

Constitution
of
The Incorporated Management Committee
of
S.K.H. Tsing Yi Chu Yan Primary School
(聖公會青衣主恩小學)

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Part 1 – Preliminary

1. Definitions

1.1 In this Constitution, unless the context otherwise requires –

- “Alternate Manager”** means an Alternate Parent Manager, Alternate Sponsoring Body Manager or Alternate Teacher Manager of the School and registered as a Manager for the time being in accordance with the Ordinance;
- “Alumnus”** means a person who has been a pupil of the School but is no longer such a pupil;
- “Auditor”** means the auditor of the IMC for the time being;
- “Code of Aid”** means the Code of Aid for Aided Schools, and/or such relevant Codes of Aid as may be defined from time to time in the Ordinance;
- “day”** means any day (other than a Sunday or public holiday or a day on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.);
- “IMC”** means the incorporated management committee established under the Ordinance in respect of the School;
- “Manager”** means a person registered under the Ordinance as a manager of the School for the time being, and includes a Regular Manager and an Alternate Manager;
- “Nomination Period”** has the meaning ascribed to such expression in Paragraph 10.3;
- “Ordinance”** means the Education Ordinance (Cap. 279) (as may be amended from time to time) and, unless the context otherwise requires, all subsidiary legislation made under the Ordinance;
- “Parent”** in relation to a pupil, includes –
- (a) a guardian of the pupil; and
 - (b) a person who is not the parent or guardian of the pupil but has the actual custody of the pupil;
- “Parent Manager Election Day”** has the meaning ascribed to such expression in Paragraph 14.5;
- “Permanent Secretary”** means the Permanent Secretary for Education for the time being of the Government of the Hong Kong Special Administrative Region;
- “Principal”** means the principal of the School for the time being in accordance with the Ordinance;

“Principal Selection Committee”	has the meaning ascribed to such expression in Paragraph 34.1;
“RAA”	means the body of persons recognized by the Sponsoring Body under section 40AP of the Ordinance as the recognized Alumni association of the School for the time being;
“Regular Manager”	means a Manager other than an Alternate Manager;
“relevant party”	has the meaning ascribed to such expression in Paragraph 10.4;
“RPTA”	means the body of persons recognized by the IMC under section 40AO of the Ordinance as the recognized Parent-Teacher association of the School for the time being;
“School”	means S.K.H. Tsing Yi Chu Yan Primary School (聖公會青衣主恩小學);
“SKH”	means Hong Kong Sheng Kung Hui;
“Secretary”	means the secretary of the IMC for the time being;
“Sponsoring Body”	means the sponsoring body of the School, namely, Anglican (Hong Kong) Primary Schools Council Limited;
“Supervisor”	means the supervisor of the School for the time being in accordance with the Ordinance;
“Teacher”	means a permitted teacher or registered teacher employed in the School – <ul style="list-style-type: none"> (a) to occupy a teacher post in the establishment of staff provided for in the Code of Aid; or (b) for a term for not less than 12 months to perform teaching duties or other duties directly related to teaching, for the time being;
“Teacher Manager Election Day”	has the meaning ascribed to such expression in Paragraph 13.5;
“The Archbishop”	means Archbishop of the Hong Kong Sheng Kung Hui;
“Tradition and Philosophy of SKH Education”	has the meaning set out in Paragraph 2;
“Treasurer”	means the treasurer of the IMC for the time being;
“Vision and Mission”	means the vision, creed, values and mission of the School laid down by the Sponsoring Body from time to time.

For the purposes of this Constitution, unless the context otherwise requires –

Words importing persons include companies or associations or bodies of persons, whether corporate or un-incorporate;

Words importing the singular include the plural and *vice versa*;

Words importing the masculine gender include the feminine and neuter genders;

References to Paragraphs are to the paragraphs of this Constitution;

Except otherwise defined herein, words and expressions used in this Constitution have, unless the context otherwise requires, the same meaning ascribed to them in the Ordinance and the Code of Aid respectively.

2. The SKH and the Tradition and Philosophy of SKH Education

2.1 The Anglican Church in Hong Kong

The Hong Kong Sheng Kung Hui is the provincial union of the Anglican Churches in the dioceses of Hong Kong Island, Eastern Kowloon and Western Kowloon, including the Missionary Area of Macau (the “Hong Kong Anglican Church”) which upholds its faith in accordance with the traditions and usages of the Anglican Communion within the One Holy Catholic and Apostolic Church.

2.2 Anglican Education ministry in Hong Kong

The Anglican Church has been operating schools soon after it started its ministry in Hong Kong in 1841. Today, the Hong Kong Anglican Church provides diversified and systematic education to the children of the people of Hong Kong, including kindergartens, primary and secondary schools and tertiary colleges.

2.3 Education Mission

The Mission of the Hong Kong Anglican Church in education can best be summarised in the Book of Proverbs Chapter 22 Verse 6 “*Train children in the right way, and when old, they will not stray.*” Such Mission shall be fulfilled through operating kindergartens, schools and educational institutions which are committed to providing students with quality education based upon the ethos of Christian whole-person education. In so doing it is sharing God's love and the Gospel with teachers, staff, students and their families; and helping students enrich their lives with meaning and purpose based upon Christian values and the Anglican traditions. Working through well-trained teachers, chaplains and lay helpers, the Hong Kong Anglican Church aims to introduce teachers, staff, students and their families to the spiritual dimensions of life.

2.4 Objects and vision in education

To establish and operate strategically placed Anglican schools offering quality education, which are accessible to local children, to evangelize the Gospel of Jesus Christ to students, staff, parents and the wider community.

3. Vision and Mission of SKH and the School and Patrons of the School

3.1 The SKH Vision and Mission

Anglican schools in Hong Kong are committed to the education ideals of the Anglican Church as embodied in its core values, which include:

- (a) The teaching of a biblically based programme of Christian studies as an integral part of the curriculum
- (b) The incorporation of Christian values and the development of personal ethics
- (c) The encouragement of students' spiritual awareness, inquiry and an informed response to the claims of Christ
- (d) The promotion of a culture of active service for others as a reflection of learning about the Christian faith
- (e) A strong focus on learning for life and intellectual rigour
- (f) A regard for academic excellence and a commitment to high academic standards
- (g) A broad curriculum that values the arts and sciences, physical fitness, personal development and health, technology and the environment
- (h) A culture in which staff undertake continuous learning through professional development
- (i) An affirmation of and respect for the integrity of the individual
- (j) A high standard of purposeful pastoral care for all students
- (k) Opportunities for the development of talent
- (l) Support for students with special needs
- (m) The development of a sense of social justice
- (n) Offering a safe, orderly and disciplined environment
- (o) An emphasis on personal responsibility and respect for others.

3.2 The Vision and Mission of the School

(a) Vision

The School aspires to be an outstanding Christian school in Hong Kong providing quality education and whole-person development to students.

(b) Mission

(i) Basing upon the ethos of Christian whole-person education as propounded by the Anglican Church, the School shall nurture and develop students spanning the arenas of morality, intelligence, athletics, community spirit, aesthetics and spirituality.

