

10 March 2008

Miss Odelia Leung
Clerk to Bills Committee
Legislative Council
Legislative Council Building
8 Jackson Road
Central
Hong Kong

By Email and By Post

Dear Odelia,

At the 6th and final meeting of the Bills committee, the Foundation was asked by members to prepare a full set of the final draft of the Regulation for members' reference before the resumption of Second Reading debate.

Attached is a set of the revised draft Regulation.

For your information, the changes made to the text that members had previously seen fall under 2 headings, both of which were matters that were discussed at various meetings of the Bills committee:

- (a) changes to the provisions dealing with vacancies arising in the membership of the Board of Governors, School Councils, etc, to provide for the Board, etc to co-opt a replacement member pending the holding of an election - see sections 3(2), 11(4) and 21(2) of the draft Regulation; and
- (b) changes to the election procedures, to provide for the election of parent members (including the SEN parent member) -- see section 29 of and Schedule 1 to the draft Regulation

I'd be grateful if you could arrange for distribution of the revised draft to the members of the Bills committee.

Yours sincerely,



Heather Du Quesnay
Chief Executive

Att

cc The Hon Abraham Shek
Professor Felice Lieh Mak }
Mr Jonothan Abbott } by email
Mr Francis Cheung }

THE ENGLISH SCHOOLS FOUNDATION (GENERAL) REGULATION

CONTENTS

Section		Page
1.	Commencement	1
2.	Interpretation	1
<i>Board of Governors</i>		
3.	Membership of Board of Governors	1
4.	Arrangements for meetings of Board of Governors	2
5.	Formalities of meetings of Board of Governors	3
6.	Procedure at meetings of Board of Governors	4
7.	Nominating Committee	4
<i>Standing Committees of Board of Governors</i>		
8.	Audit Committee	5
9.	Finance Committee	6
10.	Remuneration Committee	7
11.	Membership of standing committees	8
12.	Proceedings of standing committees	9
<i>Officers of Foundation: Chief Executive Officer</i>		
13.	Chairman, Vice-chairman and Treasurer	10
14.	Consultation and communication between Chief Executive Officer and staff on employment issues	10
<i>Chief Executive Officer's Advisory Committees</i>		
15.	Committee of Principals	11
16.	Committee of School Council Chairmen	12

17.	Committee of Parents	12
18.	Committee of Teaching Staff	13
19.	Committee of Support Staff	14
20.	Meetings of advisory committees	15
<i>School Councils, Principals and Staff of Schools</i>		
21.	Membership of School Councils	16
22.	Meetings of School Councils	17
<i>Parent Teacher Associations</i>		
23.	Functions of Parent Teacher Associations	18
24.	Membership fees of Parent Teacher Associations	19
25.	Committees of Parent Teacher Associations	20
26.	Meetings of Parent Teacher Associations	20
<i>Miscellaneous</i>		
27.	Appeals Panel	21
28.	Code of conduct	21
29.	Election procedures	22
30.	Transitional arrangements	22
Schedule 1	Election procedures	22
Schedule 2	Transitional arrangements	26

THE ENGLISH SCHOOLS FOUNDATION (GENERAL) REGULATION

(Made by The English Schools Foundation under section 24 of The English Schools Foundation Ordinance (Cap. 1117))

1. Commencement

This Regulation shall come into operation on a day to be appointed by the Chairman of The English Schools Foundation by notice published in the Gazette.

2. Interpretation

In this Regulation, unless the context otherwise requires –

“Audit Committee” (審計委員會) means the committee established by the Board of Governors under section 9(a) of the Ordinance;

“Finance Committee” (財務委員會) means the committee established by the Board of Governors under section 9(b) of the Ordinance;

“Remuneration Committee” (薪酬委員會) means the committee established by the Board of Governors under section 9(c) of the Ordinance.

Board of Governors

3. Membership of Board of Governors

(1) If a member of the Board of Governors is absent from 3 meetings of the Board in succession or from half the meetings in any calendar year, and the Chairman of the Board receives no satisfactory explanation for the absence, the Chairman may declare the member’s position to be vacant.

(2) Where a vacancy occurs in the membership of the Board, the Board may co-opt a person to fill the vacancy pending the holding of an election under the Ordinance for membership of the Board.

(3) A member of the Board whose membership position becomes vacant shall continue to act as a member until the vacancy has been filled by an election under the Ordinance or by a co-opting under subsection (2).

(4) If a member has given notice of his intended absence from Hong Kong for 3 months or more, the Board may appoint another person to act as member in his place during that absence; but an acting appointment so made shall cease to have effect on the return of the absent member to Hong Kong.

(5) If a member ceases to be eligible for nomination or election as a member for the purposes of the provision of the Ordinance under which his nomination or election was made, the Chairman shall, upon the matter coming to his knowledge, declare the member's position to be vacant.

