

公 共 啟 事
PUBLIC NOTICES

《2007 年英基學校協會 (修訂)
條例草案》

**THE ENGLISH SCHOOLS
FOUNDATION (AMENDMENT)
BILL 2007**

《2007 年英基學校協會 (修訂) 條例草案》

目錄

條次		頁次
1.	簡稱及生效日期	PN1204
2.	廢除條文	PN1204
3.	重編條文	PN1204
4.	釋義	PN1206
5.	加入小標題	
	協會	PN1210
6.	英基學校協會成立為法團	PN1210
7.	取代條文	
	4. 協會的宗旨及權力	PN1210
8.	加入小標題及條文	

協會管理局

5.	設立協會管理局	PN1214
6.	協會管理局的組成	PN1216
7.	協會管理局的會議等	PN1218
8.	提名委員會	PN1218
9.	協會管理局的常務委員會	PN1220

協會的主管人員及職員

10.	協會的主管人員	PN1220
11.	行政總裁	PN1222
12.	行政總裁的諮詢委員會	PN1222

**THE ENGLISH SCHOOLS FOUNDATION
(AMENDMENT) BILL 2007**

CONTENTS

Clause	Page
1. Short title and commencement	PN1205
2. Sections repealed	PN1205
3. Sections renumbered	PN1205
4. Interpretation	PN1207
5. Cross-heading added	
<i>The Foundation</i>	PN1211
6. Incorporation of the English Schools Foundation	PN1211
7. Section substituted	
4. Objects and powers of Foundation	PN1211
8. Cross-heading and sections added	

Board of Governors

5. Establishment of Board of Governors	PN1215
6. Composition of Board of Governors	PN1217
7. Meetings, etc. of Board of Governors	PN1219
8. Nominating Committee	PN1219
9. Standing committees of the Board of Governors	PN1221

Officers and staff of the Foundation

10. Officers of the Foundation	PN1221
11. Chief Executive Officer	PN1223
12. Advisory committees of the Chief Executive Officer ...	PN1223

條次

頁次

校董會、校長及家長教師會

13. 校董會的職能	PN1224
14. 校董會的組成等	PN1224
15. 校長	PN1226
16. 家長教師會	PN1230

雜項

17. 成員的提名等均本乎個人身分	PN1230
9. 禁止派發股息	PN1230
10. 加入條文	
20. 上訴	PN1232
21. 確認協會、協會管理局、提名委員會或校董會的作為有效	PN1234
22. 豁免民事法律責任	PN1234
11. 委員會的一般事宜	PN1234
12. 規例	PN1236
13. 合約形式	PN1236
14. 向公司註冊處處長登記	PN1236
15. 加入條文	
27. 過渡性安排	PN1238
16. 保留條文	PN1238
17. 加入附表	
附表 過渡性安排	PN1238
18. 廢除規例	PN1250
19. 保留條文	PN1250

Clause	Page
<i>School Councils, School Principals and Parent Teacher Associations</i>	
13. Functions of School Councils	PN1225
14. Composition, etc. of School Councils	PN1225
15. School Principals	PN1227
16. Parent Teacher Associations	PN1231
<i>Miscellaneous</i>	
17. Nomination, etc. as member to be on a personal basis	PN1231
9. Dividends prohibited	PN1231
10. Sections added	
20. Appeals	PN1233
21. Validation of acts of Foundation, Board of Governors, Nominating Committee or School Council	PN1235
22. Immunity from civil liability	PN1235
11. Committees generally	PN1235
12. Regulations	PN1237
13. Form of contract	PN1237
14. Registration with Registrar of Companies	PN1237
15. Section added	
27. Transitional arrangements	PN1239
16. Saving	PN1239
17. Schedule added	
Schedule Transitional arrangements	PN1239
18. Regulations repealed	PN1251
19. Saving	PN1251

本條例草案

旨在

修訂《英基學校協會條例》，以更改根據該條例設立的英基學校協會的管治架構，以及更改英基學校協會的學校的行政；並就相關目的訂定條文。

由立法會制定。

1. 簡稱及生效日期

- (1) 本條例可引稱為《2007 年英基學校協會 (修訂) 條例》。
- (2) 本條例自英基學校協會主席以憲報公告指定的日期起實施。

2. 廢除條文

《英基學校協會條例》(第 1117 章) (“主體條例”) 第 7、9 及 11 條現予廢除。

3. 重編條文

(1) 第 5、6、8、10、12、13 及 14 條現予修訂，將該等條文分別重編為第 18、19、23、24、25、26 及 28 條。

(2) 在本條例中，凡提述主體條例中經重編的某一條文，即提述按照本條重編的該條文。

A BILL

To

Amend The English Schools Foundation Ordinance to make changes to the governance structure of The English Schools Foundation established under that Ordinance and to the administration of the schools of The English Schools Foundation, and for related purposes.