(ii) The School shall:

1. teach the students to live out the motto "Not to be served but to serve" (非以役人，乃役於人)；
2. develop the full potential of our students and prepare them to be life-long learners；
3. teach our students the ability to think critically and independently；and
4. nurture our students on social awareness and responsibility and equip them with interpersonal skills.

3.3 Patron and Vice Patrons

The Archbishop shall be the Patron of the School, ex-officio. The Bishop of the Diocese of Western Kowloon of the SKH shall, unless he is the Archbishop, be the Vice Patron of the School, ex-officio. Under no circumstances whatsoever shall either the Patron or Vice Patron incur any liability arising out of the operation of the School.

4. Object of the IMC

4.1 The objects of the IMC are to manage the School, to formulate education policies of the School and

to promote education in the School in accordance with the “Tradition and Philosophy of SKH Education” and the “Vision and Mission”.

- 4.2 The funds and assets of the IMC shall only be used for the purposes in conformity with its objects and the Vision and Mission. The IMC shall not distribute any of its funds and assets among the Managers.
- 4.3 No property belonging to and provided by the Government, the Sponsoring Body or any other person for the operation of the School shall, by reason only of the establishment of the IMC, become property of the IMC.
- 4.4 The IMC shall hold the subsidy received from the Government in accordance with the Code of Aid.

5. General Provisions and Rules of Interpretation

- 5.1 The IMC shall comply with the Ordinance and the Code of Aid.
- 5.2 The IMC shall conduct its affairs in accordance with this Constitution which is approved by the Permanent Secretary, and this Constitution shall be interpreted in a manner that is consistent with the Ordinance and the Code of Aid.

Part 2 – Composition of the IMC: Terms of Office and Duties of Managers

6. Number of Each Category of Managers

- 6.1 The IMC shall, subject to the Ordinance, be constituted in accordance with this Constitution.
- 6.2 The IMC shall have no more than 15 Managers of whom up to 12 shall be Regular Managers and up to 3 shall be Alternate Managers.
- 6.3 Regular Managers shall include –
 - (a) not more than 7 Sponsoring Body Managers; and
 - (b) the Principal as an ex-officio Manager; and
 - (c) one Teacher Manager; and
 - (d) one Parent Manager; and
 - (e) one Alumni Manager where such Alumni Manager is nominated; and
 - (f) one Independent Manager.
- 6.4 Alternate Managers shall include -
 - (a) not more than one Alternate Sponsoring Body Manager; and
 - (b) one Alternate Teacher Manager; and
 - (c) one Alternate Parent Manager.
- 6.5 Notwithstanding anything in this Constitution, the total number of Sponsoring Body Managers shall not exceed 60% of the maximum number of Regular Managers (excluding any manager appointed

under section 41 of the Ordinance for the avoidance of doubt) that the IMC may have under this Constitution.

6.6 No Manager shall serve in the IMC in more than one capacity mentioned in Paragraphs 6.3 and 6.4.

7. Term of Office of Managers

7.1 The person who is the Principal shall hold office ex-officio as a Manager.

7.2 Subject to the provisions of the Ordinance and this Constitution, the term of office for the Managers (other than the Principal) is as follows –

- (a) 3 school years for the Sponsoring Body Managers and the Alternate Sponsoring Body Manager;
- (b) 2 school years for the Teacher Manager and the Alternate Teacher Manager;
- (c) 1 school year for the Parent Manager and the Alternate Parent Manager;
- (d) 2 school years for the Alumni Manager;
- (e) 2 school years for the Independent Manager.

7.3 A “school year” for the purpose of Clause 7.2 means a year beginning on 1st September and ending on 31st August of the following year. Notwithstanding the above, any period of less than 12 calendar months shall be deemed to be a complete school year should the registration date of a manager fall on a date after 1st September.

7.4 The IMC shall not provide any of the Managers with any remuneration for such office. No Manager, other than the Principal, the Teacher Manager and the Alternate Teacher Manager, shall be appointed to any salaried positions of the School. The Principal, the Teacher Manager and the Alternate Teacher Manager shall (except otherwise permitted under the Ordinance) not be present or take part in any deliberation or decision of the IMC with respect to their own personal appointment, dismissal, conditions of service and remuneration.

8. Vacation of Office of Managers

8.1 Subject to the provisions of the Ordinance and this Constitution, the office of a Manager shall be vacated forthwith (unless otherwise specified herein) upon the first happening of any of the following events –

- (a) if he becomes bankrupt or enters into any voluntary arrangement or composition with his creditors generally; or
- (b) if his physical or mental health renders him unfit to perform his duties as Manager; or
- (c) if, in a court of law in any jurisdiction, he is convicted of a criminal offence involving his honesty or integrity or he is sentenced to imprisonment following the conviction; or
- (d) if he resigns from his office as a Manager by notice in writing to the Supervisor and the IMC; or
- (e) if he passes away; or
- (f) if, in the case of the Principal, he ceases to be the Principal; or

- (g) if, in the case of the Teacher Manager or the Alternate Teacher Manager,
- (i) he ceases to be employed in the School as a Teacher; or
 - (ii) the Teachers and (where applicable) specialist staff of the School pass a resolution that he is not suitable to continue to hold office as such; and
- the Principal makes a written request to the IMC to issue a notice in writing to the Permanent Secretary as regards the cancellation of the registration of the said Teacher Manager or Alternate Teacher Manager; or
- (h) if, in the case of the Parent Manager or the Alternate Parent Manager,
- (i) he ceases to be a Parent of a current pupil of the School in a school year, then his term of office as a Manager shall continue until its expiry or the end of the school year, whichever is the earlier; or
 - (ii) in a meeting convened by the RPTA at which all Parents are eligible to attend and vote, a resolution is passed that he is not suitable to continue to hold office as such;
- and the RPTA makes a written request to the IMC to issue a notice in writing to the Permanent Secretary as regards the cancellation of the registration of the said Parent Manager or Alternate Parent Manager; or
- (i) if, in the case of the Independent Manager,
- (i) he becomes a person referred to in section 40AQ(2)(a), (b) or (d) of the Ordinance in a school year, then his term of office as a Manager shall continue until its expiry or the end of the school year, whichever is the earlier; or
 - (ii) the IMC resolves that he is no longer acceptable as a Manager, provided that the Independent Manager in question shall be entitled to attend and vote (if he is otherwise entitled to vote at a meeting of the IMC in accordance with the other provisions of this Constitution) at such meeting; or
- (j) if, in the case of a Sponsoring Body Manager or the Alternate Sponsoring Body Manager, the Sponsoring Body passes a resolution that he is not suitable to continue to hold office as such, and makes a written request to the IMC to issue a notice in writing to the Permanent Secretary as regards the cancellation of the registration of the said Sponsoring Body Manager or Alternate Sponsoring Body Manager; or
- (k) if, in the case of an Alumni Manager, in a meeting of the Alumni convened by the RAA in Hong Kong the Alumni pass a resolution that he is not suitable to continue to hold office as such, and the RAA makes a written request to the IMC to issue a notice in writing to the Permanent Secretary as regards the cancellation of the registration of the said Alumni Manager; or
- (l) if the IMC issues a notice in writing to the Permanent Secretary as regards the cancellation of his registration as a Manager in accordance with section 40AX of the Ordinance; or
- (m) if the IMC gives notice in writing to the Permanent Secretary that he has been absent without the consent of the IMC from all meetings of the IMC in a school year and he has been given due notice to attend those meetings of the IMC; or
- (n) if, by virtue of any reason he ceases to be eligible to be nominated or registered or otherwise hold office as a Sponsoring Body Manager or the Alternate Sponsoring Body Manager, the