(6) The person who is the Chairman, Vice-chairman or Treasurer of the Board may be removed from office by resolution of the Board approved by two-thirds of the members of the Board who are eligible to vote on the resolution.

(7) The person who is the Chairman, Vice-chairman or Treasurer of the Board may resign his office by giving notice in writing to the Board.

(8) Any member of the Board may resign his membership by giving notice in writing to the Board.

(9) The Board may invite other persons to attend meetings of the Board, in order to broaden the range of experience and expertise available to it.

(10) In this section, a reference to a member of the Board is a reference to a member other than an ex officio member.

4. Arrangements for meetings of Board of Governors

(1) The Board of Governors shall meet at least 6 times in each academic year.

(2) Not less than 1 month before the end of each academic year, the Chairman of the Board shall publish the dates for meetings of the Board to be held in accordance with subsection (1) for the next academic year.

(3) If any 5 members of the Board request the Chairman of the Board in writing to convene a meeting of the Board, the Chairman shall call a meeting of the Board to be held on a date within 14 days of his receipt of the request.

(4) The Chairman may at any time call a meeting of the Board by giving to the members, not less than 14 days before the meeting, notice in writing of the meeting and of the nature of the business to be transacted at the meeting.

(5) Any urgent business of the Board arising may be dealt with –

(a) by the Chairman in consultation with either the Vice-chairman or the Treasurer, after taking the advice of the Chief Executive Officer; or

(b) at a meeting of the Board convened for the purpose, to be held not less than 3 days after receipt by the members of the Board of notice in writing of the meeting and of the business in question,

but any decision taken by the Chairman under paragraph (a) shall be reported to the Board by the Chairman at the next meeting of the Board.

(6) Where for any reason a date fixed for a meeting under subsection (2) is vacated the Chairman shall fix an alternative date and shall give members notice in writing of the alternative date.

5. Formalities of meetings of Board of Governors

(1) The Chairman of the Board shall preside at any meeting of the Board at which he is present.

(2) In the absence of the Chairman –

(a) the Vice-chairman shall preside; or

(b) if the Vice-chairman also is absent, a person elected by the members present from among their own number, in an election to be arranged by the Chief Executive Officer or his representative, shall preside,

and a person so presiding shall have all the powers and duties of the Chairman as regards the conduct of business at the meeting.

(3) Except for matters of a minor and routine nature, which may be dealt with by circulation of information among members, all business of the Board shall be decided by a majority of votes at a meeting of the Board.

6. Procedure at meetings of Board of Governors

(1) The Board of Governors shall determine its own procedure, and shall make its determinations available in writing for the information of members.

(2) A formal record shall be kept of the proceedings of meetings of the Board.

(3) In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(4) In the case of an issue of confidence, the relevant officer or the Chief Executive Officer or his representative present at the meeting may be asked by a majority of the members present to leave the meeting, but an absence from a meeting under this subsection shall not affect the question of a quorum for the meeting.

(5) The Chief Executive Officer may require any employee of the Foundation to be present at a meeting of the Board.

7. Nominating Committee

(1) The term of office of a member of the Nominating Committee shall be 3 years.

(2) A member of the Nominating Committee is eligible for renomination or reappointment, but no person shall serve as a member consecutively for more than 2 terms.

(3) The members of the Nominating Committee shall elect a Chairman from among their own number.

(4) The Chief Executive Officer shall act as secretary to the Nominating Committee.

Standing Committees of Board of Governors

8. Audit Committee

- (1) The Audit Committee shall comprise –
- (a) up to 3 persons appointed by the Board of Governors from among the independent members of the Board; and
 - (b) up to 2 persons appointed by the committee members appointed under paragraph (a).

(2) The Chief Executive Officer and the senior finance executive of the Foundation may attend any meeting of the Committee other than a meeting held in private with the external auditors of the Foundation.

(3) The Committee shall meet in private with the external auditors of the Foundation on at least one occasion in each year.

(4) In advising the Board, the Committee shall, with the assistance of the Chief Executive Officer and the senior finance executive of the Foundation –

- (a) review the Foundation's financial reporting processes and internal controls;
- (b) recommend persons for appointment as external auditors;
- (c) advise on the scope of the audit to be carried out by the external auditors and monitor the implementation of any recommendation they may make in that regard;
- (d) monitor and review the work of the internal audit service;
- (e) review the annual financial statements of the Foundation;
- (f) consider any audit-related matters arising from the reports of external bodies;
- (g) make such recommendations to the Board as it thinks necessary to secure the good corporate governance of the Foundation,

and for these purposes the Committee may as it thinks fit investigate any activity, require information from any employee and obtain outside professional advice in carrying out its activities.

(5) The Committee shall meet at least 3 times in each academic year.

(6) If any 3 members of the Committee request the Chairman in writing to convene a meeting of the Committee, the Chairman shall call a meeting of the Committee to be held on a date within 14 days of his receipt of the request.