Enacted by the Legislative Council.

1. Short title and commencement

(1) This Ordinance may be cited as The English Schools Foundation (Amendment) Ordinance 2007.

(2) This Ordinance 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. Sections repealed

Sections 7, 9 and 11 of The English Schools Foundation Ordinance (Cap. 1117) (“the principal Ordinance”) are repealed.

3. Sections renumbered

(1) Sections 5, 6, 8, 10, 12, 13 and 14 are amended by renumbering them as sections 18, 19, 23, 24, 25, 26 and 28 respectively.

(2) In this Ordinance, a reference to a section of the principal Ordinance as renumbered is a reference to that section as renumbered in accordance with this section.

4. 釋義

- (1) 第 2(1) 條現予修訂，廢除在“所指外——”之後的所有字句而代以——
- “主管人員”(officer) 就協會而言，指擔任第 10 (1) 條規定的協會主席、副主席或司庫職位的人；
- “外界成員”(external member) 就協會管理局而言，指屬第 6 (1)(a)、(b)、(c)、(d) 或 (h) 條所指的管理局成員的人；
- “行政總裁”(Chief Executive Officer) 指就第 11 (1) 條而言擔任行政總裁的人；
- “非教學人員”(support staff) 就任何協會學校而言，指除教學人員以外的該校職員；
- “非教學人員委員會”(Committee of Support Staff) 指由行政總裁根據第 12 (1)(e) 條設立的委員會；
- “協會”(Foundation) 指根據第 3 條設立並成立為法團的英基學校協會；
- “協會僱員”(employee of the Foundation) 指——
- (a) 任何協會職員；或
 - (b) 任何協會學校的校長或職員；
- “協會管理局”(Board of Governors) 及“管理局”(Board) 指根據第 5 (1) 條設立的管理局；
- “協會學校”(school of the Foundation) 指由協會擁有、管理、管治或營辦的學校；
- “家長”(parent) 就協會學校的學生而言，包括——
- (a) 該學生的監護人；及
 - (b) 並非該學生的家長或監護人，但實際管養該學生的人；
- “家長成員”(parent member) 就協會管理局而言，指屬第 6 (1)(c) 或 (d) 條所指的管理局成員的人；
- “家長委員會”(Committee of Parents) 指由行政總裁根據第 12 (1)(c) 條設立的委員會；
- “家長教師會”(Parent Teacher Association) 指根據第 16 (1) 條設立的組織；
- “校長”(Principal) 就任何協會學校而言，指就《教育條例》(第 279 章) 而言的該校校長；
- “校董會”(School Council) 指根據第 13 (1) 條設立的校董會；
- “校董會主席委員會”(Committee of School Council Chairmen) 指由行政總裁根據第 12 (1)(b) 條設立的委員會；

4. Interpretation

(1) Section 2(1) is amended by repealing everything after “requires—” and substituting—

- ““advisory committee” (諮詢委員會) and “advisory committee of the Chief Executive Officer” (行政總裁的諮詢委員會) mean a committee established by the Chief Executive Officer under section 12;
- “Board of Governors” (協會管理局) and “Board” (管理局) mean the board established under section 5(1);
- “Chief Executive Officer” (行政總裁) means the person who is Chief Executive Officer for the purposes of section 11(1);
- “Committee of Parents” (家長委員會) means the committee established by the Chief Executive Officer under section 12(1)(c);
- “Committee of School Council Chairmen” (校董會主席委員會) means the committee established by the Chief Executive Officer under section 12(1)(b);
- “Committee of Support Staff” (非教學人員委員會) means the committee established by the Chief Executive Officer under section 12(1)(e);
- “Committee of Teaching Staff” (教學人員委員會) means the committee established by the Chief Executive Officer under section 12(1)(d);
- “employee of the Foundation” (協會僱員) means any—
 - (a) member of staff of the Foundation; or
 - (b) Principal or member of staff of a school of the Foundation;
- “external member” (外界成員), in relation to the Board of Governors, means a person who is a member of the Board under section 6(1)(a), (b), (c), (d) or (h);
- “Foundation” (協會) means The English Schools Foundation established and incorporated under section 3;
- “independent member” (獨立成員), in relation to the Board of Governors, means a person who is a member of the Board under section 6(1)(h);
- “Nominating Committee” (提名委員會) means the committee established under section 8(1);
- “officer” (主管人員), in relation to the Foundation, means a person holding the office of Chairman, Vice-chairman or Treasurer of the Foundation as provided in section 10(1);
- “parent” (家長), in relation to a student of a school of the Foundation, includes—
 - (a) a guardian of the student; and
 - (b) a person who is not the parent or guardian of the student but has the actual custody of the student;
- “parent member” (家長成員), in relation to the Board of Governors, means a person who is a member of the Board under section 6(1)(c) or (d);

