

LINGNAN UNIVERSITY ORDINANCE (Chapter 1165)

An Ordinance to provide for the establishment of Lingnan University and for matters connected therewith.

WHEREAS-

- (1) in 1967 Lingnan College was established and registered as a school under the Education Ordinance (Cap. 279) in order to continue and foster the tradition and spirit of service of Lingnan University founded in 1888 in Canton, China;
- (2) in 1978 Lingnan College was registered under the Post Secondary Colleges Ordinance (Cap. 320);
- (3) in 1992 Lingnan College was established in that name as a body corporate by the Lingnan College Ordinance (Cap. 422); and
- (4) it is considered desirable to retitle Lingnan College as Lingnan University:

PART I

PRELIMINARY

1. Short title

This Ordinance may be cited as the Lingnan University Ordinance.

2. Interpretation

In this Ordinance, unless the context otherwise requires-

“Chancellor” (校監) means the Chancellor of the University under section 4;

“Council” (校董會) means the Council of Lingnan University established under section 11(1);

“Court” (諮議會) means the Court of Lingnan University established under section 7;

“eligible staff” (合資格的教職員) means the full-time teaching and instructional staff of the University, and includes members of the administrative staff of the University of equivalent rank or grade as defined by statutes;

“financial year” (財政年度) means the period fixed by the University under section 19(3) to be its financial year;

“Lingnan Education Organization Limited” (嶺南教育機構有限公司) means the body corporate registered under the Companies Ordinance (Cap. 32) as “Lingnan Education Organization Limited”;

“Lingnan University Alumni Association (Hong Kong) Limited” (嶺南大學香港同學會有限公司) means the body corporate registered under the Companies Ordinance (Cap. 32) as “Lingnan University Alumni Association (Hong Kong) Limited”;

“President” (校長) means the President appointed under section 15 and any person for the time being acting in that capacity;

“repealed Ordinance” (已廢除條例) means the Lingnan College Ordinance (Cap. 422) repealed under section 28;

“Secretary” (局長) means the Secretary for Education;

“Senate” (教務會) means the Senate of the University established under section 18;
“statutes” (規程) means the statutes of the University made by the Council under section 23;
“Students’ Union” (學生會) means the Lingnan University Students’ Union;
“University” (大學) means Lingnan University established under section 3;
“Vice-President” (副校長) means the Vice-President appointed under section 15 and any person for the time being acting in that capacity.

PART II

THE UNIVERSITY

3. Establishment of the University

(1) The body corporate known as Lingnan College under the repealed Ordinance immediately before the commencement of this section shall, on and after that commencement, be known as Lingnan University, which in that name shall have perpetual succession and may sue and be sued.

(2) The objects of the University are to provide for education, studies, training and research in arts, humanities, business, social sciences, science and other subjects of learning.

4. Chancellor

There is a Chancellor of the University who is the Chief Executive.

5. Seal of the University

(1) The University shall have a common seal and the affixing of the seal shall-

(a) be authorized or ratified by resolution of the Council; and

(b) be authenticated by the signatures of-

(i) the President or of any Vice-President; and

(ii) 1 member of the Council, authorized by the Council either generally or specially to act for that purpose.

(2) A document purporting to be duly executed under the common seal of the University shall be admitted in evidence and shall, unless the contrary is proved, be deemed to have been duly executed.

6. Powers of the University

The University shall have power to do all such things as are necessary for, or incidental or conducive to, or connected with, the furtherance of its functions and may in particular, without prejudice to the generality of the foregoing-

(a) acquire, take on lease, purchase, hold and enjoy property of any description and sell, let or otherwise dispose of or deal with the same in such manner and to such extent as the law would allow if the property were held by a natural person in the same interest;

(b) provide appropriate amenities (including residential accommodation, facilities for social activities and physical recreation) for its students and persons in its employment;