9. Finance Committee

(1) The Finance Committee shall comprise –

- (a) at least one and not more than 2 persons appointed by the Board of Governors from among the independent members of the Board;
- (b) the Treasurer of the Foundation, ex officio;
- (c) a School Council Chairman, who is not a member of the Board of Governors, appointed by the Board; and
- (d) 2 persons appointed by the members of the Committee appointed under, or who are members by virtue of, paragraphs (a), (b) and (c).

(2) The Chief Executive Officer and the senior finance executive of the Foundation may attend meetings of the Committee to assist the Committee in its work.

(3) In advising the Board, the Committee shall –

- (a) prepare recommendations on long and medium term financial strategy including investments;
- (b) recommend annually a budget;
- (c) recommend annually a set of accounts;
- (d) recommend and keep under review a programme of capital expenditure;

- (e) receive regular monitoring reports on income and expenditure;
- (f) review and recommend annually fee levels.

10. Remuneration Committee

(1) The Remuneration Committee shall comprise –

- (a) at least one and not more than 2 persons appointed by the Board of Governors from among the independent members of the Board;
- (b) a School Council Chairman, who is not a member of the Board of Governors, appointed by the Board; and
- (c) at least one and not more than 2 persons appointed by the members of the Committee appointed under paragraphs (a) and (b).

(2) The Chief Executive Officer and the senior human resources executive of the Foundation may attend meetings of the Committee to assist the Committee in its work.

(3) In advising the Board, the Committee shall –

- (a) keep under review the remuneration, terms and conditions of service and benefits of the employees of the Foundation, having regard to market conditions and good employment practice;
- (b) appraise the financial implications of any proposed revisions to the salaries, terms and conditions of service and benefits of employees of the Foundation;
- (c) advise the Board on revisions to its policy on remuneration, terms and conditions of service and benefits for employees of the Foundation;
- (d) ensure that appropriate arrangements are made for consulting and communicating with employees of the

Foundation in relation to matters concerning salaries, terms and conditions of service and benefits.

11. Membership of standing committees

(1) The Board shall appoint one of the members of each standing committee to be the Chairman of the committee.

(2) A person who is an employee of the Foundation is not eligible for appointment as a member of a standing committee.

(3) If a member of a standing committee is absent from 3 meetings of the committee in succession or from half the meetings of the committee in any calendar year, and the Chairman of the committee receives no satisfactory explanation for the absence, the Chairman may declare the member's position to be vacant.

(4) Where a vacancy occurs in the membership of a standing committee, the committee may co-opt a person to fill the vacancy pending the appointment of a member to the committee under section 8(1), 9(1) or 10(1).

(5) A member of a standing committee whose membership position becomes vacant shall continue to act as a member until the vacancy has been filled by an appointment under section 8(1), 9(1) or 10(1) or by a co-opting under subsection (4).

(6) If a member has given notice of his intended absence from Hong Kong for 3 months or more, the committee may appoint another person to act as member in his place during that absence; but an acting appointment so made shall cease to have effect on the return of the absent member to Hong Kong.

(7) If a member ceases to be eligible for appointment as a member for the purposes of the provision under which he was appointed as a member, the Chairman of the committee shall, upon the matter coming to his knowledge, declare the member's position to be vacant.

(8) The person who is the Chairman of a standing committee may resign his office by giving notice in writing to the Board.

(9) Any member of a standing committee may resign his membership by giving notice in writing to the Board.

(10) A standing committee may invite other persons to attend meetings of the committee, in order to broaden the range of experience and expertise available to it.

(11) The term of office of a member appointed under section 8(1)(b), 9(1)(d) or 10(1)(c) (“co-opted member”) shall be 3 years.

(12) An appointed member of a committee is eligible for reappointment as a member at the end of his first term of office, but no person shall serve as an appointed member of the same standing committee consecutively for more than 2 terms or 6 years, whichever is the shorter.

12. Proceedings of standing committees

(1) A formal record shall be kept of the proceedings of every meeting of a standing committee, and a copy of that record shall be provided to the Board of Governors as soon after the meeting as is reasonably practicable.

(2) Except for matters of a minor and routine nature, which may be dealt with by circulation of information among members, all business of a standing committee shall be decided by a majority of votes at a meeting of the committee; in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(3) Not less than 1 month before the end of each academic year, the Chairman of each standing committee shall publish the dates for meetings of the committee for the next academic year (but nothing in this section shall preclude the calling or holding of a meeting under any other provision of this Regulation).

(4) The Chairman of a standing committee may call a meeting of the committee by giving to the members, not less than 14 days before the meeting, notice in writing of the meeting and of the nature of the business to be transacted at the meeting.

(5) Each standing committee shall report to the Board of Governors at least once in each year.

(6) Where for any reason a date fixed for a meeting of a standing committee under subsection (3) is vacated the Chairman of the committee shall fix an alternative date and shall give the members notice in writing of the alternative date.