- “特殊學校”(special school) 就位於香港的學校而言，與該詞在《教育條例》(第 279 章) 中的涵義相同；
- “常任秘書長”(Permanent Secretary) 指教育統籌局常任秘書長；
- “常務委員會”(standing committee) 就協會管理局而言，指由協會管理局根據第 9 條設立的委員會；
- “教學人員”(teaching staff) 就任何協會學校而言，指獲聘任在該校擔任教師的該校職員；
- “教學人員委員會”(Committee of Teaching Staff) 指由行政總裁根據第 12 (1)(d) 條設立的委員會；
- “提名委員會”(Nominating Committee) 指根據第 8 (1) 條設立的委員會；
- “獨立成員”(independent member) 就協會管理局而言，指根據第 6 (1)(h) 條成為管理局成員的人；
- “學校”(school) 就香港的學校而言，與為施行《教育條例》(第 279 章) 而使用的“提供幼兒教育、幼稚園教育、小學或中學教育的學校”一詞的涵義相同，而“提供幼兒教育的學校”(school that provides nursery education)、“提供幼稚園教育的學校”(school that provides kindergarten education)、“提供小學教育的學校”(school that provides primary education) 及“提供中學教育的學校”(school that provides secondary education) 等詞，就位於香港的學校而言，均須據此解釋；
- “諮詢委員會”(advisory committee) 及“行政總裁的諮詢委員會”(advisory committee of the Chief Executive Officer) 指由行政總裁根據第 12 條設立的任何委員會；
- “職員”(staff) ——
- (a) 就任何協會學校而言，指受協會僱用在該校執行職務的人，但不包括該校校長；及
 - (b) 就協會而言，指受協會僱用而並非任何協會學校的校長或職員的人。”。
- (2) 第 2 (2) 條現予廢除。
- (3) 第 2 條現予修訂，加入——

- “Parent Teacher Association” (家長教師會) means an association established under section 16(1);
- “Permanent Secretary” (常任秘書長) means the Permanent Secretary for Education and Manpower;
- “Principal” (校長), in relation to a school of the Foundation, means the principal of the school for the purposes of the Education Ordinance (Cap. 279);
- “school” (學校), in the context of a school within Hong Kong, has the same meaning as the expression “school providing nursery, kindergarten, primary or secondary education” has for the purposes of the Education Ordinance (Cap. 279), and the expressions “school that provides nursery education” (提供幼兒教育的學校), “school that provides kindergarten education” (提供幼稚園教育的學校), “school that provides primary education” (提供小學教育的學校) and “school that provides secondary education” (提供中學教育的學校), in the context of a school within Hong Kong, shall be construed accordingly;
- “School Council” (校董會) means a council established under section 13(1);
- “school of the Foundation” (協會學校) means a school that is owned, managed, administered or operated by the Foundation;
- “special school” (特殊學校), in the context of a school within Hong Kong, has the same meaning as in the Education Ordinance (Cap. 279);
- “staff” (職員)—
- (a) in relation to a school of the Foundation, means the persons employed by the Foundation to carry out duties at the school, but does not include the Principal of the school; and
 - (b) in relation to the Foundation, means the persons employed by the Foundation other than as the Principal or staff of a school of the Foundation;
- “standing committee” (常務委員會), in relation to the Board of Governors, means a committee established by the Board of Governors under section 9;
- “support staff” (非教學人員), in relation to a school of the Foundation, means the staff of the school other than the teaching staff;
- “teaching staff” (教學人員), in relation to a school of the Foundation, means the staff of the school who are employed as teachers at the school.”.
- (2) Section 2(2) is repealed.
- (3) Section 2 is amended by adding—

“ (3) 除另有明文規定外，本條例凡提述協會學校，即提述位於香港的協會學校。

(4) 為免生疑問，本條例凡提述任何提供在第 (1) 款中“學校”的定義所述的其中一種等級的教育(即提供幼兒教育、幼稚園教育、小學或中學教育)的位於香港的協會學校之處，均包括——

- (a) 提述既提供該等級教育亦提供其他任何等級教育的學校；及
- (b) 提述屬於特殊學校的此類學校。”。

5. 加入小標題

在緊接第 3 條之前加入——

“**協會**”。

6. 英基學校協會成立為法團

(1) 第 3 條現予修訂，在英文文本中，在標題中，廢除“**the**”而代以“**The**”。

(2) 第 3 條現予修訂，將第一句重編為第 3(1) 條，第二句重編為第 3(2) 條及第三句重編為第 3(3) 條。

(3) 第 3(1) 條現予修訂，在中文文本中，廢除““The English Schools Foundation””而代以““英基學校協會””。

(4) 第 3(2) 條現予廢除，代以——

“(2) 協會的成員須為當其時屬協會管理局成員的人。”。

(5) 第 3(3) 條現予修訂，廢除在“備有”之後的所有字句而代以“法團印章。”。

7. 取代條文

第 4 條現予廢除，代以——

“4. 協會的宗旨及權力

(1) 協會的宗旨為——

“(3) A reference in this Ordinance to a school of the Foundation is, unless expressly provided otherwise, a reference to a school of the Foundation in Hong Kong.

