

## **Proposed amendment to Rule 60 on Election of Convocation Standing Committee Member to fill Casual Vacancy on the Court**

### Introduction

A member resigned from the Standing Committee recently and therefore automatically from the Court as well. A replacement has already been elected to serve on the Standing Committee. There was however some confusion regarding the tenure of the replacement.

The relevant provisions in the Constitution and Rules of Convocation are:

54. Members of the Court elected by the Standing Committee shall hold office for three years at a time subject however to determination ipso facto if their tenure of office as members of the Standing Committee shall cease or expire or if they shall resign from the office as member of the Court.
60. In the event of a member elected to the Court resigning from such membership, the Standing Committee shall elect from among their own Committee members another person to be member of the Court but whose term of membership to Court shall expire at the same time as if he was elected as member of the Court on the same day as the resigning member whom he is appointed to replace.

One interpretation is that the tenure of the replacement will depend on whether the member resigns from the Standing Committee, or resigns from the Court. If the member resigns from the Standing Committee, then the person elected to replace him/her will serve the Court for a term of 3 years. But if the member had resigned only from membership to Court, then the special provision in Rule 60 is that the person to replace him/her will only serve his/her remaining term. The difference depends on whether the member resigns from the Standing Committee, or from the Court membership only.

The other interpretation is simply that if the member resigns from Standing Committee membership, he/she automatically resigns also from Court membership as he/she is no longer eligible to hold such a position. As such, the person elected to fill the casual vacancy should only fill the remaining tenure of the person he/she replaces.

Advice has been obtained from a legal professional on the issue:

A very narrow approach to the interpretation of Rules 54 and 60 could make a distinction between resigning as a member of the Court or ceasing to be a member of Standing Committee. But logically Rule 60 will apply to both cases, whether

resigning from the Court or as a Standing Committee member, although reading them literally can mean differently.

To avoid ambiguity, it is suggested to amend Rule 60 as follows:

60. Notwithstanding anything herein contained, in the event that the office of any Court member elected to the Court by the Standing Committee becomes vacant, the Standing Committee shall elect from among their own Committee members another person to be member of the Court but this person's term of membership to the Court shall expire at the same time as if he was elected as member of the Court on the same day as the member whom he is appointed to replace.

### **Other proposed amendments to Constitution and Rules of Convocation**

There are other proposed amendments to the Constitution and Rules of Convocation which are set out in the table below together with the explanatory notes for the proposed amendments:

#### **Explanatory Notes for the Proposed Amendments**

<b>Clause</b>	<b>Notes</b>
<b>Constitution</b>	
2	<ul style="list-style-type: none"> <li>• To provide a definition for “Office Bearer”</li> <li>• To update the Chapter reference for the new Companies Ordinance</li> </ul>
4(c), (d) and (e)	<ul style="list-style-type: none"> <li>• Typo amendments</li> </ul>
6, 12, 19, 25	<ul style="list-style-type: none"> <li>• To relax current restrictions on eligibility of members holding honorary or part time appointments at the University; and</li> <li>• To encourage a closer link between the Standing Committee and the University</li> </ul>
27	<ul style="list-style-type: none"> <li>• To tighten up the attendance requirements for Standing Committee members</li> </ul>
28	<ul style="list-style-type: none"> <li>• To encourage rotation of long serving Standing Committee members and make room for more newer members, while allowing flexibility for sustainable development of</li> </ul>

	Convocation leadership
29 (b), (j)	<ul style="list-style-type: none"> <li>• Typo amendments</li> </ul>
32	<ul style="list-style-type: none"> <li>• Typo amendment</li> </ul>
<b>Rules</b>	
15	<ul style="list-style-type: none"> <li>• Typo amendments</li> </ul>
16 (a) – (h)	<ul style="list-style-type: none"> <li>• Typo amendments &amp; minor clarifications</li> </ul>
28-34	<ul style="list-style-type: none"> <li>• Paragraphs moved to after current paragraph 52 to avoid confusion between Convocation meetings and Standing Committee meetings (Numbering to be adjusted in due course)</li> </ul>
54	<ul style="list-style-type: none"> <li>• To allow flexibility for Standing Committee to realign the terms of elected Court members so vacancies can spread evenly over time</li> </ul>
55	<ul style="list-style-type: none"> <li>• To encourage rotation of long serving elected Court members and make room for newer members</li> </ul>
56	<ul style="list-style-type: none"> <li>• Typo amendment</li> </ul>
58	<ul style="list-style-type: none"> <li>• To relax current restrictions on eligibility of members holding honorary or part time appointments at the University, thus encouraging closer link between Standing Committee and University</li> </ul>
60	<ul style="list-style-type: none"> <li>• To clarify tenure of an elected Court member filling a casual vacancy</li> </ul>

**THE UNIVERSITY OF HONG KONG**  
**CONSTITUTION AND RULES OF CONVOCATION**

(Revised and adopted at the Ordinary General Meeting on June 10, 2010)

**(Proposed Amendments)**

**ORIGIN**

1. Convocation of the University of Hong Kong is a statutory body created by section 9(1) of the University of Hong Kong Ordinance, Laws of Hong Kong, Chapter 1053 of 1964 to repeal and replace the University Ordinance 1911 whose constitution, powers, and privileges shall be as prescribed by the statutes of the University of Hong Kong.