(7) In relation to matters not otherwise provided for in the regulations, the Board of Governors shall determine the procedure of the standing committees and shall make its determinations available in written form for the information of the members of the committees.

Officers of Foundation; Chief Executive Officer

13. Vice-chairman may act as Chairman

If for any reason the person who is the Chairman of the Foundation is unable to perform the duties of the Chairman, the person who is the Vice-chairman of the Foundation may act as the Chairman in his place and shall, while acting, have all the powers and duties of the Chairman.

14. Consultation and communication between Chief Executive Officer and staff on employment issues

(1) The Chief Executive Officer shall establish procedures to consult and communicate with the employees of the Foundation on matters of remuneration, terms and conditions of service and benefits.

(2) Where the Association of Professional Teachers in English Schools Foundation Schools or the Support Staff Association of the English Schools Foundation has nominated representatives from among its members to communicate with the Chief Executive Officer on behalf of the association, then, for the purposes of subsection (1), any consultation or communication by the Chief Executive Officer with those representatives shall be regarded as consultation or communication with every member of the association.

(3) The agenda for any meeting between the Chief Executive Officer and any representative of an association mentioned in subsection (2) shall be as agreed by the Chief Executive Officer and the Chairman of the association.

Chief Executive Officer's Advisory Committees

15. Committee of Principals

(1) The Committee of Principals shall comprise –

- (a) the Principal of each school of the Foundation that provides primary or secondary education; and
- (b) not more than 3 persons elected by the Principals of schools of the Foundation that provide nursery or kindergarten education only from among their own number.

(2) For the purposes of section 12(2) of the Ordinance, matters that affect the interests of Principals of schools of the Foundation include –

- (a) the development of an educational vision and strategy for the Foundation and the schools of the Foundation;
- (b) the execution of the Foundation's education strategy within the schools of the Foundation;
- (c) the curriculum, teaching and learning strategies and assessment and reporting procedures of schools of the Foundation;
- (d) the performance management and professional development of all staff within the schools of the Foundation;
- (e) the promotion of the welfare, standards of behaviour and quality of education of students of schools of the Foundation;
- (f) the maintenance and development of effective communication with parents of students of schools of the

Foundation, alumni of those schools and the wider community;

- (g) the securing of a clear and coherent identity and collaborative culture across all the schools of the Foundation.

16. Committee of School Council Chairmen

(1) The Committee of School Council Chairmen shall comprise the Chairman of each of the School Councils.

(2) For the purposes of section 12(2) of the Ordinance, matters that affect the interests of Chairmen of School Councils of schools of the Foundation shall include –

- (a) the governance and strategic development of the Foundation and schools of the Foundation;
- (b) the distribution and management of funding and the capital programme;
- (c) the development and management of the staff of schools of the Foundation;
- (d) the development of effective communications with parents and the wider community.

17. Committee of Parents

(1) The Committee of Parents shall comprise –

- (a) the Chairman of the Parent Teacher Association of each school of the Foundation;
- (b) one parent member of each of the School Councils, elected by the parent members of each School Council from among their own number; and
- (c) the parent members of the Board of Governors.

(2) For the purposes of section 12(2) of the Ordinance, matters that affect the interests of parents of students of schools of the Foundation shall include –

- (a) the welfare, conduct and quality of education of students at schools of the Foundation;
- (b) the admission of students to schools of the Foundation;
- (c) the effectiveness of communication between the Foundation, the Principals and staff of schools of the Foundation and the parents of students of those schools;
- (d) financial matters affecting the parents of students at schools of the Foundation, including fee levels and the value for money offered by those schools.

(3) In this section, “parent member of a School Council” (校董會的家長成員) means a member of the School Council elected pursuant to section 14(1)(b)(iii) of the Ordinance.

18. Committee of Teaching Staff

(1) The Committee of Teaching Staff shall comprise –

- (a) 2 members of the staff of each school of the Foundation, other than a special school, that provides secondary education, elected by the members of the teaching staff of the school; and
- (b) one member of the staff of each school of the Foundation that –
 - (i) provides primary education only; or
 - (ii) is a special school that provides primary or secondary education,elected by the members of the teaching staff of the school.

(2) For the purposes of section 12(2) of the Ordinance, matters that affect the interests of members of the teaching staff of schools of the Foundation include –

- (a) the development of an educational vision and strategy for the Foundation and its schools;
- (b) the curriculum, teaching and learning strategies and assessment and reporting procedures of schools of the Foundation;
- (c) the promotion of the welfare, standards of behaviour and quality of education of students of schools of the Foundation;
- (d) the professional development and performance management of the teaching staff of schools of the Foundation;
- (e) the securing of a clear and coherent identity and collaborative culture across all schools of the Foundation.

19. Committee of Support Staff

- (1) The Committee of Support Staff shall comprise –
- (a) two members of the staff of each school of the Foundation, other than a special school, that provides secondary education, elected by the members of the support staff of the school; and
 - (b) one member of the staff of each school of the Foundation that –
 - (i) provides primary education only; or
 - (ii) is a special school that provides primary or secondary education,elected by the members of the support staff of the school.