(4) For the avoidance of doubt, a reference in this Ordinance to a school of the Foundation in Hong Kong that provides education at one or other of the levels mentioned in the definition of “school” in subsection (1), that is to say, that provides nursery, kindergarten, primary or secondary education—

- (a) includes a reference to a school that provides education at that level and also at any other of those levels; and
- (b) includes a reference to such a school that is a special school.”.

5. Cross-heading added

The following is added immediately before section 3—

“The Foundation”.

6. Incorporation of the English Schools Foundation

(1) Section 3 is amended, in the English text, in the heading, by repealing “the” and substituting “The”.

(2) Section 3 is amended by renumbering the first sentence as section 3(1), the second sentence as section 3(2) and the third sentence as section 3(3).

(3) Section 3(1) is amended, in the Chinese text, by repealing ““The English Schools Foundation”” and substituting ““英基學校協會””.

(4) Section 3(2) is repealed and the following substituted—

“(2) The members of the Foundation shall be the persons who are for the time being the members of the Board of Governors.”.

(5) Section 3(3) is amended by repealing everything after “name and shall have” and substituting “a common seal.”.

7. Section substituted

Section 4 is repealed and the following substituted—

“4. Objects and powers of Foundation

(1) The objects of the Foundation are—

- (a) 在香港或其他地方擁有、管理、管治和營辦學校，而該等學校是不分種族及宗教、提供以英語為媒介的現代的通才教育予能從上述教育獲益的男童及女童的；及
 - (b) 在香港或其他地方提供一般的教育服務，作為協會籌集資金的途徑。
- (2) 為實踐其宗旨，協會有全面的權力——
- (a) 接受他人饋贈或以其他方式購買和持有、批給、批租、按揭或以其他方式處置土地產業或非土地產業；及
 - (b) 以它認為合適的方式借入或籌集款項，

此外，協會亦有藉本條例所授予的或根據或憑藉本條例授予的其他一切權力。

(3) 協會可授權予一個受該會管轄的法人團體（“所轄法人團體”），以便該團體處理協會認為適當的與該會宗旨有關的事宜，包括任何學校的所有、管理、管治或營辦，或任何教育服務的提供，而除文意另有所指外，在該等所轄法人團體的活動是該團體為協會根據本款所作的授權的目的而進行的活動的範圍內，本條例凡提述協會之處，均須解釋為包括對任何此類所轄法人團體的提述。

(4) 在不局限第(3)款的一般性的原則下，如任何根據《公司條例》(第 32 章)成立為法團的公司其組織章程細則規定，只有身為協會管理局成員或校董會主席委員會成員的人才資格成為該公司的成員，則就該款而言，該公司須視為所轄法人團體。

(5) 協會可向所轄法人團體提供協會認為適當的經費，供該法人團體用以進行為協會根據本條所作的授權的目的而進行的活動。

(6) 本條任何規定均不減損《教育條例》(第 279 章)的效力。”。

8. 加入小標題及條文

現加入——

- (a) to own, manage, administer and operate within Hong Kong or elsewhere schools offering, without regard to race or religion, a modern liberal education through the medium of the English language to boys and girls who are able to benefit from such an education; and
 - (b) to provide educational services generally, within Hong Kong or elsewhere, as a means of raising revenue for the Foundation.
- (2) The Foundation shall have full power, in the furtherance of its objects—
- (a) to take by gift or otherwise purchase and hold, grant, demise, mortgage or otherwise dispose of real or personal estate; and
 - (b) to borrow or raise money in such manner as it sees fit,
- and in addition shall have all other powers conferred by, under or by virtue of this Ordinance.
- (3) The Foundation may delegate to a body corporate that is controlled by the Foundation (“controlled body corporate”) such matters in connection with its objects as it thinks fit including the ownership, management, administration or operation of any school or the provision of any educational service, and a reference in this Ordinance to the Foundation shall, unless the context requires otherwise, be construed as including a reference to any such controlled body corporate in so far as the controlled body corporate’s activities are activities that are undertaken for the purpose of a delegation by the Foundation made under this subsection.
- (4) Without limiting the generality of subsection (3), a company incorporated under the Companies Ordinance (Cap. 32) whose articles of association provide that only persons who are members of the Board of Governors or of the Committee of School Council Chairmen are eligible to be members of the company shall for the purpose of that subsection be taken to be a controlled body corporate.
- (5) The Foundation may provide to a controlled body corporate such funds as it considers appropriate for use by the body corporate in carrying out activities that are undertaken for the purpose of a delegation by the Foundation made under this section.
- (6) Nothing in this section derogates from the Education Ordinance (Cap. 279).”.