**DEFINITION**

2. In these Constitution and Rules of Convocation of the University of Hong Kong, unless the context otherwise requires:

‘Chairman’ means the Chairman of Convocation;

‘Chancellor’ means the Chancellor of the University and also any person acting as Chancellor of the University by virtue of subsection (3) of section 12 of the Ordinance;

‘Clerk’ means the Clerk of Convocation;

‘Constitution’ means the Constitution of Convocation;

‘Convocation’ means Convocation of the University;

‘Council’ means the Council of the University;

‘Court’ means the Court of the University;

‘Deans of Faculties’ means the Deans of the Faculties of the University;

‘Deputy Chairman’ means the Deputy Chairman of Convocation;

‘Deputy Vice-Chancellor’ means the Deputy Vice-Chancellor of the University;

‘Office Bearer’ means the Chairman, Deputy Chairman or Clerk of Convocation;

‘Officers’ means the officers of the University;

‘Ordinance’ means the University of Hong Kong Ordinance, Chapter 1053 of the Laws

of Hong Kong;

‘Pro-Vice-Chancellor’ means the Pro-Vice-Chancellor of the University;

‘Registrar’ means of the Registrar of the University;

‘Rules’ means the Rules of Convocation;

‘Senate’ means the Senate of the University;

‘Standing Committee’ means the Standing Committee of Convocation;

‘statutes’ means the statutes of the University;

‘subsidiary’ means a subsidiary company within the definition of the Companies Ordinance, Chapter ~~32-622~~ of the Laws of Hong Kong;

‘Teachers’ means the teachers of the University;

‘Treasurer’ means the Treasurer of the University;

‘University’ means the University of Hong Kong; and

‘Vice-Chancellor’ means the Vice-Chancellor of the University.

## **POWERS**

3. The powers of Convocation as prescribed by the statutes are:-

- (a) to elect members of the Court from among their own number, in accordance with the provisions of Statute XV of the statutes;
- (b) to elect a Chairman, who shall hold office for such period as Convocation may determine and who shall in the absence of the Chancellor preside at its meetings;
- (c) to discuss any matter whatsoever relating to the University, including any matter referred to it by the Court or the Council and to report its views on such matter to the Court or the Council or the Senate as the case may be;
- (d) to report its proceedings to the Court, the Council or the Senate;
- (e) to enter into communication directly with the Court, the Council or the Senate on any matter affecting the University;
- (f) to solicit funds from amongst its own members and from others for the purposes of the University and to determine the manner in which they may be made available in the form of scholarships, bursaries, or other forms of disbursement;
- (g) generally to do any other act necessary to give effect to the powers conferred on Convocation by the Ordinance or the statutes.

## CONSTITUTION OF CONVOCATION

### MEMBERSHIP

4. Convocation shall consist of the following members:-
- (a) the Chancellor, the Vice-Chancellor, the Deputy Vice-Chancellor, the Pro-Vice-Chancellors, the Treasurer, the Deans of the Faculties, the Dean of Student Affairs, and the Registrar and such other persons as may be prescribed by Statute XXVIII 1(1)(a) of the statutes;
  - (b) the professors, readers, lecturers, tutors, and demonstrators of the University and such other persons as may be prescribed by Statute XXVIII 1(1)(b) of the statutes;
  - (c) graduates of the University registered in accordance with the regulations made by the Council; ~~and~~
  - (d) holders of any certificate or diploma as listed in Statute III 2(a) and (b) of the statutes of which the admission requirement should be a first degree; ~~and~~
  - (e) ~~h~~ Holders of honorary degrees of the University who are not members of Convocation but who have been elected by Convocation as members.

### CHAIRMAN

5. There shall be a Chairman who is to be elected by the Standing Committee among its members and who shall hold office for a term from election to either the conclusion of the first meeting of the Standing Committee following the third Ordinary General Meeting of Convocation thereafter or the termination of his position as a member of the Standing Committee, whichever is sooner. A retiring Chairman will be eligible for re-election unless he has already held such office for two consecutive terms. Where the term of the Chairman is to expire at the end of a meeting of the Standing Committee but the Standing Committee is unable to elect the Chairman, the term of the current Chairman shall not expire and will continue until the election of another Chairman by the Standing Committee among its members.
6. The Chairman shall not be an ~~Officer or paid full time staff teacher~~ of the University or ~~in receipt of any salary, stipend, fee or any other form of remunerations from the University or~~ any of its subsidiaries or other legal entities in which the University has management control or majority equity stakes.-
7. No person shall be elected Chairman unless he has been a member of the Standing Committee for an aggregate of 3 years or more during the 6 years preceding the date of his election, provided that such requirement does not apply where at the time of the election, the only candidate does not or, where there are more than one candidate, all of the candidates, do not, meet the requirement.
8. The Chairman shall, in the absence of the Chancellor, preside at all meetings of Convocation.
9. The Chairman shall at the same time be Chairman of the Standing Committee and also a member *ex-officio* of all committees of Convocation and of all their sub-committees.