(2) For the purposes of section 12(2) of the Ordinance, matters that affect the interests of members of the support staff of schools of the Foundation include –

- (a) the day-to-day administrative processes within the schools of the Foundation;
- (b) the operation of school libraries within the schools of the Foundation;
- (c) the work of school nurses within the schools of the Foundation;
- (d) the educational role of Educational Assistants within schools of the Foundation;
- (e) the care and security of school buildings within the schools of the Foundation;
- (f) the professional development and performance management of support staff of the schools of the Foundation;
- (g) the securing of a clear and coherent identity and collaborative culture across all of the schools of the Foundation.

20. Meetings of advisory committees

(1) Each advisory committee of the Chief Executive Officer shall elect a Chairman from among the members of the committee.

(2) A formal record shall be kept of the proceedings of every meeting of an advisory committee, and a copy of that record shall be provided to the Board of Governors as soon after the meeting as is reasonably practicable.

(3) All business of an advisory committee shall be decided by a majority of votes at a meeting of the committee; in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(4) In circumstances of the unavoidable absence of a committee member from a meeting, an alternate may attend the meeting with the agreement of the Chairman of the committee.

(5) The agenda for each meeting of an advisory committee shall be as agreed between the Chairman of the committee and the Chief Executive Officer.

(6) The term of office of an elected member of an advisory committee shall be 2 years; an elected member is eligible for re-election at the expiry of his term of office, but no person shall serve as an elected member of the same advisory committee consecutively for more than 3 terms.

School Councils, Principals and Staff of Schools

21. Membership of School Councils

(1) If a member of a School Council is absent from 3 meetings of the Council in succession or from half the meetings in any calendar year, and the Chairman of the Council receives no satisfactory explanation for the absence, the Chairman may declare the member's position to be vacant.

(2) Where a vacancy occurs in the membership of a School Council, the Council may co-opt a person to fill the vacancy pending the holding of an election under the Ordinance for membership of the Council.

(3) A member of a School Council whose membership position becomes vacant shall continue to act as a member until the vacancy has been filled by an election under the Ordinance for membership of the Council or by a co-opting under subsection (2).

(4) If a member has given notice of his intended absence from Hong Kong for 3 months or more, the Council may appoint another person to act as member in his place during that absence; but an acting appointment so made shall cease to have effect on the return of the absent member to Hong Kong.

(5) If a member ceases to be eligible for election or appointment as a member of the Council for the purposes of the provision of the Ordinance under which he was elected or appointed as a member, the Chairman of the Council

shall, upon the matter coming to his knowledge, declare the member's position to be vacant.

(6) The members of a School Council may elect a Vice-chairman from among their own number.

(7) The person who is the Chairman or Vice-chairman of a School Council may resign his office by giving notice in writing to the Council.

(8) The person who is the Chairman of a School Council may be removed from office by resolution of the Board of Governors approved at a meeting of the Board by two-thirds of the members of the Board who are eligible to vote on the resolution.

(9) Any member of a School Council may resign his membership by giving notice in writing to the Council.

22. Meetings of School Councils

(1) Each School Council shall meet at least 3 times in each academic year.

(2) If any 3 members of a School Council request the Chairman of the Council in writing to convene a meeting of the Council, the Chairman shall call a meeting of the Council to be held on a date within 14 days of his receipt of the request.

(3) A formal record shall be kept of the proceedings of every meeting of a School Council, and a copy of that record shall be provided to the Board of Governors as soon after the meeting as is reasonably practicable.

(4) Except for matters of a minor and routine nature, which may be dealt with by circulation of information among members, all business of a School Council shall be decided by a majority of votes at a meeting of the Council; in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

(5) Not less than 1 month before the end of each academic year, the Chairman of each School Council shall publish the dates for meetings of the

Council for the next academic year (but nothing in this section shall preclude the calling or holding of a meeting under any other provision of this Regulation).

(6) The Chairman of a School Council may call a meeting of the Council by giving to the members, not less than 14 days before the meeting, notice in writing of the meeting and of the nature of the business to be transacted at the meeting.

(7) Each School Council shall report regularly to the Chief Executive Officer and the Board.

(8) The Chief Executive Officer may nominate a representative to attend a meeting of a School Council on his behalf.

(9) A School Council may invite other persons to attend meetings of the Council, in order to broaden the range of experience and expertise available to it.

(10) A School Council may invite students of the school to attend its meetings as observers.

(11) Where for any reason a date fixed for a meeting of a School Council under subsection (5) is vacated the Chairman of the Council shall fix an alternative date and shall give the members notice in writing of the alternative date.