Principal, the Teacher Manager or the Alternate Teacher Manager, the Parent Manager or the Alternate Parent Manager, the Alumni Manager or the Independent Manager, as the case may be, in accordance with the Ordinance or this Constitution; or

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

8.2 If—

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

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

9. Resignation of Managers

- 9.1** A Manager, other than the Supervisor and the Principal, may resign from office as a Manager at any time by giving notice in writing to the Supervisor and the IMC.
- 9.2** The Supervisor may not resign from his office as a Manager while serving as the Supervisor, and he may resign from his office as the Supervisor at any time by giving notice in writing to the Sponsoring Body and the IMC.
- 9.3** The Principal may not resign from his office as a Manager while serving as the Principal, and his ceasing to be the Principal (by virtue of his resignation or otherwise) shall be deemed to constitute his resignation from his office as a Manager in accordance with this Constitution.
- 9.4** Without prejudice to the generality of Paragraph 9.1, the Teacher Manager or the Alternate Teacher Manager who ceases to be employed by the School as a Teacher shall be deemed to constitute his resignation from his office as a Manager in accordance with this Constitution.

10. Filling of Vacancies of Managers

- 10.1** If by reason of any vacancy in the office of a Manager, the composition of the IMC does not comply with the Ordinance and this Constitution resulting in the IMC failing to maintain its full composition, the IMC shall, within 3 months from the date on which the failure to maintain its full composition arises —
 - (a) ensure that a person qualified to fill the vacancy is nominated for registration as the replacement Manager; and
 - (b) forward to the Permanent Secretary an application by the person for registration as the replacement Manager,

provided that where necessary the IMC may request the Permanent Secretary to extend such period of 3 months in accordance with the Ordinance.

- 10.2** If the office of any Manager (other than the Independent Manager) becomes vacant, the IMC shall give notice in writing of the vacancy to the relevant party.
- 10.3** The notice mentioned in Paragraph 10.2 shall require the relevant party to nominate a person to fill the vacancy as the replacement Manager within 2 months, or such shorter period of time as specified in the notice (the “**Nomination Period**”). If the relevant party fails to do so within the Nomination Period, the IMC may require the relevant party to provide reasons for the failure.

10.4 For the purposes of this Paragraph, “**relevant party**” means –

- (a) in relation to a Sponsoring Body Manager and the Alternate Sponsoring Body Manager, the Sponsoring Body; or
- (b) in relation to the Teacher Manager and the Alternate Teacher Manager, all persons who are entitled to elect such a Manager; or
- (c) in relation to the Parent Manager and the Alternate Parent Manager, the RPTA; or
- (d) in relation to the Alumni Manager, the RAA.

10.5 If the office of a Manager who is –

- (a) the Alumni Manager (and in the case if no person is nominated for registration as the Alumni Manager by the RAA within the Nomination Period (if applicable)); or
- (b) the Independent Manager,

becomes vacant, the IMC may nominate a person to fill the vacancy as soon as possible and in accordance with the Ordinance.

10.6 The term of office for a new Manager to fill a vacancy arising from an outgoing Manager ceasing to be a Manager before the expiry of his term of office, shall be for the remainder of the term of office of such outgoing Manager.

11. Giving Notice of Cancellation of Registration of Managers

11.1 In the event any person ceases to be a Manager, the Supervisor shall give notice of such event to the Permanent Secretary.

11.2 In the event the IMC receives a request under subsection (2), (3), (4) or (5) of section 40AX of the Ordinance, the IMC shall issue a notice in writing to the Permanent Secretary as regards the cancellation of the registration of the relevant Manager specified in such request under subsection (1) of section 40AX of the Ordinance unless such request is not valid in accordance with the Ordinance, and the IMC may make such enquiry or take such other actions as it may think fit to ascertain the validity of such request under section 40AX of the Ordinance before issuing such notice to the Permanent Secretary.

11.3 The request referred to in Paragraph 11.2 must be annexed to the notice to the Permanent Secretary.

11.4 The IMC may issue a written notice to the Permanent Secretary as regards the cancellation of the registration of the Independent Manager.

11.5 The Supervisor shall send a copy of any notice referred to in Paragraphs 11.1, 11.2 or 11.4 to each of the Managers.

Part 3 - Nomination or Election of Persons for Registration as Managers and Role of Managers

12. Nomination of Person for Registration as Sponsoring Body Manager and Alternate Sponsoring Body Manager

12.1 The Sponsoring Body may at any time nominate up to such number of persons for registration as the Sponsoring Body Managers as provided for in Paragraph 6 and not more than one person for registration as the Alternate Sponsoring Body Manager respectively in accordance with the Ordinance.

13. Election and Nomination of Person for Registration as Teacher Manager and Alternate Teacher Manager

13.1 The Principal shall at any time nominate one person for registration as the Teacher Manager and one person for registration as the Alternate Teacher Manager in accordance with the Ordinance, and any such person must be elected in that behalf in an election in accordance with the Ordinance and this Constitution.

13.2 Any person standing for election for nomination as the Teacher Manager or the Alternate Teacher Manager must be a Teacher (and must not be the Principal).

13.3 The election for nominating any such person for registration as the Teacher Manager or the Alternate Teacher Manager shall be conducted in accordance with the Ordinance and this Paragraph 13.

13.4 The election shall be conducted by the Principal or such other person as the returning officer as may be appointed by the IMC, and the Teacher Manager and the Alternate Teacher Manager shall be elected in the same manner for nomination for registration as a Manager.

13.5 Not less than 7 days before the date on which the election is to be conducted (the “**Teacher Manager Election Day**”), the Principal shall give notice in writing to all Teachers. The notice shall –

- (a) specify the Teacher Manager Election Day (including the time and venue for conducting the election if applicable); and
- (b) specify the number of vacancies for the Teacher Manager and/or the Alternate Teacher Manager; and
- (c) specify all Teachers have an equal voting right and a right of candidature; and
- (d) specify each Teacher (including the Principal) shall have one vote; and
- (e) specify the manner in which any interested Teacher may declare his candidature together with the specified declaration form; and
- (f) specify the manner in which any Teacher may nominate other Teacher(s) to stand for election, provided that the nominee is required to sign the nomination consenting to his candidature, together with the specified nomination form; and
- (g) specify the voting for the election shall be conducted by secret ballot; and
- (h) be accompanied by a copy of the text of this Paragraph.

13.6 Not less than 3 days before the Teacher Manager Election Day, the Principal shall give a further notice in writing to all Teachers. The notice shall –

- (a) include a list of the names of all candidates who are validly nominated; and
- (b) specify the arrangements for the counting of votes and declaration of election results.