10. In the event of a casual vacancy in the office of Chairman, the Standing Committee shall elect another of its member to be the Chairman and the provisions in paragraph 7 shall apply to such election. Pending such election, the Deputy Chairman, or the acting Deputy Chairman, as the case may be, shall perform the function of the Chairman.

### **DEPUTY CHAIRMAN**

11. There shall be a Deputy Chairman who is to be elected by the Standing Committee among its members and who shall hold office for a term from election to either the conclusion of the first meeting of the Standing Committee following the third Ordinary General Meeting of Convocation thereafter or the termination of his position as a member of the Standing Committee, whichever is sooner. A retiring Deputy Chairman will be eligible for re-election unless he has already held such office for two consecutive terms. Where the term of the Deputy Chairman is to expire at the end of a meeting of the Standing Committee but the Standing Committee is unable to elect the Deputy Chairman, the term of the current Deputy Chairman shall not expire and will continue until the election of another Deputy Chairman by the Standing Committee among its members.
12. The Deputy Chairman shall not be an Officer or paid full time staff teacher of the University or ~~in receipt of any salary, stipend, fee or any other form of remunerations from the University or~~ any of its subsidiaries or other legal entities in which the University has management control or majority equity stakes.
13. No person shall be elected Deputy Chairman unless he has at any time been a member of Convocation for not less than three years.
14. In the event of a casual vacancy in the office of Deputy Chairman, the Standing Committee shall elect another of its member to be the Deputy Chairman and the provisions in paragraph 11 shall apply to such election. Pending such election, the Standing Committee shall appoint a member to be the acting Deputy Chairman.
15. The Deputy Chairman shall at the same time be Deputy Chairman of the Standing Committee and also a member *ex-officio* of all committees of Convocation and of all their sub-committees.
16. The Deputy Chairman, or the acting Deputy Chairman, as the case may be, shall, in the absence of the Chancellor and of the Chairman, preside at all meetings of Convocation.
17. During any vacancy in the office of Chairman or in the event of the Chairman being for any reason unable to perform the function of Chairman, the Deputy Chairman shall act for him until such time as the Chairman shall have been able to resume his duties and responsibilities.

## CLERK

18. There shall be a Clerk who is to be elected by the Standing Committee among its members and who shall hold office for a term from election to either the conclusion of the first meeting of the Standing Committee following the third Ordinary General Meeting of Convocation thereafter or the termination of his position as a member of the Standing Committee, whichever is sooner. A retiring Clerk will be eligible for re-election unless he has already held such office for two consecutive terms. Where the term of the Clerk is to expire at the end of a meeting of the Standing Committee but the Standing Committee is unable to elect the Clerk, the term of the current Clerk shall not expire and will continue until the election of another Clerk by the Standing Committee among its members.
19. The Clerk shall not be an ~~Officer or paid full time staff teacher~~ of the University or ~~in receipt of any salary, stipend, fee or any other form of remunerations from the University or~~ any of its subsidiaries or other legal entities in which the University has management control or majority equity stakes.
20. No person shall be elected Clerk unless he has at any time been a member of Convocation for not less than three years.
21. In the event of a casual vacancy in the office of the Clerk, the Standing Committee shall elect another of its members to be the Clerk and the provisions of paragraph 18 shall apply. Pending such election, the Standing Committee shall appoint a member to be the acting Clerk.
22. The duties of the Clerk shall be :-
  - (a) to attend all meetings of Convocation, and of the Standing Committee and other committees of Convocation;
  - (b) to cause to be made and kept minutes of all resolutions and proceedings at all meetings of Convocation, and of the Standing Committee and all committees of Convocation and of all their sub-committees;
  - (c) to be responsible for all official correspondence and documentation of Convocation except correspondence and documentation connected with the keeping of the Register of Convocation which shall be placed with the Registrar;
  - (d) to receive all notices for Convocation and to send all notices required by the Rules to be sent for the purpose of convening all Ordinary General Meetings and extraordinary general meetings of Convocation;
  - (e) generally to assist the Chairman in the performance of his official duties and the exercise of his powers as Chairman;
  - (f) to perform such other duties as may be determined by Convocation from time to time.

Provided that the Clerk may delegate his duties under paragraphs (a), (b) and (c) of this Constitution to a member of the Standing Committee appointed by the Committee.

23. The Clerk shall at the same time be Clerk of the Standing Committee.



## STANDING COMMITTEE

24. There shall be a Standing Committee which shall be the executive body of Convocation.
25. (a) The Standing Committee shall consist of 24 members under paragraph 4(c) or (d) as elected by Convocation;  
  