8. Cross-heading and sections added

The following are added—

“協會管理局

5. 設立協會管理局

(1) 現設立一個協會管理局。協會管理局為協會的管治團體，須管理協會的財產和處理協會的事務。

(2) 在不局限第 (1) 款的一般性的原則下，管理局的職能為——

- (a) 與行政總裁共同制訂協會的策略性方針；
- (b) 核准並經常檢討各協會學校整體的課程策略；
- (c) 為各協會學校所提供的教育的質素與水平負責；
- (d) 確保協會與協會學校學生的家長及協會學校的職員均能有效溝通，並為達到該目的而就協會各項活動發表周年報告；
- (e) 確保為所有協會僱員的招聘、留用、管理、發展及支援設有有效的處事程序；
- (f) 監督協會資源的有效運用，並核准周年預算；
- (g) 遴選將予聘任為行政總裁的人，並評核行政總裁工作表現；
- (h) 為核准而考慮聘任以下人士的建議——
 - (i) 任何直接向行政總裁報告工作的協會職員；或
 - (ii) 任何協會學校的校長；及
- (i) 經常檢討本條例及根據本條例訂立的規例。

(3) 管理局的任何決議均須按照其條款而視為對任何校董會、協會學校、管理局的常務委員會或根據第 23(1) 條設立的委員會具有約束力。

(4) 管理局須就協會的法團印章的保管作出規定。

“Board of Governors

5. Establishment of Board of Governors

(1) There shall be a Board of Governors which shall be the governing body of the Foundation and which shall administer the property and manage the affairs of the Foundation.

(2) Without limiting the generality of subsection (1), the functions of the Board shall be—

- (a) to establish, with the Chief Executive Officer, the strategic direction of the Foundation;
- (b) to approve and keep under review a curriculum strategy for the schools of the Foundation as a whole;
- (c) to be responsible for the quality and standards of education provided in the schools of the Foundation;
- (d) to ensure effective communication between the Foundation and parents of students of, and staff of, the schools of the Foundation, and to that end to publish an annual report on the activities of the Foundation;
- (e) to ensure that there are effective procedures for the recruitment, retention, management, development and support of all employees of the Foundation;
- (f) to oversee the efficient use of the resources of the Foundation and approve an annual budget;
- (g) to select the person to be appointed as Chief Executive Officer, and to appraise the performance of the Chief Executive Officer;
- (h) to consider for approval the proposed appointment of any person as—
 - (i) a member of staff of the Foundation reporting directly to the Chief Executive Officer; or
 - (ii) the Principal of a school of the Foundation; and
- (i) to keep under review this Ordinance and regulations made under it.

(3) A resolution of the Board shall, in accordance with its terms, be regarded as binding on any School Council, school of the Foundation, standing committee of the Board or committee established under section 23(1).

(4) The Board shall provide for the custody of the common seal of the Foundation.

6. 協會管理局的組成

- (1) 協會管理局由以下成員組成——
 - (a) 由立法會議員從他們當中提名的人 2 名；
 - (b) 由校董會主席從他們當中選出的人 3 名；
 - (c) 由提供小學或中學教育的協會學校的學生的家長從他們當中選出的人 6 名；
 - (d) 由家長委員會從其成員當中選出的人一名；
 - (e) 由各協會學校的校長從他們當中選出的人一名；
 - (f) 由教學人員委員會從其成員當中選出的人 2 名，其中一人為小學等級學生的教師，另一人則為中學等級學生的教師；
 - (g) 由非教學人員委員會從其成員當中選出的人一名；
 - (h) 獲提名委員會提名、根據本款其他各段均沒資格獲提名或選舉的人 10 名；及
 - (i) 作為當然成員的行政總裁。
- (2) 屬協會僱員或其配偶的人無資格根據第 (1)(a)、(b)、(c)、(d) 或 (h) 款獲提名或選舉為管理局成員。
- (3) 屬提名委員會成員的人無資格獲提名或選舉為管理局成員。
- (4) 管理局成員中至少須有一人為以下學校的校友——
 - (a) 現在或先前的協會學校；或
 - (b) 在《2007 年英基學校協會 (修訂) 條例》(2007 年第 號) 生效前由屬根據《公司條例》(第 32 章) 成立為法團的公司的英基教育服務有限公司擁有、管理、管治或營辦的學校。
- (5) 除當然成員外，成員的任期均為 3 年。
- (6) 任何成員均有資格於其成員任期屆滿時再獲提名或選舉，但任何人不得擔任成員超過連續 2 屆任期。