- 13.7 Where there is only one vacancy for the Teacher Manager or the Alternate Teacher Manager and only one candidate is validly nominated, such candidate shall be deemed elected ipso facto for nomination by the Principal for registration as the Teacher Manager or the Alternate Teacher Manager (as the case may be). Where more than one candidate is validly nominated, the candidate who obtains the highest number of votes shall be nominated by the Principal for registration as the Teacher Manager or the Alternate Teacher Manager (as the case may be).
- 13.8 Where there is one vacancy for the Teacher Manager and one vacancy for the Alternate Teacher Manager and only one candidate is validly nominated, such candidate shall be deemed elected ipso facto for nomination by the Principal for registration as the Teacher Manager. Where more than one candidate is validly nominated, the candidate who obtains the highest number of votes shall be nominated by the Principal for registration as the Teacher Manager, and the candidate who obtains the second highest number of votes shall be nominated by the Principal for registration as the Alternate Teacher Manager.
- 13.9 If the voting results in an equality of votes so that no successful candidate for nomination as the Teacher Manager or the Alternate Teacher Manager (as the case may be) can be decided, there shall be a second round of voting for those candidates who obtain the same number of votes immediately after the results regarding the first round of voting are announced. A candidate may withdraw his candidature before the second round of voting. If only one candidate remains for the election for nomination as the Teacher Manager due to any withdrawal of candidature, the remaining candidate shall be nominated for registration as the Teacher Manager, and the second round of voting is not required to be conducted. If there is a second round of voting for the election for nomination of the Teacher Manager and/or the Alternate Teacher Manager (as the case may be), the candidate who obtains the highest number of votes in that round shall be nominated for registration as the Teacher Manager or the Alternate Teacher Manager (as the case may be) and (where applicable) the candidate who obtains the second highest number of votes in that round shall be nominated for registration as the Alternate Teacher Manager. If there is still an equality of votes in the second round of voting so that no successful candidate for nomination as the Teacher Manager or the Alternate Teacher Manager (as the case may be) can be decided, the results shall be determined by drawing lots by the returning officer as may be appointed by the IMC immediately after the results regarding the second round of voting are announced. The candidate on which the lot falls shall be deemed to have obtained more votes.
- 14. Election and Nomination of Person for Registration as Parent Manager and Alternate Parent Manager**
- 14.1 The RPTA may at any time nominate one person for registration as the Parent Manager and one person for registration as the Alternate Parent Manager in accordance with the Ordinance, and any such person must be elected in that behalf in an election in accordance with the Ordinance and this Constitution.
- 14.2 Any person standing for election for nomination as the Parent Manager or the Alternate Parent Manager must be a Parent of a current pupil of the School (and must not be a Teacher).
- 14.3 The election for nominating any such person for registration as the Parent Manager or the Alternate Parent Manager shall be conducted in accordance with the Ordinance and this Paragraph 14.
- 14.4 The election shall be conducted by the RPTA, and the Parent Manager and the Alternate Parent Manager shall be elected in the same manner for nomination for registration as a Manager.
- 14.5 Not less than 21 days before the date on which the election is to be conducted (the “**Parent Manager Election Day**”), the RPTA shall give notice in writing to all Parents of the current pupils of the School. The notice shall –

- (a) specify the Parent Manager Election Day (including the time and venue for conducting the election if applicable); and
- (b) specify the number of vacancy for the Parent Manager and/or the Alternate Parent Manager; and
- (c) specify all Parents of the current pupils of the School have equal voting right and right of candidature; and
- (d) specify each Parent (including such Parent who is a Teacher) of the current pupils of the School shall have one vote, irrespective of the number of children such Parent has as current pupils of the School; and
- (e) specify the manner in which any interested Parent may declare his candidature, together with the specified declaration form; and
- (f) specify the manner in which any Parent of a current pupil may nominate other Parent of a current pupil to stand for election, provided that the nominee is required to sign the nomination consenting to his candidature, together with the specified nomination form; and
- (g) specify the voting for the election shall be conducted by secret ballot; and
- (h) be accompanied by a copy of the text of this Paragraph.

14.6 Not less than 7 days before the Parent Manager Election Day, the RPTA shall give a further notice in writing to all Parents of the current pupils of the School. The notice shall –

- (a) include a list of the names of all candidates who are validly nominated; and
- (b) specify the arrangements for the counting of votes and declaration of election results.

14.7 Where there is only one vacancy for the Parent Manager or the Alternate Parent Manager and only one candidate is validly nominated, such candidate shall be deemed elected ipso facto for nomination by the RPTA for registration as the Parent Manager or the Alternate Parent Manager (as the case may be). Where more than one candidate is validly nominated, the candidate who obtains the highest number of votes shall be nominated by the RPTA for registration as the Parent Manager or the Alternate Parent Manager (as the case may be).

14.8 Where there is one vacancy for the Parent Manager and one vacancy for the Alternate Parent Manager and only one candidate is validly nominated, such candidate shall be deemed elected ipso facto for nomination by the RPTA for registration as the Parent Manager. Where more than one candidate is validly nominated, the candidate who obtains the highest number of votes shall be nominated by the RPTA for registration as the Parent Manager, and the candidate who obtains the second highest number of votes shall be nominated by the RPTA for registration as the Alternate Parent Manager.

14.9 If the voting results in an equality of votes so that no successful candidate for nomination as the Parent Manager or the Alternate Parent Manager (as the case may be) can be decided, there shall be a second round of voting for those candidates who obtain the same number of votes after the first round of voting are announced. A candidate may withdraw his candidature before the second round of voting. If only one candidate remains for the election for nomination as the Parent Manager due to any withdrawal of candidature, the remaining candidate shall be nominated for registration as the Parent Manager, and the second round of voting is not required to be conducted. If there is a second round of voting for the election for nomination of the Parent Manager and/or the Alternate Parent Manager (as the case may be), the candidate who obtains the highest number of votes in that round shall be nominated for registration as the Parent Manager or the Alternate Parent Manager (as the

case may be) and (where applicable) the candidate who obtains the second highest number of votes in that round shall be nominated for registration as the Alternate Parent Manager. If there is still an equality of votes in the second round of voting so that no successful candidate for nomination as the Parent Manager or the Alternate Parent Manager (as the case may be) can be decided, the results shall be determined by drawing lots by the returning officer as may be appointed by the RPTA immediately after the results regarding the second round of voting are announced. The candidate on which the lot falls shall be deemed to have obtained more votes.

15. Election and Nomination of Person for Registration as Alumni Manager

- 15.1** In the case there is a RAA, the RAA may at any time nominate one person for registration as the Alumni Manager in accordance with the Ordinance, and such person must be elected in that behalf in an election to be conducted in such manner as may be determined by the RAA and in accordance with the Ordinance and this Constitution.
- 15.2** The election for nominating any such person for registration as the Alumni Manager shall be conducted in Hong Kong among all Alumni in accordance with the Ordinance and this Paragraph 15.
- 15.3** If no person is nominated for registration as the Alumni Manager by the RAA in accordance with the Ordinance and this Constitution, the IMC may nominate one person for registration as the Alumni Manager.
- 15.4** Any person standing for election for nomination or otherwise nominated for registration as the Alumni Manager must be an Alumnus (and must not be a Teacher).