(b) The Standing Committee shall not consist of more than four members who are ~~Officers, or paid full time teachers or other staff members or service providers in receipt of any salary, stipend, fee or any other form of remunerations from of~~ the University or any of its subsidiaries or other legal entities in which the University has management control or majority equity stakes.-
26. No person shall be elected member of the Standing Committee unless he has been a member of Convocation for not less than two years.
27. Any member of the Standing Committee who is absent from three consecutive Standing Committee meetings or who is absent from 50% or more of the number of Standing Committee meetings in any twelve-calendar-month period will be deemed to relinquish his Standing Committee membership unless otherwise ruled by the Standing Committee by 2/3 majority on application of the member.
28. Each member of the Standing Committee shall hold office for a term of 3 years, commencing from the close of the meeting in which he is elected, and is eligible for re-election on retirement- subject to a maximum of three consecutive terms. Provided that for the purpose of calculating the maximum, if such member has served and has completed any term of office in full as an Office Bearer the time or period served by such member as an Office Bearer (subject to a maximum of 2 terms of office) shall be excluded and shall not be counted
29. The duties and powers of the Standing Committee shall be :-
  - (a) to implement the resolutions of Convocation;
  - (b) to advise, as it considers fit, the Council on the rules for the time, place and procedure of Convocation meetings and for the conduct of the ~~Office B~~earers of Convocation and on the regulations for the conduct of Convocation elections;
  - (c) to convene the Ordinary General Meeting of Convocation to be held in June in every calendar year and to fix the date, time and place for such meeting;
  - (d) to advise and to make proposals to Convocation for discussion upon any matter whatsoever relating to the University, including any matter referred to it by the Court or the Council or the Senate and to report the views of Convocation on such matter to the Court or the Council or the Senate as the case may be;
  - (e) to enter into communication directly with the Court, the Council or the Senate on any matter relating to the University;
  - (f) to report the proceedings of Convocation to the Court, the Council or the Senate;
  - (g) to convene meetings of Convocation at such times as the Standing Committee may determine;
  - (h) to convene meetings of Convocation as directed by the Chairman or at the request in writing of at least twenty members of Convocation;

- (i) to prescribe the manner by which notice of a meeting of Convocation shall be served;
  - (j) from time to time and as often as it considers necessary or expedient to appoint sub-committees consisting of such members of Convocation or such members or Officers of the University as it thinks fit and to depute and refer to the sub-committees such of the powers and duties of the Standing Committee as it shall determine, provided that the convenors and deputy convenors of such sub-committees shall be members of the Standing Committee, and that all such sub-committees shall periodically report their proceedings to the Standing Committee, conduct their business in accordance with the directions of the Standing Committee and shall be subject to dissolution at the absolute discretion of the Standing Committee;
  - (k) to authorise disbursements out of the Convocation budget from the University and from other funds of Convocation to give effect to the powers conferred on Convocation by the Ordinance or the statutes;
  - (l) generally to do any other acts necessary to give effect to the powers conferred on Convocation by the Ordinance or the statutes; and
  - (m) to elect the Chairman, Deputy Chairman and Clerk of Convocation.
30. The member or members of the Standing Committee shall not be personally liable for any acts performed in good faith or within the authority of the Standing Committee nor shall he or they be personally liable for unintentional omission to do any acts.
31. Any casual vacancy occurring in the Standing Committee may be filled up by the Standing Committee by appointing a member of Convocation who fulfills the requirements of paragraph 26 of the Constitution. The person so appointed shall be subject to:-
- (a) sanction or removal by Convocation in the next following Ordinary General Meeting; and
  - (b) retirement at the same time as if he had become a member of the Standing Committee on the day on which the member in whose place he is appointed was last elected a member.
32. The office of any member of the Standing Committee shall be vacated, if the member-
- (a) ceases to be a member of Convocation;
  - (b) becomes bankrupt;
  - (c) is found lunatic or becomes of unsound mind; or
  - (d) resigns his office by notice in writing to the Standing Committee; or
  - (e) is decided by a challenge committee to have been invalidly elected.

## **RULES OF CONVOCATION**

### **GENERAL MEETINGS**

1. A general meeting of Convocation to be convened by the Standing Committee shall be held in June in every calendar year on such date and at such time and place as the Standing Committee may fix. Such general meeting shall be called Ordinary General Meeting; all other general meetings of Convocation shall be called extraordinary general meetings.
2. The Standing Committee may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened by the Standing Committee by direction of the Chairman.
3. (a) The Standing Committee shall at the request in writing of at least twenty members entitled to vote convene an extraordinary general meeting to be held within forty-two days of the receipt of the request by the Chairman provided that:-
  - (i) no extraordinary general meeting shall be held in the month of August;
  - (ii) no meeting shall be held before the expiration of three months from the date of the last meeting convened for substantially the same purposes. If any question arises as to whether the purposes of two meetings are or are not the same, the decision of the Chairman shall be final.
- (b) The requisition must state the objects of the meeting and must be signed by the requisitionists and addressed and sent to the Chairman.

### **NOTICE**

4. Twenty-one days notice at the least of all general meetings of Convocation (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and the business (including special business) to be conducted at the meeting shall be given to all members entitled to vote and whose name appears in the register of the members of Convocation kept by the Registrar not less than thirty days before the date of the meeting.
5. (a) Unless otherwise determined by the Standing Committee, a notice of general meeting of Convocation to any of its members entitled to receive the same may be given to him by:
  - (i) personal delivery;
  - (ii) post to his last known address as appears in Convocation record;
  - (iii) electronic mail to his electronic mail address as appears in Convocation record;
  - (iv) facsimile to his facsimile number as appears in Convocation record; or
  - (v) an advertisement placed on an English and a Chinese language newspaper authorised by the Government to carry official or legal advertisements in Hong Kong or the Convocation Newsletter.
- (b) Further or alternatively, such notice may be given by means of a website provided that the Standing Committee shall notify the members by methods set out in

sub-paragraph 5(a) above of the address of the relevant website and the presence of the notice in the relevant website and that the notice is available on the relevant website throughout the period from the date of the notification and the date of conclusion of the general meeting concerned.