Parent Teacher Associations

23. Functions of Parent Teacher Associations

In the performance of its functions under the Ordinance, a Parent Teacher Association may in particular –

- (a) seek to facilitate the discussion between the parent members and teacher members of the association on matters relating to the education offered by the school including but not limited to –
 - (i) the school's curriculum;
 - (ii) the quality of education provided at the school;

- (iii) the assessment of, and school reports on, students of the school; and
- (iv) the behaviour of students of the school;
- (b) by agreement with the Principal of the school, organize extra-curricular and other supporting activities for students of the school;
- (c) raise funds to support the association and the school and, in consultation with the Principal, decide how to use the money raised;
- (d) engage in such other activities related to that function as the members of the association and the Principal may decide.

24. Membership fees of Parent Teacher Associations

(1) An annual membership fee shall be payable by the parent or by both parents jointly of each student of a school for membership as a parent member of the Parent Teacher Association of the school.

(2) The Board of Governors may determine a maximum amount that may be fixed by the Parent Teacher Association of a school as the membership fee payable under subsection (1).

(3) In the case of parents who have more than one child in attendance at the same school, only a single membership fee is payable in respect of those students.

- (4) The membership fee for a school year becomes payable –
- (a) at the time at which the school fee for the first month of the school year becomes payable; or
 - (b) where a child is admitted to a school during the course of the school year, at the time at which the school fee for the first month following the child's admission to the school becomes payable.

(5) Membership fees paid are non-returnable.

(6) The parent of any student applying for a place at a school of the Foundation shall be informed in writing of the requirements of the foregoing provisions of this section.

25. Committees of Parent Teacher Associations

(1) There shall be for each Parent Teacher Association a committee comprising the following members –

(a) one of the parent members of the association, other than a parent who is also an employee of the Foundation, elected by the association to be its Chairman;

(b) not less than 2 other members, at least one of whom shall be a parent member of the association, elected by the association; and

(c) the Principal of the school, ex officio.

(2) The term of office of the elected members of a committee of a Parent Teacher Association shall be 1 year; no person shall serve as an elected member consecutively for more than 6 terms.

(3) If an elected member of the Parent Teacher Association of a school ceases to have a child at the school, the committee of the association shall, upon the matter coming to its knowledge, declare a vacancy in its membership.

(4) Where a vacancy occurs in the committee of a Parent Teacher Association, the committee may co-opt a member of the association to fill the vacancy pending the holding of an election for membership of the committee.

26. Meetings of Parent Teacher Associations

(1) Any Parent Teacher Association may invite members of the community to join the association as honorary members.

(2) The Parent Teacher Association of a school may invite students of the school to join the association as student members.

(3) An honorary member or student member of a Parent Teacher Association shall not be entitled to vote at meetings of the association; no membership fee shall be payable by an honorary member or a student member.

(4) At any meeting of the Parent Teacher Association of a school, each family shall have one vote irrespective of the number of children they have in the school.

Miscellaneous

27. Appeals Panel

(1) The Chairman of the Appeals Panel shall convene the Panel as and when an issue of appeal arises.

(2) The Appeals Panel may take advice from a member of the legal profession who is independent of the Foundation.

28. Code of conduct

(1) The Board of Governors shall agree a code of conduct for itself and its standing committees, the advisory committees of the Chief Executive Officer and the School Councils.

(2) All members of the Board of Governors, the standing committees of the Board, the advisory committees of the Chief Executive Officer and the School Councils shall be asked to acknowledge in writing that they have received a copy of the code of conduct and that they agree to abide by it.

(3) The code of conduct shall require members of the Board of Governors, the standing and advisory committees and the School Councils –

- (a) to declare annually any pecuniary or personal interest, direct or indirect, that may have a bearing on their role as a member, or to state that they have no such interest;
- (b) to declare at any meeting any pecuniary or personal interest relating to an item on the agenda;

(c) to abstain from voting on any matter in which they have a pecuniary interest and to speak only at the specific invitation of the Chairman on such a matter.

(4) The Board of Governors shall keep a record of all declarations of interest made by its members and permit the record to be inspected by the public at any reasonable time.

29. Election of parent members to the Board of Governors under section 6(1)(b) or (c)* of the Ordinance

Schedule 1 has effect as regards the election of parents of students of schools of the Foundation as members of the Board of Governors under section 6(1)(b) or (c)* of the Ordinance.

30. Transitional arrangements

The arrangements set out in Schedule 2 shall have effect.

SCHEDULE 1

[s. 29]

ELECTION OF PARENT MEMBERS TO THE BOARD OF
GOVERNORS UNDER SECTION 6(1)(B) OR (C)* OF THE
ORDINANCE

Secret ballot

1. Elections shall be conducted by way of a secret postal ballot.

Elections to be managed by Chief Executive Officer

2. The election process shall be managed by the Chief Executive Officer.

Notice of election

3. (1) The Chief Executive Officer shall give notice of an election ("Election Notice") specifying a date not less than 1 month from the giving of the notice as the date for the return of ballot papers to the Foundation.