6. Composition of Board of Governors

(1) The Board of Governors shall comprise the following members—

- (a) 2 persons nominated by the members of the Legislative Council from among their own number;
- (b) 3 persons elected by the Chairmen of the School Councils from among their own number;
- (c) 6 persons elected by the parents of students of schools of the Foundation that provide primary or secondary education from among their own number;
- (d) one person elected by the Committee of Parents from among the members of that Committee;
- (e) one person elected by the Principals of the schools of the Foundation from among their own number;
- (f) 2 persons, one of whom is a teacher of primary level students and the other of secondary level students, elected by the Committee of Teaching Staff from among the members of that Committee;
- (g) one person elected by the Committee of Support Staff from among the members of that Committee;
- (h) 10 persons who are not eligible for nomination or election under any other paragraph of this subsection, nominated by the Nominating Committee; and
- (i) the Chief Executive Officer, ex officio.

(2) A person who is an employee of the Foundation or is the spouse of such an employee is not eligible for nomination or election as a member of the Board under subsection (1)(a), (b), (c), (d) or (h).

(3) A person who is a member of the Nominating Committee is not eligible for nomination or election as a member of the Board.

(4) At least one member of the Board shall be an alumnus of—

- (a) a present or former school of the Foundation; or
- (b) a school that, before the commencement of The English Schools Foundation (Amendment) Ordinance 2007 (of 2007), was owned, managed, administered or operated by ESF Educational Services Limited, a company incorporated under the Companies Ordinance (Cap. 32).

(5) The term of office of a member, other than an ex officio member, shall be 3 years.

(6) A member is eligible for renomination or re-election at the expiry of his term as a member, but a person shall not serve as a member consecutively for more than 2 terms.

7. 協會管理局的會議等

(1) 協會管理局須設主席、副主席及司庫各一名，均由管理局的成員從管理局獨立成員當中選出。

(2) 擔任主席、副主席或司庫的人如不再屬管理局的獨立成員，其職位即因此而出缺。

(3) 行政總裁須確保管理局可在涉及管理局會議的議事程序的事宜上取得法律意見。

(4) 在任何須由管理局成員投票決定的事宜上，行政總裁均無投票權。

(5) 行政總裁可指定一名代表代他出席管理局的任何會議。

(6) 就管理局任何會議而言，符合以下情況即屬有法定人數出席——

(a) 有不少於三分之一的管理局成員出席；

(b) 出席的成員中過半數為外界成員；

(c) 出席的成員包括管理局的主席、副主席或司庫；及

(d) 行政總裁或其代表有出席。

8. 提名委員會

(1) 現設立一個提名委員會，其職能為提名若干人施行為第 6 (1)(h) 條而擔任協會管理局成員。

(2) 提名委員會由以下成員組成——

(a) 由校董會主席委員會從其成員當中提名的人 2 名；

(b) 商界人士 2 名，其中一名由香港總商會提名，另一名則由香港英商會提名；

(c) 由以下高等教育機構之一提名的活躍於高等教育界的人一名——

(i) 由《香港大學條例》(第 1053 章) 設立的香港大學；

7. Meetings, etc. of Board of Governors

(1) There shall be a Chairman, a Vice-chairman and a Treasurer of the Board of Governors who are elected by the members of the Board from among the independent members of the Board.

(2) If the person who is Chairman, Vice-chairman or Treasurer ceases to be an independent member of the Board that office thereby becomes vacant.

(3) The Chief Executive Officer shall ensure that legal advice is available to the Board on matters of procedure of meetings of the Board.

(4) The Chief Executive Officer shall not be eligible to vote in any matter to be decided by a vote of the members of the Board.

(5) The Chief Executive Officer may nominate a representative to attend any meeting of the Board on his behalf.

(6) For the purpose of any meeting of the Board, a quorum is present if—

- (a) not less than one third of the Board's membership is present;
- (b) the majority of the members present are external members;
- (c) the members present include the Chairman, Vice-chairman or Treasurer of the Board; and
- (d) the Chief Executive Officer or his representative is present.

8. Nominating Committee

(1) There shall be a Nominating Committee whose function is to nominate persons to serve as members of the Board of Governors for the purposes of section 6(1)(h).