6. When a notice is sent by post, it is deemed to be served at the expiration of twenty-four hours after posting to an address in Hong Kong and seventy-two hours after posting to an address by airmail to an address outside Hong Kong. When a notice is sent by electronic mail or facsimile, it is deemed to be served at the expiration of twenty-four hours after the notice is sent. When a notice is sent by means of a website, it is deemed to be served when it is first made available on the website or when notification about its availability in the relevant website is served on the members, whichever is later.
7. Any member entitled to vote and whose name is entered in the register of the members of Convocation less than thirty days before the date of meeting may obtain a copy of the notice for such meeting on written application to the Clerk.
8. The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any member entitled to receive the same shall not invalidate the proceedings at such meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

9. The special business to be transacted at the general meetings shall include:-
  - (a) any business referred to the Convocation by the Court or the Council;
  - (b) any business which, in the opinion of the Chairman, is expedient for the Convocation to consider; and
  - (c) any business in the form of a motion in writing submitted to the Standing Committee by a member entitled to vote not less than thirty-five days before the date of meeting provided that such motion must be dated and signed by the member submitting the same and one other member entitled to vote. The Standing Committee may refuse to include such business in the notice for the meeting if it considers such business to be *ultra vires* the powers of Convocation.
10. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.
11. Thirty members entitled to vote in person or by proxies shall form a quorum.
12. If within half an hour from the time appointed for an Ordinary General Meeting quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place. It shall not be necessary to give any notice of the adjourned meeting.
13. If within half an hour from the time appointed for an extraordinary general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall at the absolute discretion of the Chairman be dissolved or adjourned to such date, time and place as the Chairman or chairman of the meeting may in his absolute discretion determine. The Chairman or chairman of the

meeting may also in his absolute discretion determine whether notice of the adjourned meeting is necessary and if necessary the length or manner of such notice.

14. Every member of Convocation attending a general meeting shall write his name, permanent address and academic degree on a form provided at the entrance of the place of meeting, and lodge it with the person designated by the Standing Committee for the purpose.
15. The Chancellor, if present, shall preside at every general meeting; the Chairman, in the absence of the Chancellor, shall preside at every general meeting; if the Chairman is absent or his office be vacant, the Deputy Chairman or any person performing the function of the Deputy Chairman shall be the chairman of the general meeting. The person presiding at any general meeting shall decide on any question of oOrder arising at any meeting as to the interpretation of the Constitution and Rules and all questions of order not provided thereby.
16. At the Ordinary General Meeting, the following business shall be conducted and in the following order:-
  - (a) ~~t~~The presentation and confirmation of the minutes of the previous general meeting of Convocation;
  - (b) ~~s~~Statements and ~~r~~Report by the Chairman;
  - (c) ~~q~~Questions received in advance in accordance with clause 35;
  - (d) ~~t~~The election, if it be part of the business of the meeting, of members of the Standing Committee;
  - (e) the ~~Fe~~-sanctioning or removal of each of the Standing Committee members who have been appointed to fill casual vacancies in the Standing Committee;
  - (f) ~~Fe~~-receivinge report from the Standing Committee and reports (if any) from the sub-committees;
  - (g) ~~a~~Any special business of which due notice has been given; and
  - (h) ~~a~~Any business which the Chairman considers urgent and directs to be transacted without notice thereof being given.
17. At an extraordinary general meeting, the only business to be transacted shall be that specified in the notice convening the meeting which shall include the presentation and confirmation of the minutes of the previous general meeting, and such further business which the Chairman considers urgent and directs to be transacted without notice thereof being given.
18. The Chairman, or the chairman of any general meeting, may, with the consent of any meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting.
19. All resolutions or motions which may be put to vote at a general meeting shall be decided by a majority of votes of the members entitled to vote present in person or by proxy and, in case of an equality of votes, the chairman of the meeting shall have a casting vote in addition to his original vote.

20. At any general meeting a resolution or motion put to the vote of the meeting shall (except on election of members to the Standing Committee) be decided on a show of hands, unless (before the declaration of the result of the show of hands) a poll is demanded by at least five members entitled to vote present in person or by proxy, and unless a poll is so demanded, a declaration by the Chairman, or the chairman of the meeting that a resolution or motion has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost shall be conclusive.
21. If a poll is duly demanded it shall be taken in such manner as the Chairman or the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. Minutes of every general meeting of Convocation shall be signed by the Chairman or a person acting in his place which shall be conclusive evidence of the proceedings at such meeting.