(c) erect, provide, equip, maintain, alter, remove, demolish, replace, enlarge,

- improve, keep in repair and regulate the buildings, premises, furniture and equipment and all other property of the University;
- (d) employ or engage any staff, expert or professional adviser or consultant on a full-time or part-time basis;
 - (e) set terms of remuneration and conditions of service for staff;
 - (f) receive and expend funds;
 - (g) invest its funds in such manner and to such extent as it thinks necessary or expedient;
 - (h) borrow money in such manner and on such securities or terms as it thinks expedient;
 - (i) apply for and receive any grant in aid for its functions on such conditions as it thinks fit;
 - (j) fix and collect fees and charges for courses of study, facilities and other services provided by it, and specify conditions for the use of such facilities and services;
 - (k) reduce, waive or refund fees and charges so fixed generally or in any particular case or class of case;
 - (l) receive and solicit gifts, whether on trust or otherwise, on its behalf and act as trustees of moneys or other property vested in it on trust;
 - (m) provide financial assistance by way of grant or loan in pursuance of its objects;
 - (n) enter into a contract, partnership or other form of joint venture with other persons;
 - (o) print, produce or publish any manuscript, book, play, music, script, programme or other materials including video and audio materials and computer software as the University thinks appropriate or expedient;
 - (p) confer degrees and academic awards including honorary degrees and honorary awards;
 - (q) approve annual budget estimates of the University.

PART III

THE COURT

7. Establishment of the Court

There is hereby established a Court to be known as the Court of Lingnan University.

8. Duties, etc. of the Court

The Court-

- (a) shall be consulted by the Council on the appointment of a President or Vice-President;
- (b) may consider the annual budget estimates and make representations to the Council;
- (c) may consider the annual accounts together with any comments that may have been made by the auditors;
- (d) may consider any reports made to it by the Council; and
- (e) may discuss any motion on general University policy.

9. Membership of the Court

- (1) The Court shall consist of the following members-
 - (a) 10 members of the Council appointed by the Chief Executive under section 12(1)(a), as ex-officio members;
 - (b) up to 6 members nominated by the Council and appointed by the Chief Executive;
 - (c) 19 members nominated by the Lingnan Education Organization Limited and appointed by the Chief Executive;
 - (d) 2 members elected by the eligible staff among themselves in accordance with statutes and appointed by the Council;
 - (e) 1 member elected by the Senate from among its members in accordance with statutes and appointed by the Council;
 - (f) the President as an ex-officio member;
 - (g) the Vice-President as an ex-officio member;
 - (h) the President of the Students' Union as an ex-officio member; and
 - (i) a graduate or past student of the Lingnan College referred to in the preamble to this Ordinance or of the University, nominated by the Lingnan University Alumni Association (Hong Kong) Limited and appointed by the Council.
- (2) The Chief Executive shall appoint from the members appointed under subsection (1)(a), (b) or (c)-
 - (a) 1 member as Chairman of the Court; and
 - (b) 1 member as Deputy Chairman of the Court.
- (3) The Deputy Chairman of the Court shall act as Chairman of the Court if the Chairman is absent from Hong Kong or is, for any other reason, unable to act as Chairman. If for any period both the Chairman and the Deputy Chairman are absent from Hong Kong or unable to act in their respective offices, or if both of these offices are vacant, the members may appoint one of the members referred to in subsection (1)(a), (b) or (c) to act as Chairman during that period.
- (4) A member referred to in subsection (1)(b) or (c) shall hold office for a period of 3 years or such lesser period as the Chief Executive may determine.
- (5) Subject to subsection (8), a member referred to in subsection (1)(d), (e) or (i) shall hold office for a period of 3 years or such lesser period as the Council may determine.
- (6) A member referred to in subsection (1)(b) or (c) may at any time by notice in writing to the Chief Executive or the Secretary resign from the Court.
- (7) A member referred to in subsection (1)(d), (e) or (i) may at any time by notice in writing to the Chairman of the Council resign from the Court.
- (8) A member who became a member of the Court under subsection (1)(d) or (e) shall cease to be a member of the Court-
 - (a) when he ceases to be a member of the body from which he is elected; or
 - (b) when he ceases to meet the criteria of eligibility for election as defined by statutes.
- (9) Upon the expiry of the appointment of any member, whether by reaching pre-set time limits or as a result of resignation or ceasing to meet the criteria of eligibility for election as defined by statutes, the procedure for a new appointment or re-appointment will be as if the position thus vacated were being filled for the first time.

10. Meetings and procedures of the Court

(1) Schedule 1 shall have effect with respect to the meetings and procedures of the Court.

(2) Subject to this Ordinance and any statutes, the Court may determine its own procedures at its meetings.

PART IV

THE COUNCIL

11. Establishment of the Council

(1) There is hereby established a Council to be known as the Council of Lingnan University.

(2) The Council is the executive body of the University and may exercise any of the powers conferred and shall perform all the duties imposed on the University.