16. Nomination of Person for Registration as Independent Manager

- 16.1** The IMC may at any time nominate one person for registration as the Independent Manager in accordance with the Ordinance and this Constitution, provided that such person shall not be –
- (a) a Teacher, or
 - (b) a Parent of a current pupil of the School; or
 - (c) an Alumnus; or
 - (d) a person who is –
 - (i) a member; or
 - (ii) the spouse or a grand-parent, parent, brother, sister, child or grand-child of a member; or
 - (iii) an employee,of the governing body of the Sponsoring Body.

17. Re-nomination

- 17.1** Subject to the Ordinance and this Constitution and to the extent a person shall be eligible or otherwise qualified to hold office as a Manager, any such person whose term of office as a Manager shall expire in accordance with this Constitution or who otherwise has ceased to be a Manager may be re-nominated for registration as a Manager. Save and except for any Sponsoring Body Manager or the Alternate Sponsoring Body Manager, a person shall not serve as a Manager of the same category for more than 2 consecutive terms.

18. Role of the IMC and Managers

18.1 The IMC shall be responsible for –

- (a) managing the School; and
- (b) ensuring that the Vision and Mission are carried out; and
- (c) developing the general direction of the School, formulating the educational and management policies of the School in accordance with the Tradition and Philosophy of SKH Education and the Vision and Mission; and
- (d) overseeing the planning and budgetary processes, monitoring the performance of the School, ensuring accountability of School management and strengthening the community network; and
- (e) planning and managing financial and human resources available to the School; and
- (f) accounting to the Permanent Secretary and the Sponsoring Body for the performance of the School; and
- (g) ensuring that the education of the pupils of the School is promoted in a proper manner; and
- (h) School planning and self-improvement of the School.

18.2 A Manager shall promote communication and co-operation between the IMC and the body that nominated him for registration as a Manager. A Manager shall observe and comply with all applicable laws, rules, regulations and guidelines issued by:

- (a) the Education Bureau; and
- (b) the Sponsoring Body or the IMC provided that they are consistent with the Ordinance and the Code of Aid.

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

18.4 All Managers are entitled to information given by the IMC from time to time including but not limited to information distributed in relation to meetings and resolutions of the IMC, save and except such information in connection with any deliberation or decision of the IMC with respect to such Manager's own personal appointment, dismissal, conditions of service or remuneration (unless otherwise permitted by the Ordinance or this Constitution). All Managers are entitled to attend a meeting of the IMC.

18.5 A Manager shall follow any instruction given by the IMC regarding confidentiality. All business discussed at any meeting of the IMC shall remain confidential and no manager shall disclose the same without the agreement of the IMC.

18.6 Managers are entitled to –

- (a) request the Supervisor to convene a meeting of the IMC pursuant to Paragraph 23.2; and
- (b) request the Supervisor to place an item on the agenda of a meeting of the IMC pursuant to Paragraph 25.2

provided that the respective requests under 18.6(a) and (b) above shall only be valid if not less than 5 Managers act collectively.

- 18.7** Subject to the Ordinance and this Constitution, an Alternate Manager shall for all purposes be regarded as a Manager.
- 18.8** The Alternate Sponsoring Body Manager shall not vote on any matter to be resolved by the IMC by voting unless –
- (a) (in the case of a matter to be resolved at a meeting of the IMC) any Sponsoring Body Manager is absent from the meeting;
 - (b) (in the case of a matter to be resolved otherwise) any Sponsoring Body Manager is, for any reason, unable to vote on the matter.
- 18.9** The Alternate Teacher Manager shall not vote on any matter to be resolved by the IMC by voting unless –
- (a) (in the case of a matter to be resolved at a meeting of the IMC) the Teacher Manager is not present at the meeting;
 - (b) (in the case of a matter to be resolved otherwise) the School has no Teacher Manager for the time being.
- 18.10** The Alternate Parent Manager shall not vote on any matter to be resolved by the IMC by voting unless –
- (a) (in the case of a matter to be resolved at a meeting of the IMC) the Parent Manager is not present at the meeting;
 - (b) (in the case of a matter to be resolved otherwise) the School has no Parent Manager for the time being.
- 18.11** In ascertaining the majority of the Managers for the purposes of section 56(1)(d) or 57(1)(d) of the Ordinance or otherwise in accordance with this Constitution –
- (a) the Alternate Sponsoring Body Manager shall not be counted unless there is a vacancy of Sponsoring Body Manager of the School for the time being;
 - (b) the Alternate Teacher Manager shall not be counted unless the School has no Teacher Manager for the time being; and
 - (c) the Alternate Parent Manager shall not be counted unless the School has no Parent Manager for the time being.
- 18.12** For the purposes of establishing a quorum of a meeting of the IMC, an Alternate Manager shall not be counted unless –
- (a) in the case of the Alternate Sponsoring Body Manager, there is a vacancy of Sponsoring Body Manager of the School for the time being;
 - (b) in the case of the Alternate Teacher Manager, the Teacher Manager is not present at the meeting;
 - (c) in the case of the Alternate Parent Manager, the Parent Manager is not present at the meeting,
- as the case may be.
- 18.13** An Alternate Manager shall not only because of his being a Manager incur any liability for an act done pursuant to a voting of the IMC in which he has not participated by virtue of Paragraphs 18.8,

18.9 or 18.10.

Part 4 – Office Bearers of the IMC

19. Office Bearers

19.1 There shall be the following office bearers of the IMC –

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

19.2 No Manager shall at any time hold the office of more than one office bearer.

19.3 The School shall have a Supervisor, and the Supervisor –

- (a) must be a Regular Manager; and
- (b) must not be the Principal or a Teacher; and
- (c) must be appointed by the Sponsoring Body; and
- (d) shall hold office as such until –
 - (i) he is removed from office by the Sponsoring Body; or
 - (ii) he resigns from his office as the Supervisor at any time by giving notice in writing to the Sponsoring Body and the IMC; or
 - (iii) he otherwise ceases to hold office as the Supervisor or a Manager in accordance with the Ordinance or this Constitution,

whichever is the earlier.

19.4 The other office bearers including the Secretary and the Treasurer shall be elected from amongst the Regular Managers by the Managers present and voting at a meeting of the IMC.

19.5 The election of the Secretary and the Treasurer respectively shall be conducted by the IMC and the voting for which shall be conducted by secret ballot in accordance with this Constitution at a meeting of the IMC. Nomination can be made by any Regular Manager present at the meeting of the IMC. Where only one candidate is validly nominated, such candidate shall be deemed elected ipso facto. Where more than one candidate is validly nominated, the candidate with the highest number of votes shall be elected. In the case of an equality of votes, there shall be a second round of voting for those candidates who obtain the same number of votes. In the case there is still an equality of votes, the Supervisor or the Sponsoring Body Manager (as the case may be) presiding as chairman at the meeting of the IMC shall have a second or casting vote.