(2) The Nominating Committee shall comprise the following members—

- (a) 2 persons nominated by the Committee of School Council Chairmen from among the members of the Committee;
- (b) 2 persons from the business sector, one of whom is nominated by The Hong Kong General Chamber of Commerce and the other by The British Chamber of Commerce in Hong Kong;
- (c) one person who is active in the field of higher education nominated by one of the following higher education institutions, namely—
 - (i) the University of Hong Kong established by the University of Hong Kong Ordinance (Cap. 1053);

- (ii) 由《香港中文大學條例》(第 1109 章) 設立的香港中文大學；或
 - (iii) 由《香港教育學院條例》(第 444 章) 設立的香港教育學院；及
 - (d) 由家長委員會從其成員當中提名的人一名。
- (3) 第 (2)(c) 款所述的高等教育機構須以輪流行事的方式為施行該段而作出提名。
- (4) 在挑選可獲提名為管理局成員的人選時，提名委員會須顧及管理局各成員應在切實可行範圍內涵蓋最廣泛的經驗和專業知識的適切性。
- (5) 為擴闊可供提名為根據第 6 (1)(h) 條產生的管理局成員的候選人範圍，提名委員會須邀請專業團體及商業機構提交有資格獲提名為此類成員者的名單。
- (6) 提名委員會就提名管理局成員而作的任何決定屬最終決定。

9. 協會管理局的常務委員會

協會管理局須設立以下常務委員會——

- (a) 就與協會業務活動的審計有關的事宜向管理局提供意見的委員會；
- (b) 就與協會財務的管理有關的事宜向管理局提供意見的委員會；
- (c) 就與協會職員的薪酬和服務條款及條件有關的事宜向管理局提供意見的委員會。

協會的主管人員及職員

10. 協會的主管人員

- (1) 協會的主管人員為主席、副主席及司庫各一名。

- (ii) The Chinese University of Hong Kong established by The Chinese University of Hong Kong Ordinance (Cap. 1109); or
 - (iii) The Hong Kong Institute of Education established by The Hong Kong Institute of Education Ordinance (Cap. 444); and
- (d) one person nominated by the Committee of Parents from among the members of that Committee.
- (3) The higher education institutions mentioned in subsection (2)(c) shall act in rotation in nominating a person for the purposes of that paragraph.
- (4) In selecting persons for nomination as members of the Board, the Nominating Committee shall have regard to the desirability of having as wide a range of experience and expertise represented on the Board as is practicable.
- (5) In order to broaden the pool of candidates available for nomination as a member of the Board under section 6(1)(h), the Nominating Committee shall invite professional groups and business organizations to submit the names of persons who are eligible to be nominated as such a member.
- (6) Any decision of the Nominating Committee concerning nominations to the Board shall be final.

9. Standing committees of the Board of Governors

The Board of Governors shall establish the following standing committees—

- (a) a committee to advise the Board on matters relating to the auditing of the conduct of the Foundation's business;
- (b) a committee to advise the Board on matters relating to the management of the finances of the Foundation;
- (c) a committee to advise the Board on matters relating to the remuneration and terms and conditions of service of the staff of the Foundation.

Officers and staff of the Foundation

10. Officers of the Foundation

(1) The officers of the Foundation shall be a Chairman, Vice-chairman and Treasurer.

(2) 主席、副主席及司庫均屬名譽職位。

(3) 當其時擔任協會管理局主席、副主席及司庫的人即分別為協會的主席、副主席及司庫。

11. 行政總裁

(1) 協會須僱用一人擔任行政總裁一職。行政總裁為協會的首席教務及行政主管人員，亦為協會僱員的主管。

(2) 僱用任何人擔任行政總裁須獲協會管理局的核准。

(3) 如擔任行政總裁的人因任何理由不能履行該職位的職責，協會管理局可委任一人代他以行政總裁身分行事，而獲如此委任的人在如此行事期間，具有行政總裁的一切權力和職責。

12. 行政總裁的諮詢委員會

(1) 行政總裁須設立以下委員會——

(a) 其成員為來自各協會學校的校長的委員會；

(b) 其成員為來自各協會學校的校董會主席的委員會；

(c) 其成員為來自各提供小學或中學教育的協會學校學生的家長的委員會，但同時身為協會僱員的家長除外；

(d) 其成員為來自各提供小學或中學教育的協會學校的教學人員的委員會；及

(e) 其成員為來自各提供小學或中學教育的協會學校的非教學人員的委員會。

(2) 上述每個委員會的職能為就影響其成員所屬組別的利益的事宜，向行政總裁提供意見。

(2) The offices of Chairman, Vice-chairman and Treasurer shall be honorary offices.

(3) The persons who are for the time being the Chairman, Vice-chairman and Treasurer of the Board of Governors shall be the Chairman, Vice-chairman and Treasurer of the Foundation respectively.

11. Chief Executive Officer

(1) The Foundation shall employ a person in the position of Chief Executive Officer to be the principal academic and administrative officer of the Foundation and head of the employees of the Foundation.

(2) The appointment of any person as Chief Executive Officer shall be subject to the approval of the Board of Governors.

(3) If for any reason the person who is Chief Executive Officer is unable to perform the duties of that office, the Board of Governors may appoint a person to act as Chief Executive Officer in his place and the person so appointed shall, while acting, have all the powers and duties of the Chief Executive Officer.