12. Membership of the Council

(1) The Council shall consist of the following members-

- (a) 10 members appointed by the Chief Executive who are specified in their appointments to be ex-officio members of the Court;
- (b) 8 members appointed by the Chief Executive;
- (c) 7 members nominated by the Lingnan Education Organization Limited and appointed by the Chief Executive;
- (d) 3 members elected by the eligible staff among themselves in accordance with statutes and appointed by the Council;
- (e) 2 members elected by the Senate from among its members in accordance with statutes and appointed by the Council;
- (f) the President as an ex-officio member;
- (g) the Vice-President as an ex-officio member; and
- (h) the President of the Students' Union as an ex-officio member.

(2) The Chief Executive shall appoint from the members appointed under subsection (1)(a)-

- (a) 1 member as Chairman of the Council;
- (b) 1 member as Deputy Chairman of the Council; and
- (c) 1 member as Treasurer of the Council.

(3) The Deputy Chairman of the Council shall act as Chairman of the Council if the Chairman is absent from Hong Kong or is, for any other reason, unable to act as Chairman.

(4) If for any period both the Chairman and the Deputy Chairman are absent from Hong Kong or unable to act in their respective offices, or if both of these offices are vacant, the members may appoint one of the members appointed under subsection (1)(a) to act as Chairman during that period.

(5) A member appointed under subsection (1)(a), (b) or (c) as well as the Chairman, Deputy Chairman or Treasurer appointed under subsection (2) shall hold office for a term of 3 years or such lesser period as the Chief Executive may determine.

(6) Subject to subsection (9), a member appointed under subsection (1)(d) or (e) shall hold office for a term of 3 years or such lesser period as the Council may determine.

(7) A member appointed under subsection (1)(a), (b) or (c) or the Chairman, Deputy Chairman or Treasurer appointed under subsection (2) may resign from the Council at any time by notice in writing to the Chief Executive or the Secretary.

(8) A member appointed under subsection (1)(d) or (e) may resign from the Council at any time by notice in writing to the Chairman of the Council.

(9) A member who became a member of the Council under subsection (1)(d) or (e) shall cease to be a member of the Council-

(a) when he ceases to be a member of the body from which he is elected; or

(b) when he ceases to meet the criteria of eligibility for election as defined by statutes.

(10) Upon the expiry of the appointment of any member, whether by reaching the pre-set time limits or as a result of resignation or ceasing to meet the criteria of eligibility for election as defined by statutes, the procedure for a new appointment, or re-appointment, will be as if the position thus vacated were being filled for the first time.

13. Meetings and procedures of the Council

(1) Schedule 2 shall have effect with respect to the meetings and procedures of the Council.

(2) Subject to this Ordinance, the Council may regulate its own procedures.

14. Committees generally

(1) The Council may create and appoint any committee for any general or special purposes. The committee may consist partly of persons who are not members of the Council. The Chairman of the committee shall be appointed by the Council from among the members of the Council.

(2) The Council may in writing, with or without restrictions or conditions as it thinks fit, delegate any of its powers and duties to the committee. However, the Council shall not delegate to the committee the power-

(a) to approve the terms and conditions of service of persons in the employment of the University;

(b) to approve the annual budget estimates;

(c) to authorize the preparation of the statements required under section 19(2); or

(d) to make statutes.

(3) Subject to any statutes, each committee may determine its own procedure at its meetings.

PART V

PRESIDENT, VICE-PRESIDENT AND OTHER EMPLOYEES

15. Appointment of President, Vice-President and other employees

(1) The Council shall, in consultation with the Court, appoint a President.

(2) The President shall be subject to the control of the Council.

(3) The President shall be the principal academic and administrative officer of the University.

(4) The Council may, in consultation with the Court, appoint a Vice-President to assist the President.

(5) The Council may, in consultation with the Court, terminate the appointment of the President or the Vice-President on the ground of misconduct, incompetence, inefficiency or other good cause.

(6) The Council may appoint a person to act as President during the absence or incapacity of the President or if that office is vacant for any reason.

(7) The Council may appoint other persons to be the employees of the University as the Council thinks fit.

(8) The Council may terminate the appointment of an employee on the ground of misconduct, incompetence, inefficiency or other good cause.

16. Power of the Council to delegate to the President

(1) Subject to subsection (2), the Council may in writing, with or without restrictions or conditions as it thinks fit, delegate to the President any of its powers and duties.

(2) The Council shall not delegate to the President the power-

- (a) to approve the terms and conditions of service of persons in the employment of the University;
- (b) to approve the annual budget estimates;
- (c) to authorize the preparation of the statements required under section 19(2);
- (d) to make statutes;
- (e) to appoint a President or Vice-President;
- (f) to terminate the appointment of the Vice-President;
- (g) of the Council under section 15(6).