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

20.1 The Supervisor shall hold office in accordance with Paragraph 19.3(d).

20.2 Subject to this Constitution, the Secretary and the Treasurer shall, unless otherwise specified in his election, each hold office for a term of two years (except where the office bearer is the Parent

Manager, in which case his term of office shall be one year) commencing immediately after the conclusion of the meeting of the IMC at which he is elected as the Secretary or the Treasurer (as the case may be) until the conclusion of the meeting of the IMC at which the next election of the Secretary or the Treasurer (as the case may be) shall again be held or the date on which he ceases to be a Manager, whichever is earlier, and may stand for re-election.

20.3 An office bearer may be removed from his office at any time –

- (a) if he is the Supervisor, by the Sponsoring Body; or
- (b) if he is not the Supervisor, by not less than a two-thirds majority of the votes of the Managers present and voting at a meeting of the IMC, provided that the office bearer in question shall be entitled to attend and vote at such meeting.

20.4 Subject to this Constitution, an office bearer shall vacate his office when –

- (a) (in the case of the Supervisor) he ceases to be the Supervisor; or
- (b) he is removed from his office of the office bearer in accordance with Paragraph 20.3; or
- (c) his term of office as the officer bearer expires and he is not re-elected as such office bearer; or
- (d) he resigns from his office of the office bearer by notice in writing to the Sponsoring Body and the IMC; or
- (e) his office as a Manager is vacated in accordance with the Ordinance or this Constitution.

21. Functions of Office Bearers

21.1 In addition to performing the functions specified in the Ordinance, the Supervisor shall also be responsible for –

- (a) working closely with and providing guidance and support to the Principal and the Teachers; and
- (b) representing the School at official events; and
- (c) building morale amongst the staff; and
- (d) enhancing communication between the Teachers and the IMC.

21.2 The Secretary shall be responsible for –

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

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

Part 5 – Meetings and Proceedings of the IMC

22. Number of Meetings

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

23. Convening of Meetings

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

23.2 At the written request of at least 7 Managers, the Supervisor shall, within 10 days after the receipt of such request, convene a meeting of the IMC to be held on such date and at such time and place as the Supervisor may specify by notice in writing given to all the Managers, provided that the date of such meeting shall be within 30 days after the receipt of such request from the relevant Managers.

24. Notice of Meetings

24.1 Save and except otherwise provided in this Constitution, notice of a meeting of the IMC shall –

- (a) be served on all the Managers;
- (b) be served on the Sponsoring Body;
- (c) be accompanied by the agenda of the meeting; and
- (d) except in cases of emergency or otherwise agreed by all the Managers, be given to all the Managers not less than 7 days (exclusive of the day on which such notice is served or deemed to be served and of the date for which it is given) before the date specified for the meeting.

24.2 Any notice may be given by the IMC or the Supervisor to a Manager if delivered personally or forwarded by post or sent by fax or by email to such Manager at his address in Hong Kong or fax number or email address supplied by him to the IMC. Any notice delivered personally shall be deemed to have been served at the time of delivery. Any notice sent by pre-paid post shall be deemed to have been served 2 days after the time at which it was posted and in proving such service it shall be sufficient to prove that the notice was properly addressed and posted by prepaid letter post and notices sent by facsimile transmission or email shall be deemed to have been served upon transmission; Provided that where, in the case of delivery by hand or transmission by facsimile or email, such delivery or transmission occurs after 5 p.m. on any day, service shall be deemed to occur at 9 a.m. on the next following day.

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

25. Agenda

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

25.2 Any Manager may request in writing the Supervisor to place an item on the agenda of a meeting of the IMC. If the Supervisor refuses to do so, the Supervisor shall give the reasons for refusal to the requesting Manager in writing at the time of the refusal and a copy of such request as well as the written reasons for refusal shall be tabled at the meeting.

26. Quorum

26.1 Save and except for any special business stated in Paragraph 29.1, the quorum for a meeting of the IMC shall, subject to Paragraph 18.12, be 6 Managers, provided that there shall be a majority of

Sponsoring Body Managers in attendance throughout the meeting. No manager may appoint a proxy to attend a meeting of the IMC in his place.

- 26.2** In any meeting of the IMC, the number of Managers who hold salaried positions in the School shall be less than those who do not hold such positions.
- 26.3** If no quorum is formed at the end of 30 minutes after the time appointed for a meeting, the meeting shall stand adjourned for not less than 1 week and not more than 4 weeks, to be held at such time and place as the Supervisor may specify.
- 26.4** At an adjourned meeting, if no quorum is formed at the end of 30 minutes after the time appointed for the meeting, the proposed business of the adjourned meeting shall be included in the agenda of the next IMC meeting.

27. Proceedings of Meetings

- 27.1** The Supervisor shall preside as chairman at all meetings of the IMC. If the Supervisor is unwilling to act or is absent from Hong Kong or has given notice to the Secretary of his intention not to attend the meeting, he can appoint another Sponsoring Body Manager to preside as chairman at the meeting. Such appointment should be made in writing by the Supervisor to the Secretary. If the Supervisor shall not be present within 30 minutes after the time appointed for the holding of the meeting and has not duly appointed another Sponsoring Body Manager to preside as chairman at the meeting, the Sponsoring Body Managers present shall elect one of them to preside as chairman at the meeting.
- 27.2** Save and except for any special business stated in Paragraph 29.1 or unless the Ordinance or this Constitution provides otherwise, every issue to be resolved at a meeting of the IMC shall be determined by the majority of votes of the Managers present and voting at the meeting, and each Manager shall, subject to Paragraph 18, have one vote. In the event of an equality of votes, the Supervisor or the Sponsoring Body Manager (as the case may be) presiding as chairman of the meeting of the IMC shall have a second or casting vote.

28. Transaction of Business by Resolution in Writing

- 28.1** Save and except for any special business stated in Paragraph 29.1, a resolution in writing, signed by not less than 75% of the Regular Managers for the time being, and consisting of one document or of separate copies prepared or circulated for the purpose, shall be as valid and effectual as if it had been passed at a meeting of the IMC duly convened and held.

29. Transaction of Special Business and Matters Requiring Endorsement of the Sponsoring Body

- 29.1** The following special business shall not be transacted by resolution in writing in accordance with Paragraph 28 –
- (a) amendment to this Constitution; and
 - (b) appointment or termination of employment of the Principal; and
 - (c) termination of employment of teachers; and
 - (d) resolution with regard to the nomination of the Independent Manager under Paragraph 16.1; and
 - (e) resolution with regard to the cancellation of the registration of a Manager under Paragraph 8.1; and

- (f) resolution for removal of a Manager as an office bearer (other than the Supervisor) under Paragraph 20.3(b); and
- (g) appointment or removal of the external auditor of the IMC and approval of its remuneration; and
- (h) resolution for the appointment or removal of the chaplain or pastoral counsellor of the School who is not remunerated with funds managed by the IMC; and
- (i) resolution for the removal or otherwise vacating the office of any Manager under Paragraph 8.1; and
- (j) dissolution of the IMC; and
- (k) merger with any other school or educational institution; and
- (l) proposal to close down the School; and
- (m) disposal or transfer of substantially all the assets of the IMC or the School.

