where the business concerned is unlikely to be controversial, businesses of the IMC may be transacted by circulating papers among the Managers. The Chairman shall decide on the businesses which may or may not be transacted by circulation and written resolution.

- 33.2 A resolution that is circulated and endorsed with the support of more than half of the total number of Managers shall be valid as if it were passed at a meeting of the IMC.

34. Declaration and Disclosure of Interests

- 34.1 In accordance with Section 40BF of the Ordinance, every Manager shall, at least once in every twelve months, submit to the IMC a written declaration stating the particulars of any pecuniary or other personal interests, direct or indirect, he has in any matter that may raise a conflict with his duties as a Manager. Within one month after a change occurs in any matter stated in a declaration, the Manager who made the declaration shall submit to the IMC another written declaration stating the change.
- 34.2 Without limiting Section 40BG of the Ordinance, a Manager shall make a disclosure of interests 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 he has any pecuniary or other personal interests in the matter. In particular, he shall make a disclosure in the following situations –
- (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, his own appointment, conditions of service, remuneration and promotion; or
 - (b) the Manager is the parent of a pupil of the School and the matter involves the appraisal of the pupil's performance, or the taking of disciplinary actions against the pupil; or
 - (c) the Manager is directly or indirectly related to a pupil or a teacher of the School or another Manager, against whom a complaint has been made, and the matter involves the appraisal of the performance of the pupil, teacher or that other Manager, or 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 or indirectly related to the trading operations/business contracts to be discussed or tenders to be awarded.
- 34.3 In any of the circumstances described in Article 34.2, the Manager shall take leave of the meeting(s) of the IMC as long as the proceedings on the relevant item of the agenda are still in session.
- 34.4 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 Article.

35. Minutes of Meetings

- 35.1 The Secretary shall take and keep the minutes of every meeting of the IMC. In particular, the Secretary shall make a record of a summary of the discussions, decisions and follow-up actions.
- 35.2 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 of a summary of such dissenting view in the minutes accordingly.
- 35.3 The minutes of a meeting of the IMC if approved, shall be signed by the Chairman and the minutes when so signed shall be sufficient evidence of the matters therein recorded.

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

Part 8 – Selection and Deployment of Principals

36. Selection and Deployment of Principals

- 36.1 If the office of the Principal shall become vacant for whatever reason, a new Principal shall be selected by a Principal Selection Committee (the “Selection Committee”) established by the IMC with the assistance of the SSB.
- 36.2 The Selection Committee shall select in an open, fair and transparent manner a suitable person for appointment by the IMC in accordance with the procedure prescribed by the Constitution of the Selection Committee.
- 36.3 The Selection Committee shall be composed of –
- (a) not less than four representatives of the SSB; and
 - (b) the Supervisor and one Manager nominated by the IMC.
- 36.4 At any stage of the selection process, the Selection Committee may invite not more than two persons from amongst relevant professionals to participate in the selection.
- 36.5 In filling the vacancy, the following provisions shall apply –
- (a) only the SSB may nominate candidates for selection by the Selection Committee;
 - (b) the Supervisor shall report to the IMC the discussion and decision of the Selection Committee; and
 - (c) the IMC shall recommend the person selected by the Selection Committee to the Permanent Secretary for approval and confirmation of appointment.
- 36.6 The Principal of a school may be transferred to be the Principal of another school which is also operated by the SSB, if the transfer is deemed by the SSB to be conducive to the professional development of that Principal and to the overall benefit of the schools operated by the SSB.

37. Functions of Principal

- 37.1 Besides carrying out those functions prescribed by the Ordinance and the relevant instructions and regulations prescribed by the Permanent Secretary, the Principal of the School so selected shall also carry out and implement the policies, plans and resolutions which are made by the SSB and the IMC for the smooth operation and development of the School.

Part 9 – Miscellaneous

38. Other Committees

- 38.1 In connection with the management and operation of the School, the IMC may establish one or more committee(s) with such terms of reference as it thinks fit.
- 38.2 The members and the chairman of a committee established under Article 38.1 shall be appointed by the IMC.

- 38.3 Persons who are not Managers may be appointed as members of a committee established under Article 38.1, but its chairman must be a Manager.
- 38.4 Subject to the direction of the IMC, the committees established under Article 38.1 may determine their own proceedings.
- 38.5 Any committee established under Article 38.1 shall have such powers and authority as may be delegated by the IMC, provided that each committee shall be accountable to the IMC and the IMC may from time to time revoke any such delegation.

39. Managers to act on Honorary Basis

- 39.1 All Managers serve on the IMC on an honorary basis. The IMC shall not provide any of the Managers with any remuneration.
- 39.2 No Manager, other than the Principal, Teacher Manager and Alternate Teacher Manager, shall be appointed to any salaried position in the School.
- 39.3 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.
- 39.4 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 as set out in Article 2. The IMC shall not distribute any of its funds and assets among the Managers.

40. School Development Plan etc.

- 40.1 The IMC shall submit the School Development Plan, Annual School Plan and School Report to the SSB according to the schedule proposed by the Education Bureau.

41. Liability of Manager and Protection

- 41.1 A Manager shall not incur any civil liability in respect of anything done or omitted to be done by him in good faith in the performance or purported performance of any function of his office as a Manager.