(2) The Election Notice shall be given in such manner as the Chief Executive Officer may decide and, without limiting the discretion of the Chief Executive Officer in that regard, may be given –

- (a) by notices placed in the schools of the Foundation;
- (b) by notice in writing sent to each parent; or
- (c) by notification published on the website of the Foundation or the websites of schools of the Foundation.

Nomination of candidates

4. (1) The Chief Executive Officer shall send to each parent in writing a notice inviting the nomination of candidates, together with a copy of the form for nomination of candidates ("Nomination Form").

(2) A person who is eligible for election as a member shall be regarded as validly nominated as a candidate for an election if –

- (a) the nomination has been proposed by a parent and seconded by a parent, both of whom have signed the Nomination Form;
- (b) the Nomination Form has been signed by the nominated person confirming his or her willingness to stand as a candidate; and
- (c) the Nomination Form has been returned to the Chief Executive Officer by 5:00 pm on the date specified in the notice sent under subsection (1) as the closing date for nomination of candidates.

(3) For the purposes of section 6(1)(c) (which provides for the election of a person from among the parents of students with special educational needs of schools of the Foundation), a parent shall be regarded as eligible to

stand for election if the parent's child has been assessed by the child's school, against the framework for identifying students with disabilities in schools of the Foundation, as having a disability of Level 2 or higher.

(4) A candidate for nomination may submit to the Chief Executive Officer, together with the completed Nomination Form, a personal statement comprising details of the candidate's relevant experience and a statement of what the candidate believes he or she could contribute to the Foundation as a member of the Board of Governors, for use for the purposes of section 5(2)(c).

Ballot

5. (1) Ballot papers shall be sent to parents by post.
- (2) Included with the ballot papers shall be –
 - (a) instructions for the completion of the ballot paper and its return to the Foundation;
 - (b) envelopes addressed to the Foundation and marked "Parent Ballot" for enclosing returned ballot papers; and
 - (c) in the case of any candidate who has submitted a personal statement under section 4(4), a copy of the personal statement or information extracted from it.
- (3) Each of the parents of a child, to a maximum of two, shall be entitled to vote.
- (4) Parents having children at more than one school shall be entitled to vote once for each school attended by their children.
- (5) Each set of parents shall have only one set of votes per school irrespective of the number of children they have in the school.
- (6) Each ballot paper shall have provision for a parent to vote for --
 - (a) 6 candidates standing for election under section 6(1)(b) of the Ordinance; and
 - (b) 1 candidate standing for election under section 6(1)(c) of the Ordinance.

Ballot counting

6. (1) Returned ballot papers received by the Foundation shall remain sealed in their envelopes and be kept in a secure place until the counting of votes.
- (2) The counting of votes shall take place as soon after 12:00 noon on the date specified under section 3(1) as is practicable; ballot papers received after that time shall be disregarded.
- (3) The Foundation's Internal Auditor shall be responsible for opening the envelopes and managing the count.
- (4) The candidates may be present during the count.

Results

7. (1) The winning candidate or candidates shall be decided by the number of votes cast; in the event of an equality of votes, the winning candidate shall be decided by the drawing of lots.
- (2) The result shall be announced by the Internal Auditor through notices placed in the schools and on the website of the Foundation and the websites of schools of the Foundation.
- (3) If fewer candidates are nominated than there are vacancies, those nominated shall be deemed to have been elected.

Vacancies

8. (1) If a vacancy remains after the holding of an election, or a casual vacancy occurs, the Board may co-opt a parent to fill the vacancy until an election is held.
- (2) An election to fill a casual vacancy may be deferred until the start of the next school year.

Interpretation, etc

9. (1) In this Schedule, unless the context otherwise requires, "parent" means a parent of a student of a school of the Foundation.

(2) Any communication required or permitted to be sent to a parent in writing or by post may be sent by post addressed to the billing address held by the Foundation.

SCHEDULE 2

[s. 30]

TRANSITIONAL ARRANGEMENTS

1. As at the commencement of this Regulation –

(a) a person who immediately before that commencement was a member of the committee of the Parent Teacher Association of a school of the Foundation for the purposes of regulation 15.9 of the repealed Regulations and was the Chairman of that committee shall be deemed to be the Chairman of the committee of the Parent Teacher Association of that school for the purposes of section 25(1)(a) of this Regulation, pursuant to an election held in accordance with that paragraph;

(b) a person who immediately before that commencement was a member of the committee of the Parent Teacher Association of a school of the Foundation for the purposes of regulation 15.9 of the repealed Regulations, other than the Chairman of that committee, shall be deemed to be a member of the committee of the Parent Teacher Association of that school for the purposes of section 25(1)(b) of this Regulation, pursuant to an election held in accordance with that paragraph.

2. The term of office of a person deemed to be a member of the committee of a Parent Teacher Association under section 1 of this Schedule shall be the period beginning with the commencement of this Regulation and ending with the first election of a person to that membership position under section 25 of this Regulation (and for the purpose of any such first election the membership position shall be regarded as being vacant).