### **VOTES**

23. A register of the members of Convocation kept by the Registrar shall be conclusive evidence that any person whose name appears therein at the time of claiming to vote at any general meeting is entitled to a vote and that any person whose name does not appear therein is not so entitled. Any reference to 'members entitled to vote' in the Constitution and Rules shall be construed accordingly.
24. Except for elections, votes may be given by members or by proxies. Where election of Standing Committee members is to take place at the meeting, the instruments of proxy may contain the votes of the appointors on the candidates standing for the election. Whether or not an appointor has so cast his votes on the candidates standing in the election, the appointor's proxy cannot cast the votes in the election on behalf of the appointor.
25. The instrument appointing a proxy shall be in writing under the hand of the appointor.
26. The instrument appointing a proxy shall be deposited with the Clerk not less than 72 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

## ~~PROCEEDING OF STANDING COMMITTEE~~

- ~~28. The Standing Committee shall meet together at least once every half calendar year for the dispatch of business, adjourn and otherwise regulate their meetings, as it thinks fit.~~
- ~~29. Questions arising at any meeting shall be decided by a majority of votes. The procedure for appointing a Convocation member to fill a casual vacancy in the Standing Committee shall be:~~
- ~~(a) as soon as practicable after a casual vacancy in the Standing Committee has arisen, the Chairman shall decide whether or not the vacancy should be filled and if so, whether the appointment to fill the vacancy is to be done by election at a Standing Committee meeting or by postal ballot by Standing Committee members;~~
  - ~~(b) upon the Chairman deciding to fill the vacancy, the Clerk shall by written notice inform all Standing Committee members of the vacancy and invite nominations from the Standing Committee members for the vacancy within a time limit which expires at least 7 days before either the Standing Committee meeting at which the decision to appoint is to be made or the scheduled opening date of the postal ballot by Standing Committee members, as the case may be;~~
  - ~~(c) each nomination shall be proposed and seconded by Standing Committee members and contain the candidate's name, address, descriptions of his qualifications to be a member of the Convocation and signature;~~
  - ~~(d) each Standing Committee member cannot propose and second more candidates than vacancies;~~
  - ~~(e) appointment to fill the vacancy shall be made by election at a Standing Committee meeting or by postal ballot by Standing Committee members provided that where the number of candidates is less than or equals to the number of casual vacancies in the election, the candidates shall be declared elected ipso facto and~~
  - ~~(f) in the event of an equality of votes at an election, the Chairman shall have a casting vote.~~
- ~~30. The quorum necessary for the transaction of the business of the Standing Committee shall be five.~~
- ~~31. The Standing Committee may act notwithstanding any vacancy in its body.~~
- ~~32. The Standing Committee shall have power to invite any member or officer of the University to attend any meeting of the Committee or of any sub-committee, or to serve as a member of sub-committee appointed by it.~~
- ~~33. All acts done by any meeting of the Standing Committee, or of a sub-committee appointed by the Standing Committee or by any person acting as a member of the Standing Committee, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such sub-committee or election of any member of the Standing Committee or of any such member acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such sub-committee was duly appointed and any such member was duly elected.~~

~~34. At the discretion of the Chairman, or where his office is vacated, the Deputy Chairman, or the office of the Deputy Chairman is also vacated, the majority of the members of the Standing Committee, the business of the Standing Committee may be transacted by circular and a resolution in writing signed by a simple majority of the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly summoned, constituted and held. A message sent by a member of the Committee through cable, telex, fax, electronic or any other form of communication acceptable to the Chairman shall be deemed to be a resolution in writing signed by him for the purpose of this rule.~~

## QUESTIONS

35\*. Questions of which not less than seven days' notice in writing shall have been given to the Clerk may be addressed to the Chairman in any general meeting of Convocation who may make such reply as he thinks fit and proper.

## NOTICE AND DOCUMENT TO CLERK

36\*. If at any time the office of the Clerk is vacant, all notices and documents to be sent to the Clerk under these Rules may be sent to the Chairman and all such notices sent addressed to the Clerk shall be deemed to be sent to the Chairman.

## ELECTIONS BY CONVOCATION

37\*. All elections at the Ordinary General Meetings of Convocation shall be conducted in accordance with these Rules.

38\*. Election of members of the Standing Committee shall be conducted by secret ballot and, if so decided by the Standing Committee, by electronic voting.

39\*. The Clerk, or if his office be vacant, a member of the Standing Committee appointed by it for the purpose, on the Standing Committee's being satisfied that a vacancy has arisen or will arise among members of the Standing Committee, shall make an announcement to members in the same manner as a notice of general meeting of the vacancy, inviting nominations and stating the relevant rules on eligibility, length and term of office and closing date for nomination.

40\*. Candidates for election to the members of the Standing Committee must be nominated in writing by at least ten members entitled to vote. All nominations shall be sent to the Clerk together with a signed statement by the candidate that he is willing to stand.

41\*. The notice of the general meeting at which an election will take place shall include a list of all candidates for members of the Standing Committee who have been duly nominated and the first ten valid nominators of each candidate.

42\*. Where there are as many or less candidates as the number of vacancies to be filled, the candidates will be declared to be elected *ipso facto* at the meeting at which election is to



take place.