42. Accounts

- 42.1 The IMC shall keep and maintain the accounts of the School in accordance with the prescriptions issued from time to time by the Permanent Secretary and the SSB.
- 42.2 The IMC shall cause proper records of accounts of the IMC to be kept with respect to all sums of money received and expended by the IMC.
- 42.3 The IMC in consultation with the SSB shall appoint an accountant as the auditor to audit the books and accounts of the IMC and the School and the appointed auditor shall perform the duties specified in Section 40BB of the Ordinance.

43. Receiving Donations in the form of Money

- 43.1 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.

44. Winding Up or Dissolution

- 44.1 The IMC shall be wound up or dissolved when the registration of the School is cancelled.
- 44.2 If upon the winding up or dissolution of the IMC, there remains, after the satisfaction of all its debts and liabilities, any money or property whatsoever, the same shall not be paid to or distributed amongst the members of the IMC. The properties owned by the IMC immediately before the dissolution shall be vested in the Permanent Secretary as the corporation sole constituted under the Permanent Secretary for Education Incorporation Ordinance.

45. Honorary Managers

- 45.1 The SSB may appoint one or more Honorary Manager(s) as it deems fit or necessary.
- 45.2 An Honorary Manager shall have the right to attend all meetings of the IMC but does not have any voting right.

Part 10 – Amendment of Constitution

46. Procedure for making Amendments to the Constitution

- 46.1 For the purpose of this Article, the vision and mission of the School as set out in Article 2, the provisions in this Constitution regarding the powers of the SSB to nominate and appoint the Supervisor and SSB Managers, and the provisions in this Constitution regarding the selection of the Principal are referred to as 'the Restricted Provisions'.
- 46.2 No proposal (other than proposals made by the SSB under Article 46.3) for any alteration or amendment to any part of the Restricted Provisions shall be made without the prior written approval of the SSB.
- 46.3 The SSB may, from time to time, propose any alteration or amendment to the Constitution and advise the Supervisor of any such proposal, and the Supervisor shall follow the procedures described in Articles 46.5 (a), (b) and (c).
- 46.4 Subject to Articles 46.1 and 46.2, a Manager other than the Supervisor may propose that this Constitution be altered or amended provided that the proposal shall be –
 - (i) in writing and signed by the Manager who makes the proposal;
 - (ii) supported by not less than one-third of all the Managers, who shall countersign the proposal; and
 - (iii) submitted to the Supervisor.
- 46.5 The following procedure shall be adopted for the consideration of any proposal made under Articles 46.3 and 46.4 –
 - (a) The Supervisor shall give notice in writing of a meeting to discuss the proposal to all Managers not later than twenty-eight days before the meeting. A copy of the proposal shall be attached to each copy of the notice.
 - (b) The quorum for the meeting shall be not less than two-thirds of all the Managers of whom not less than five members must be those appointed by the SSB.
 - (c) For the adoption of a proposal to alter or amend any part of this Constitution, no

resolution shall be valid except with a two-thirds majority of the voting Managers attending the meeting and a support in writing from the SSB.

- (d) Any resolution for the alteration or amendment of any part of this Constitution should be lodged with the Permanent Secretary within 14 days.

END

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APPENDIX

CODE OF CANON LAW, LATIN-ENGLISH EDITION, Canon Law Society of America, 1998.

CAN. 796 §2. Parents must cooperate closely with the teachers of the schools to which they entrust their children to be educated; moreover, teachers in fulfilling their duty are to collaborate very closely with parents, who are to be heard willingly and for whom associations or meetings are to be established and highly esteemed.

CAN. 800 §2. The Christian faithful are to foster Catholic schools, assisting in their establishment and maintenance according to their means.

CAN. 803 §1. A Catholic school is understood as one which a competent ecclesiastical authority or a public ecclesiastical juridic person directs or which ecclesiastical authority recognizes as such through a written document.

§2. The instruction and education in a Catholic school must be grounded in the principles of Catholic doctrine; teachers are to be outstanding in correct doctrine and integrity of life.

§3. Even if it is in fact Catholic, no school is to bear the name Catholic school without the consent of competent ecclesiastical authority.

CAN. 804 §1. The Catholic religious instruction and education which are imparted in any schools whatsoever or are provided through the various instruments of social communication are subject to the authority of the Church. It is for the conference of bishops to issue general norms about this field of action and for the diocesan bishop to regulate and watch over it.

§2. The local ordinary is to be concerned that those who are designated teachers of religious instruction in schools, even in non-Catholic ones, are outstanding in correct doctrine, the witness of a Christian life, and teaching skill.

CAN. 805 For his own diocese, the local ordinary has the right to appoint or approve teachers of religion and even to remove them or demand that they be removed if a reason of religion or morals requires it.

CAN. 806 §1. The diocesan bishop has the right to watch over and visit the Catholic schools in his territory, even those which members of religious institutes have founded or direct. He also issues prescripts which pertain to the general regulation of Catholic schools; these prescripts are valid also for schools which these religious direct, without prejudice, however, to their autonomy regarding the internal direction of their schools.

§2. Directors of Catholic schools are to take care under the watchfulness of the local ordinary that the instruction which is given in them is at least as academically distinguished as that in the other schools of the area.

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This constitution is approved by the
Education Bureau on 3 January 2014.