3. In this Schedule, “repealed Regulations” (《已廢除規例》) means Regulations made under the Ordinance and in effect immediately before the commencement of The English Schools Foundation (Amendment) Ordinance 2008 (of 2008).

The English Schools Foundation

2008

Explanatory Note

The English Schools Foundation (Amendment) Ordinance 2008 (of 2008) (“the amendment Ordinance”) amends The English Schools Foundation Ordinance (Cap. 1117) (“the principal Ordinance”) to make changes to the governance structure of The English Schools Foundation (“the Foundation”) established under the principal Ordinance, and also repeals all Regulations made under the principal Ordinance up to the commencement of the amendment Ordinance. This Regulation replaces those repealed Regulations.

2. Sections 3 to 7 deal with the Board of Governors and the Nominating Committee of the Foundation. Specifically –

- (a) section 3 prescribes matters relating to membership of the Board, including vacancies in the membership of the Board and the procedure for removal from office of the Chairman, Vice-chairman and Treasurer of the Board;
- (b) section 4 prescribes the arrangements for meetings of the Board, including the giving of notice for regular meetings and the calling of special meetings;
- (c) section 5 prescribes matters relating to the conduct of business at meetings of the Board;
- (d) section 6 provides for the Board to determine its own procedure at meetings of the Board; and
- (e) section 7 prescribes matters relating to the Nominating Committee, including the term of office of members of the Committee.

3. Sections 8 to 12 deal with matters relating to the standing committees of the Board of Governors. Specifically –

- (a) sections 8, 9 and 10 prescribe, in relation to each standing committee separately, the composition of the committee and the matters it shall have regard to in advising the Board;
- (b) section 11 prescribes matters relating to membership of the standing committees including the chairmanship, vacancies in membership and the term of office of members; and
- (c) section 12 prescribes the procedure for meetings of the standing committees and requires the standing committees to report to the Board.

4. Sections 13 and 14 deal with the officers of the Foundation and the Chief Executive Officer of the Foundation. Specifically –

- (a) section 13 provides for the Vice-chairman of the Foundation to act in place of the Chairman of the Foundation if the Chairman is unable to carry out the duties of the Chairman; and
 - (b) section 14 requires the Chief Executive Officer to establish procedures to consult and communicate with employees of the Foundation on employment issues and, in that regard, gives recognition to the Association of Professional Teachers in English Schools Foundation Schools and the Support Staff Association of the English Schools Foundation.
- 5. Sections 15 to 20 deal with matters relating to the Chief Executive Officer's advisory committees. Specifically –
 - (a) sections 15 to 19 prescribe the composition of the advisory committees and give further details of the matters on which the committees may be called upon to advise the Chief Executive Officer under section 12(2) of the principal Ordinance; and
 - (b) section 20 prescribes procedural and membership matters relating to the advisory committees.
- 6. Sections 21 and 22 deal with School Councils of schools of the Foundation. Specifically –
 - (a) section 21 prescribes matters relating to the membership of School Councils including the chairmanship of a School Council, vacancies in the membership of a School Council and provision for a Vice-chairman; and
 - (b) section 22 prescribes the procedure for meetings of School Councils and requires School Councils to report to the Chief Executive Officer and the Board of Governors.
- 7. Sections 23 to 26 deal with Parent Teacher Associations. Specifically –

- (a) section 23 elaborates on certain aspects of the function of Parent Teacher Associations under the principal Ordinance;
- (b) section 24 provides for an annual membership fee to be payable by parent members of each Parent Teacher Association of an amount fixed by the association but subject to a maximum amount determined by the Board of Governors;
- (c) section 25 prescribes the composition of the committee of a Parent Teacher Association and the term of office of its committee members; and
- (d) section 26 prescribes the voting rights of parent members at meetings of a Parent Teacher Association.

8. Sections 27 to 30 of the Regulation and Schedules 1 and 2 deal with miscellaneous matters. Specifically –

- (a) section 27 prescribes matters relating to the proceedings of the Appeals Panel established under the principal Ordinance;
- (b) section 28 requires the Board of Governors to determine a code of conduct for its members and for the members of other bodies provided for under the principal Ordinance;
- (c) section 29 and Schedule 1 prescribe matters relating to the election of parent members of the Board of Governors under section 6(1)(b) or (c)* of the Ordinance; and
- (d) section 30 and Schedule 2 contain transitional arrangements that provide for the current members of the committee of the Parent Teacher Association of each school of the Foundation to become the members of the committee of the Parent Teacher Association of the school under the principal Ordinance as amended by the amendment Ordinance, pending the election of members

to the committee under the principal Ordinance as so amended.

- * *Drafting note: In drafting the Regulation it has been assumed that Hon Tommy Cheung's CSA to proposed section 6(1) of the Ordinance will be passed; references in the draft to paragraph numbers within that subsection should be read accordingly*