17. Power of the President to delegate

(1) Subject to subsection (2), the President may in writing, with or without restrictions or conditions as he thinks fit, delegate, to such person or committee of persons as he thinks fit, his powers and duties, including subdelegating any power or duty of the Council delegated to him under section 16.

(2) The President's power to subdelegate any power or duty of the Council delegated to him shall be subject to any restriction or condition on subdelegation imposed by the Council under section 16.

PART VI

THE SENATE

18. Senate

(1) There shall be a Senate which is the supreme academic body of the University.

(2) The Senate shall-

- (a) review and develop academic programmes;
- (b) direct and regulate the teaching and research at the University;
- (c) regulate the admission of persons to approved courses of study and their attendance at such courses;
- (d) regulate the examinations leading to the degrees and other academic awards of the University; and
- (e) determine the eligibility of persons to receive degrees, diplomas, certificates and

- other academic awards other than honorary degrees or honorary awards.
- (3) The membership and procedures of the Senate shall be in accordance with statutes.

PART VII

FINANCIAL STATEMENTS AND REPORTS

19. Accounts

- (1) The University shall maintain proper accounts and records of all its income and expenditure.
- (2) After the end of each financial year, the University shall prepare statements of its income and expenditure during the previous financial year and of its assets and liabilities on the last day of the previous financial year.
- (3) The University may, from time to time, fix a period to be its financial year.

20. Auditors

- (1) The University shall appoint auditors, who are entitled at any time to have access to all books of account, vouchers and other financial records of the University and to require such information and explanations as the auditors reasonably consider necessary.
- (2) The auditors shall audit the statements prepared under section 19(2), and shall report thereon to the University.

21. Statements and reports to be submitted to the Chancellor

The University shall, not later than 6 months after the end of each financial year, or before such later date as the Chancellor may allow in any particular year, submit to the Chancellor a report on its activities, copies of the statements prepared under section 19(2) and a copy of the report made under section 20(2).

PART VIII

GENERAL

22. Unauthorized use of title of the University

- (1) No person shall incorporate or form, or be a director, officer, member or organizer of, or work in connection with, any body of persons which-
- (a) falsely purports or holds itself out to be-
 - (i) the University or any branch or part thereof; or
 - (ii) in any way connected or associated with the University; or
 - (b) with intent to deceive or mislead, uses the title “Lingnan University” or “嶺南大學” or a title in any language which so closely resembles that title so as to be capable of deceiving or misleading any person into believing that the body of persons is-
 - (i) the University or any branch or part thereof; or
 - (ii) in any way connected or associated with the University.
- (2) A person who contravenes subsection (1) shall be guilty of an offence and is liable on conviction to a fine at level 6.

23. Power of the Council to make statutes

(1) Subject to the provisions of this Ordinance, the Council may make statutes for the better carrying out of the provisions of this Ordinance and, in particular, but without prejudice to the generality of the foregoing, may make statutes providing for-

- (a) the regulation of the proceedings of the Court, the Senate and of any committee appointed under section 14;
 - (b) the membership and quorum of the Senate and of any committee appointed under section 14;
 - (c) the powers and duties of the Senate and the powers and duties of any committee appointed under section 14;
 - (d) the discipline of persons in the employment of the University;
 - (e) the regulation of the conduct and discipline of students of the University;
 - (f) the conferring of degrees and other academic awards, including honorary degrees and honorary awards; and
 - (g) the holding and conduct of elections for the purpose of electing candidates for appointment to the Court under section 9(1)(d) or (e) and to the Council under section 12(1)(d) or (e).
- (2) Any statute made under this section is not subsidiary legislation.

24. Amendment of Schedules

The Secretary may by order in the Gazette amend Schedule 1 or 2.

25. Vesting

(1) Subject to section 3, the body corporate known as Lingnan College under the repealed Ordinance immediately before the commencement of that section continues in existence on and after that commencement as the University and, accordingly, all property, movable or immovable, rights and privileges vested in Lingnan College prior to that commencement shall continue to be vested in the University on the terms and conditions, if any, on which the same were vested on that date, and likewise, the University shall continue to be subject to the obligations and liabilities to which the Lingnan College was subject to immediately prior to that commencement.

(2) Subject to subsection (1), the appointment of any employee of Lingnan College made before the commencement of section 3 shall be deemed to have been made by the University, and for all purposes the service of such employee shall be regarded as continuous from the date on which he was appointed by Lingnan College.