29.2 The quorum for a meeting of the IMC for transacting any special business stated in Paragraph 29.1 shall be:

- (a) in the case the School has an Alumni Manager for the time being, 7 Managers, of whom at least 5 shall be Sponsoring Body Managers; or
- (b) in the case the School does not have an Alumni Manager for the time being, 6 Managers, of whom at least 4 shall be Sponsoring Body Managers.

provided that there shall be a majority of Sponsoring Body Managers in attendance throughout the meeting.

29.3 Any questions arising at a meeting of the IMC for transacting any special business stated in Paragraph 29.1 shall be determined by not less than a two-thirds majority of the votes of the Managers present and voting at the meeting.

29.4 For the avoidance of doubt, Paragraph 26.1 shall not apply to any adjourned meeting for any special business stated in Paragraph 29.1.

29.5 Notwithstanding anything in this Constitution, all decisions of the IMC relating to any of the following matters shall be valid and take effect only if endorsed by the Sponsoring Body in writing within 3 months of the IMC's resolution, failing which the same shall lapse and be of no effect:

- (a) the change of the name, crest or insignia of the School, or the School song, or the design of the School badge; or
- (b) the change of the Mission and Vision; or
- (c) the mode of receiving Government aid, and the terms and conditions for receiving subsidies from the Government; or
- (d) the redevelopment, or any major structural refurbishment or renovation of the School building or any part of the School premises; or
- (e) the cessation or suspension of the operation of the School; or
- (f) the change of location of the School; or

- (g) any material change in the use of the funds, assets and properties of the Sponsoring Body that are in the custody of the IMC.

30. Disclosure of Interests in Certain Circumstances

- 30.1 Each Manager shall, at least once in every 12 months, make to the IMC a written declaration stating the particulars of his pecuniary or other personal interest in any matter that raises or may raise a conflict with his duties as a Manager or that he has no such interest in accordance with section 40BF of the Ordinance.
- 30.2 Without limiting the generality of section 40BG of the Ordinance in connection with the requirements for disclosure of any pecuniary or other personal interest of a Manager in any matter that is considered or is to be considered at a meeting of the IMC and such matter appears to raise a conflict with the proper performance of the duties of such Manager in relation to the consideration of such matter, such Manager shall disclose the nature of his interest in accordance with that section at the meeting of the IMC or (if he does not attend the meeting) by giving a notice in writing to the IMC before the meeting, and he shall not, unless the IMC otherwise determines, be present or take part in any deliberation or decision of the IMC with respect to such matter if –
 - (a) the Manager is the Principal or a Teacher and the matter involves the appraisal of the Manager's own performance, appointment, dismissal, conditions of service and remuneration as a staff member of the School; or
 - (b) the Manager is the Parent or a relative of a pupil of the School and the matter involves the taking of disciplinary action against the pupil, whether singly or as part of a group; or
 - (c) the Manager is directly or indirectly related to a complaint against a pupil of the School or a Teacher or another Manager, and the matter involves the taking of disciplinary action against any of them; or
 - (d) the matter relates to a complaint against the Manager; or
 - (e) the Manager is directly or indirectly related to an interest in the trading operations or business contracts to be discussed or tenders to be awarded.

31. Minutes of Meetings

- 31.1 The Secretary shall take and keep minutes of every meeting of the IMC, and shall cause minutes of all proceedings at every such meeting and resolutions in writing of the IMC to be entered in books kept for that purpose. In particular, the Secretary shall record all resolutions of the IMC and may record the discussions and follow-up actions as applicable. If the Secretary is absent from any meeting of the IMC, the Supervisor or the Sponsoring Body Manager (as the case may be) presiding as chairman at the meeting of the IMC shall appoint one of the Regular Managers present to be the acting Secretary for the meeting.
- 31.2 A Manager who has expressed a dissenting view may ask for his view to be recorded in the minutes of the meeting. The Secretary shall make a record in the minutes accordingly.
- 31.3 The minutes of a meeting shall be tabled for approval in a subsequent meeting of the IMC.

Part 6 – Parent-Teacher Association and Alumni Association

32. Parent-Teacher Association

32.1 For the purpose of section 40AO of the Ordinance, the right to recognize a body of persons as the RPTA shall be vested in the IMC.

33. Alumni Association

33.1 For the purpose of section 40AP of the Ordinance, the right to recognize a body of persons as the RAA shall be vested in the Sponsoring Body.

Part 7 – Committees

34. Principal Selection Committee

34.1 The IMC shall appoint a principal selection committee for the School (the “**Principal Selection Committee**”) in accordance with section 57A of the Ordinance if the need for selecting a new Principal arises. The Principal Selection Committee shall be composed of not more than 6 persons including –

- (a) The Chairman of the Sponsoring Body or a person appointed by the Chairman in writing, who shall also act as the chairman of the Principal Selection Committee;
- (b) Up to 2 Managers of the IMC, including the Supervisor of the School; and
- (c) Up to 3 representatives of the Sponsoring Body.

For the avoidance of doubt, no person shall serve in the Principal Selection Committee in more than one capacity mentioned in Paragraphs 34.1(a), (b) and (c).

34.2 Only the Sponsoring Body may nominate candidates for consideration and selection as the Principal by the Principal Selection Committee.

34.3 The selection of the Principal shall be conducted in accordance with the Ordinance and this Constitution.

34.4 The Principal Selection Committee shall consult the Sponsoring Body before submitting its recommendation of suitable candidate(s) to the IMC.

34.5 The Principal Selection Committee shall convey to the IMC its decision of the candidate selected for appointment as Principal and the IMC shall within one month recommend for the approval of the Permanent Secretary the person selected by the Principal Selection Committee under section 57 of the Ordinance.

34.6 The Principal Selection Committee shall be automatically dissolved upon the appointment of the new Principal.

34.7 Subject to Paragraph 37.1, the Principal shall hold office for such term as determined by the IMC and in accordance with the Ordinance and this Constitution.

34.8 In case there is no suitable candidate from the applicant or applicants for recommendation by the Principal Selection Committee for appointment as the Principal, or in case a vacant principal post arises from the sudden resignation of a principal or from any other sudden unforeseen reason, the IMC may appoint an Acting Principal to deal with interim administrative exigencies. The IMC shall consider only candidates nominated by the Sponsoring Body and such an appointment shall be subject to the approval of the Permanent Secretary. The IMC shall in the meantime activate the principal selection process as soon as practicable and as circumstances warrant.

35. Other Committees

- 35.1** The IMC may delegate any of its powers to committees as it deems fit provided that these committees shall be accountable to the IMC and any such committee shall in the exercise of the powers so delegated conform to any directions, regulations and guidelines that may be imposed on it by the IMC. The IMC may from time to time revoke any such delegation.
- 35.2** The members and the chairperson of a committee shall be appointed by the IMC, and persons who are not Managers may be appointed as members of any committee, but the chairperson of a committee must be a Regular Manager.
- 35.3** The chairperson of any committee shall act as chairman of its meetings; if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the chairman of the meeting. Subject to this Constitution and to any other directions, regulations and guidelines from the IMC, each committee may determine its own proceedings.