43. The Standing Committee may decide to authorise electronic voting for any election of Standing Committee membership, in so doing setting a deadline for electronic voting before the general meeting at which the election is to take place.
44. In relation to each election of Standing Committee membership, the Standing Committee shall appoint a person to act as the election scrutineer with powers to administer electronic voting and scrutinise and determine the election result.
45. A member who has voted electronically shall not be entitled to vote again at the election at the general meeting whether in person or by proxy and he is not entitled to a ballot paper at the general meeting.
46. At a meeting at which voting is to be made to elect members of the Standing Committee, each member entitled to vote present at the meeting personally and wishing to vote shall be given one ballot paper containing a list of the names of the candidates. Each member voting shall place a cross against the name or names of the candidate or candidates for whom he wishes to vote, the number of such crosses in the case of a multi-seat election not to exceed the number of vacant seats. The chairman of the meeting shall vote on behalf of the absent members who have appointed him as proxy in accordance with their instructions in the proxy forms. He shall fix the time for the close of ballot.
47. Subject to challenge in accordance with these Rules, the decision of the election scrutineer as to whether a vote has been validly cast shall be final.
48. After the close of ballot, the election scrutineer shall, after examining the votes cast by members electronically and at the general meeting, determine the result of the election as follows and shall as soon as possible convey such result (but not the number of votes cast for each candidate) to the chairman of the meeting who shall then declare the same to the meeting. Those candidates (not exceeding in number the number of vacant seats) who receive the greatest number of votes shall be the elected candidates. In case of equality of votes, the chairman of the meeting shall have casting vote(s) matching the number of the relevant vacancies.
49. Subject to challenge in accordance with these Rules, a declaration of the result of election by the chairman of the meeting shall be final unless a second count is demanded by not less than five members entitled to vote and present in person. A declaration by the chairman of the meeting of the result of election after the second count shall be final and conclusive.
50. (a) Within 7 days after the general meeting at which a declaration of the result of an election of Standing Committee membership has taken place, any candidate in the election may in writing addressed to the Chairman challenge the result of the election and require the matter to be referred to a challenge committee constituted in accordance with this Rule.  
  
(b) The challenge committee shall consist of the chairman of the relevant general meeting and 2 other members of Convocation appointed by him. In the event of a

vacancy in the challenge committee, the chairman of the relevant general meeting may appoint another member of the Convocation to be a member of the challenge committee.

- (c) The challenge committee shall receive and consider submissions from the candidates in the election and the election scrutineer and for this purpose make procedural directions.
  - (d) The challenge committee shall decide on who among them is to act as the chairman.
  - (e) Decisions in the challenge committee are made by a majority of votes. In the event of equality of votes, the chairman of the challenge committee shall have a casting vote.
  - (f) The decision of the challenge committee shall be final and conclusive as to the election result. The challenge committee is not bound to give reasons for the decisions.
51. After the declaration of the result of election by the chairman of the meeting, all ballot papers shall be placed in the custody of the Chairman and shall be made available to the challenge committee in its consideration of a challenge. The ballot papers shall then be destroyed.
52. A retiring Chairman, Deputy Chairman, Clerk or member of the Standing Committee shall act as Chairman, Deputy Chairman, Clerk or member of the Standing Committee throughout the meeting at which he retires.

### **PROCEEDING OF STANDING COMMITTEE**

28\*. The Standing Committee shall meet together at least once every half calendar year for the dispatch of business, adjourn and otherwise regulate their meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes.

29\*. The procedure for appointing a Convocation member to fill a casual vacancy in the Standing Committee shall be:

- (a) as soon as practicable after a casual vacancy in the Standing Committee has arisen, the Chairman shall decide whether or not the vacancy should be filled and if so, whether the appointment to fill the vacancy is to be done by election at a Standing Committee meeting or by postal ballot by Standing Committee members;
- (b) upon the Chairman deciding to fill the vacancy, the Clerk shall by written notice inform all Standing Committee members of the vacancy and invite nominations from the Standing Committee members for the vacancy within a time limit which expires at least 7 days before either the Standing Committee meeting at which the decision to appoint is to be made or the scheduled opening date of the postal ballot by Standing Committee members, as the case may be;

- (c) each nomination shall be proposed and seconded by Standing Committee members and contain the candidate's name, address, descriptions of his qualifications to be a member of the Convocation and signature;
- (d) each Standing Committee member cannot propose and second more candidates than vacancies;
- (e) appointment to fill the vacancy shall be made by election at a Standing Committee meeting or by postal ballot by Standing Committee members provided that where the number of candidates is less than or equals to the number of casual vacancies in the election, the candidates shall be declared elected ipso facto; and
- (f) in the event of an equality of votes at an election, the Chairman shall have a casting vote.

30\*. The quorum necessary for the transaction of the business of the Standing Committee shall be five.

31\*. The Standing Committee may act notwithstanding any vacancy in its body.

32\*. The Standing Committee shall have power to invite any member or officer of the University to attend any meeting of the Committee or of any sub-committee, or to serve as a member of sub-committee appointed by it.

33\*. All acts done by any meeting of the Standing Committee, or of a sub-committee appointed by the Standing Committee or by any person acting as a member of the Standing Committee, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such sub-committee or election of any member of the Standing Committee or of any such member acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such sub-committee was duly appointed and any such member was duly elected.