26. Transitional

(1) Where section 11 has not been commenced, the Council of the Lingnan College as established under the repealed Ordinance may, without prejudice to the operation of section 32 of the Interpretation and General Clauses Ordinance (Cap. 1), exercise any of the powers conferred or perform all the duties imposed on the Council by this Ordinance (including any power of the Council to appoint any member of the Council).

(2) The Board of Governors as established under the repealed Ordinance shall be deemed to be the Court pending the establishment of the Court under section 7.

(3) The Academic Board as established under the repealed Ordinance shall be deemed to be the Senate pending the establishment of the Senate under section 18.

(4) The President of Lingnan College appointed under the repealed Ordinance shall be

deemed to be the President pending the appointment of the President under section 15.

(5) All rules made under the repealed Ordinance and in force immediately before the commencement of section 3 shall, with all necessary modifications, be deemed to be statutes made under section 23 and are liable to be amended or repealed accordingly.

27. Saving

Nothing in this Ordinance shall affect or be deemed to affect the rights of the Central Authorities or the Government of the Hong Kong Special Administrative Region under the Basic Law and other laws, or the rights of any body politic or corporate or of any other persons except such as are mentioned in this Ordinance and those claiming by, from or under them.

SCHEDULE 1

[ss. 10 & 24]

MEETINGS AND PROCEDURES OF THE COURT

1. Meetings of the Court shall be held at such times and places as the Chairman may appoint.

2. The Chairman shall, at the request of not less than 10 members, convene within 21 days after receiving the request an extraordinary meeting for the purpose of discussing such matters as are specified by the requesting members.

3. One half of the members for the time being holding office shall form a quorum at a meeting of the Court.

4. If a member has a personal interest, whether directly or indirectly, in any matter to be considered at a meeting of the Court and is present at the meeting, he shall as soon as possible after the commencement of the meeting state the fact and the nature of the interest and shall, if required by a majority of the members present, withdraw from the meeting while the matter is being considered and in any case shall not vote thereon.

5. In paragraph 4, “interest” (利害關係) includes a pecuniary interest.

6. A meeting of the Court may be adjourned by the Chairman or the person presiding or, where a majority of the members present so resolves, by the members.

7. Subject to this Ordinance and any statutes, the Court may determine its own procedure and may exclude from any of its meetings or any part thereof the President, the Vice-President or the President of the Students’ Union or any member appointed under section 9(1)(d) or (e) of the Ordinance when, in the opinion of the Chairman or the person presiding, such exclusion is in the best interests of the University.

8. Without prejudice to the generality of paragraph 7, the President for the time being of the Students’ Union is not entitled to participate in considering the appointment, promotion or personal affairs of individual officers, teachers and other staff members or the admission or academic assessment of individual students.

9. The Court may transact any of its business by circulation of papers, and unless 5 members in writing request the Chairman to refer any particular item of the business being transacted to the next meeting of the Court a resolution in writing which is approved in writing by a majority of the members shall be valid and effectual as if it had been passed at a meeting of the Court.

SCHEDULE 2

[ss. 13 & 24]

MEETINGS AND PROCEDURES OF THE COUNCIL

1. Meetings of the Council shall be held at such times and places as the Chairman may appoint.

2. The Chairman shall, at the request of not less than 7 members, convene within 21 days after receiving the request an extraordinary meeting for the purpose of discussing such matters as specified by the requesting members.

3. One half of the members for the time being holding office shall form a quorum at a meeting of the Council.

4. A meeting of the Council may be adjourned by the Chairman or the person presiding or, where a majority of the members present so resolves, by the members.

5. If a member has any pecuniary or other personal interest, whether directly or indirectly, in any matter to be considered at a meeting of the Council and is present at such meeting, he shall as soon as possible after the commencement of the meeting state the fact and the nature of the interest and shall, if required by a majority of the members present, withdraw from the meeting while the matter is being considered and in any case shall not vote thereon.

6. The Council may determine its own procedure and may exclude from any of its meetings or any part thereof the President, the Vice-President, the President of the Students' Union or any member appointed under section 12(1)(d) or (e) of the Ordinance when, in the opinion of the Chairman or the person presiding, such exclusion is in the best interests of the University.

7. Without prejudice to the generality of paragraph 6, the President for the time being of the Students' Union is not entitled to participate in considering the appointment, promotion or personal affairs of individual officers, teachers and other staff members or the admission or academic assessment of individual students.

8. The Council may transact any of its business by circulation of papers, and unless 5 members in writing request the Chairman to refer any particular item of the business being transacted to the next meeting of the Council a resolution in writing which is approved in writing by a majority of the members shall be valid and effectual as if it had been passed at a meeting of the Council.