Part 8 – Deployment of Principals and Teachers

36. Power of the Sponsoring Body to Deploy Principals

- 36.1** Pursuant to S40AG of the Ordinance, the Sponsoring Body may at any time request the IMC to terminate the employment of the Principal and request the IMC of another school operated by the Sponsoring Body to recommend for approval that Principal to be the principal of that other school under section 53 or 57 of the Ordinance; and to further request the IMC to recommend for approval a principal from another school operated by the Sponsoring Body to be the principal of the School if:
- (a) such action is conducive to the professional development of the person concerned;
 - (b) the action is necessary to avoid or alleviate over-establishment of staff due to a reduction of classes in the School; or
 - (c) the Permanent Secretary approves the request upon-
 - (i) an application by the Sponsoring Body; and
 - (ii) other good cause being shown to his satisfaction

and the IMC shall take such action within its lawful authority as is necessary for the compliance with such requests made of it.

37. Power of the Sponsoring Body to Deploy Teachers

- 37.1** Pursuant to S40AG of the Ordinance, the Sponsoring Body may at any time request the IMC to terminate the employment of a teacher of the School and request the IMC of another school operated by the Sponsoring Body to employ that teacher on the same rank in that other school, and to further request the IMC to employ a teacher from another school operated by the Sponsoring Body on the same rank in the School, as the case may be, if:
- (a) such action is conducive to the professional development of the person concerned;
 - (b) the action is necessary to avoid or alleviate over-establishment of staff due to a reduction of classes in the School; or

- (c) the Permanent Secretary approves the request upon-
 - (i) an application by the Sponsoring Body; and
 - (ii) other good cause being shown to his satisfaction

and the IMC shall take such action within its lawful authority as is necessary for the compliance with such requests made of it.

Part 9 – Amendment to the Constitution

38. Amendment to the Constitution

- 38.1** Any Manager may propose that this Constitution be amended. Amendments to this Constitution shall take effect if, and only if, section 40AY of the Ordinance and the following procedures have been complied with.
- 38.2** The proposal for any amendment to this Constitution shall be –
- (a) made in writing and signed by the Manager who makes the proposal; and
 - (b) supported and countersigned by not less than 5 Managers, including the Manager who makes the proposal; and
 - (c) submitted to the Supervisor.
- 38.3** As soon as practicable after receiving the proposal, the Supervisor shall convene a meeting of the IMC to consider, and if thought fit, resolve to submit the proposed amendment to the Sponsoring Body for its approval and upon the passing of such a resolution, the proposed amendment to this Constitution shall be lodged with the Sponsoring Body.
- 38.4** Within 30 days of the IMC submitting the proposed amendment of the Constitution to the Sponsoring Body, the Sponsoring Body shall consider and respond in writing to the IMC indicating either its approval or disapproval of the proposed amendment. Any approval granted by the Sponsoring Body may be subject to such terms and conditions as may be stipulated by the Sponsoring Body.
- 38.5** Following receipt of the written approval of the Sponsoring Body, the Supervisor shall notify the Managers by not less than 21 days' notice in writing (exclusive of the day on which such notice is served or deemed to be served and of the date for which it is given) to convene a meeting of the IMC to consider the proposed amendment to this Constitution and any terms and conditions that have been stipulated by the Sponsoring Body. A copy of the proposed amendment to this Constitution and the written approval of the Sponsoring Body shall be attached to the notice of the meeting.
- 38.6** The quorum for the meeting referred to in Paragraphs 38.3 and 38.5 above shall be in accordance with Paragraph 29.2.
- 38.7** Following the approval by the IMC, such amendment to this Constitution shall be lodged with the Permanent Secretary in accordance with section 40AY of the Ordinance, and shall not take effect before the expiry of one month after it is so lodged.

Part 10 – Miscellaneous

39. School Plan and Reports

- 39.1 The IMC shall submit the School development plan, annual School plan and School report to the Sponsoring Body as may be required from time to time.

40. Auditor and Accounts

- 40.1 The appointment and removal of the Auditor and the approval of the Auditor's remuneration, if any, must be determined in accordance with the procedures stated in Paragraph 29.
- 40.2 The Auditor shall have a right of access at all times to the books and accounts of the IMC and shall be entitled to require from the Managers and any relevant parties such information and explanation as may be necessary for the performance of the duties of the Auditor. The Auditor shall comply with the requirements under section 40BB of the Ordinance and shall make a report to the IMC once a year.
- 40.3 Unless otherwise decided by the Managers, the annual financial statements of the IMC shall be approved by the IMC and signed on behalf of the IMC by the Supervisor and the Treasurer.
- 40.4 The IMC shall maintain proper books of account and other financial and accounting records and shall comply with the requirements under section 40BB of the Ordinance.
- 40.5 The Treasurer shall cause proper books of account to be kept with respect to –
- (a) all sums of money received and expended by the IMC and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the IMC; and
 - (c) the assets and liabilities of the IMC,

Provided that proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the affairs of the IMC and to explain its transactions.

- 40.6 The books of account shall, unless otherwise determined by the IMC, be kept at the School and shall always be open to inspection by the Managers on reasonable prior written notice.
- 40.7 The Treasurer shall cause the audited balance sheet(s) and the income and expenditure statement(s) of the IMC and a copy of the Auditor's report to be laid before the meeting of the IMC at least once a year and these documents shall be sent to all Managers not less than 7 days before the meeting.

41. Rights and Liabilities, and Protection for Managers

- 41.1 No Manager shall be liable for any loss or damage which may be suffered or incurred by the IMC in the execution of the duties of his office or in relation thereto, save and except that such liability arises out of his own fraud or dishonesty.
- 41.2 A Manager shall not by virtue of his office as the Manager be beneficially interested in any property of the IMC.
- 41.3 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 the Manager.

41.4 No civil proceedings shall be brought against a Manager for anything done or omitted to be done by or on behalf of the IMC unless he has not acted in good faith in relation to the thing or omission.

42. Common Seal

42.1 The IMC shall have a common seal and shall provide for the safe custody thereof. The common seal shall not be affixed to any instrument except by the authority of a resolution of the IMC and every instrument to which the common seal shall be affixed shall be signed by the Supervisor and one Regular Manager duly authorized by the IMC to act for that purpose.

43. Donations

43.1 Any donation to the School or the IMC shall, unless a contrary intention is specified in writing by the relevant donor at the time of such donation, be treated as a donation to the IMC and shall be regarded as the property of the IMC absolutely to all intents and purposes.

43.2 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. Dissolution

44.1 On the cancellation of the registration of the School –

- (a) the IMC shall be dissolved; and
- (b) the properties owned by the IMC immediately before its dissolution shall be vested in the Permanent Secretary as the corporation sole constituted under the Permanent Secretary for Education Incorporation Ordinance (Cap. 1098)

in accordance with section 40BE of the Ordinance.

**This constitution is approved by the
Education Bureau on 13 JUNE 2014.**