34\*. At the discretion of the Chairman, or where his office is vacated, the Deputy Chairman, or the office of the Deputy Chairman is also vacated, the majority of the members of the Standing Committee, the business of the Standing Committee may be transacted by circular and a resolution in writing signed by a simple majority of the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly summoned, constituted and held. A message sent by a member of the Committee through cable, telex, fax, electronic or any other form of communication acceptable to the Chairman shall be deemed to be a resolution in writing signed by him for the purpose of this rule.

## **MEMBERS OF COURT**

53. The Standing Committee shall elect among their own Committee members twelve members to the Court provided that no member of the Standing Committee who is a member of the Court by virtue of any paragraph of Statute XV other than paragraph 1(d)(ii) thereof shall be eligible for election by the Standing Committee. The procedure for electing such members of the Court shall be:

- (a) within 3 months before a vacancy is due to arise or as soon as practicable after a

vacancy of such member of the Court has arisen, the Chairman shall decide if the election to fill such Court vacancy is to be done at a Standing Committee meeting or by postal ballot by Standing Committee members;

- (b) upon the decision by the Chairman to conduct the election to fill such Court vacancy at a Standing Committee meeting or by postal ballot by Standing Committee, Clerk shall by written notice inform all Standing Committee members of the vacancy in the Court and invite nominations from the Standing Committee members for the vacancy within a timelimit which expires either at least 7 days before the Standing Committee meeting at which the decision to appoint is to be made or the scheduled opening date of the postal ballot by Standing Committee members, as the case may be;
- (c) each nomination shall be proposed and seconded by Standing Committee members and contain the candidate's name and signature;
- (d) each Standing Committee member cannot propose and second more candidates than vacancies; and
- (e) election shall take place at either a Standing Committee meeting or by postal ballot by Standing Committee members provided that where the number of candidates is less than or equals to the number of vacancies in the election, the candidates shall be declared elected ipso facto; and
- (f) in the event of an equality of votes at an election, the Chairman shall have a casting vote.

54. Unless otherwise decided by the Standing Committee at the time of election, Members of the Court elected by the Standing Committee shall hold office for three years at a time, subject however to determination ipso facto if their tenure of office as members of the Standing Committee shall cease or expire or if they shall resign from the office as member of the Court.

55. Members of the Court elected by the Standing Committee are eligible for re-election subject to a maximum of three consecutive terms.

56. The Standing Committee shall from time to time and as often as such case arises, inform the Court of the term of office of members elected to the Court by the Standing Committee and the cessation or expiry of such term and also any resignation registration from the office as member of Court.

57. No person shall be elected member of the Court unless he has been a member of Convocation for at least five years.

58. Of the twelve members elected by Standing Committee to the Court not more than four shall be Officers, teachers or paid full time staff of the University or any of its subsidiaries or other legal entities in which the University has management control or majority equity stakes ~~be in receipt of any salary or stipend therefrom at the time of their election or during period of office.~~

59. If a member of the Court elected by the Standing Committee wishes to resign his membership from the Court, he shall give to the Clerk notice of his resignation.

~~60. In the event of a member elected to the Court resigning from such membership, the Standing Committee shall elect from among their own Committee members another~~

~~person to be member of the Court but whose term of membership to Court shall expire at the same time as if he was elected as member of the Court on the same day as the resigning member whom he is appointed to replace.~~

~~61.—~~

~~62-60.~~ **N**otwithstanding anything herein contained, in the event of the office of any Court member elected to the Court by the Standing Committee becomes vacant, the Standing Committee shall elect from among their own Committee members another person to be member of the Court but this person's term of membership to the Court shall expire at the same time as if he was elected as member of the Court on the same day as the member whom he is appointed to replace.

## **FINANCE**

~~63-61.~~ Funds raised by Convocation from among its own members and from others shall be lodged with the Director of Finance and recorded separately by him.

## **ALTERATIONS IN STATUTES AND REGULATIONS OF THE UNIVERSITY**

~~64-62.~~ The opinion of Convocation on the draft of any new Statute or Regulation which may be communicated to it by the Court shall be submitted to the Court through the Chairman of Convocation, who shall for this purpose transmit to the Vice-Chancellor a report of the meeting of Convocation at which the opinion was expressed signed by him and counter-signed by the Clerk.

~~65-63.~~ Whenever Convocation shall desire to petition the Chancellor to withhold his approval of the whole or any part of any new Statute or Regulation made by the Court, a resolution shall be passed authorising the Chairman and Deputy Chairman of Convocation (or one of them if the other is unable to act) to sign, and the Clerk to countersign, the Petition for and on behalf of Convocation.

## **ALTERATION IN RULES OF CONVOCATION**

~~66-64.~~ Convocation in general meeting may by resolution rescind, amend or add to the Constitution and Rules.

## **TRANSITIONAL PERIOD**

~~67-65.~~ These Constitution and Rules shall come into effect immediately on being adopted by Convocation and the old Constitution and Rules shall remain valid and effective only if it is absolutely necessary for the continuation of business of Convocation during the transitional period between the adoption of these Constitution and Rules until these Constitution and Rules shall come into full effect.

**\* para 28-52 to be renumbered**