12. Advisory committees of the Chief Executive Officer

(1) The Chief Executive Officer shall establish the following committees, namely—

- (a) a committee whose members are drawn from the Principals of schools of the Foundation;
- (b) a committee whose members are drawn from the Chairmen of School Councils of schools of the Foundation;
- (c) a committee whose members are drawn from the parents of students of schools of the Foundation that provide primary or secondary education, other than such parents who are also employees of the Foundation;
- (d) a committee whose members are drawn from the members of the teaching staff of schools of the Foundation that provide primary or secondary education; and
- (e) a committee whose members are drawn from the members of the support staff of schools of the Foundation that provide primary or secondary education.

(2) It shall be the function of each committee to advise the Chief Executive Officer in relation to matters affecting the interests of the group of persons from whom the committee's members are drawn.

校董會、校長及家長教師會

13. 校董會的職能

(1) 每所提供小學或中學教育的協會學校均須設立一個校董會。校董會須就按照協會管理局決議在有關學校中提供教育所涉及的各项事宜，作出規管。

(2) 在不局限第 (1) 款的一般性的原則下，學校的校董會具有以下職能——

- (a) 與行政總裁共同設計和實施一個遴選該校校長的程序；
- (b) 在管理局所定的框架內，與校長共同制定該校的策略性方針；
- (c) 監察該校提供教育的情況，以確保其符合學生的需要；
- (d) 按照管理局就整體協會學校而核准的課程策略，核准該校的課程；
- (e) 確保撥給該校的各项資源的有效率運用，並核准該學校的周年預算；
- (f) 不時就該校的表現向管理局、行政總裁及該校學生的家長作出報告；
- (g) 考慮以核准任何由該學校校長就該校直接向校長報告工作的職員的聘任或該校內職員的晉升而提出的建議；
- (h) 確保對該校職員的管理、發展及支援實施有效的程序；
- (i) 與行政總裁共同評核該校校長的表現；
- (j) 就影響該校的事項向行政總裁及管理局提供意見；及
- (k) 對協會的策略性發展作出貢獻。

14. 校董會的組成等

(1) 學校的校董會由以下成員組成——

School Councils, School Principals and Parent Teacher Associations

13. Functions of School Councils

(1) There shall be for each of the schools of the Foundation that provides primary or secondary education a School Council which shall have the regulation of matters relating to the provision of education within the school in accordance with the resolutions of the Board of Governors.

(2) Without limiting the generality of subsection (1), the functions of the School Council of a school shall be—

- (a) with the Chief Executive Officer, to design and implement a process for the selection of the Principal of the school;
- (b) to establish, with the Principal, the strategic direction of the school within the framework set by the Board;
- (c) to monitor the provision of education in the school to ensure that it meets the needs of the students;
- (d) to approve a curriculum for the school that is in accordance with the curriculum strategy approved by the Board for the schools of the Foundation as a whole;
- (e) to secure the efficient use of resources delegated to the school, and to approve the school's annual budget;
- (f) to report to the Board, the Chief Executive Officer and parents of students of the school from time to time on the performance of the school;
- (g) to consider for approval any proposal by the Principal of the school for the appointment of staff of the school who report directly to the Principal or the promotion of staff within the school;
- (h) to ensure the implementation of effective procedures for the management, development and support of the staff of the school;
- (i) together with the Chief Executive Officer, to appraise the performance of the Principal of the school;
- (j) to advise the Chief Executive Officer and the Board on issues affecting the school; and
- (k) to contribute to the strategic development of the Foundation.

14. Composition, etc. of School Councils

(1) The School Council of a school shall comprise the following members—

- (a) 由管理局委任的主席一名，他須既非協會僱員亦非該校學生的家長；
 - (b) 來自以下組別的人士，每組 2 至 4 名，各組的人數須相等——
 - (i) 由管理局委任的社區人士若干名，該等人士須既非協會僱員亦非該校學生的家長；
 - (ii) 由該校的教學人員從他們當中選出的人若干名；及
 - (iii) 由以下成員組成的一個組別——
 - (A) 由該校家長教師會執行委員會中的家長會員從他們當中選出的並非協會僱員的人一名；及
 - (B) 由該校學生的家長從他們當中選出的並非協會僱員的人一名或多於一名；
 - (c) 由該校的非教學人員從他們當中選出的人一名；
 - (d) 作為當然成員的行政總裁；及
 - (e) 作為當然成員的該校校長。
- (2) 學校的校董會主席須在徵詢協會管理局的意見後，決定為施行第 (1)(b) 款而適用的人數。
- (3) 除當然成員外，校董會成員的任期均為 3 年。
- (4) 任何成員均有資格在其成員任期屆滿時再獲委任或再獲選出，但任何人不得擔任成員超過連續 2 屆任期。
- (5) 在任何須由校董會成員投票決定的事宜上，行政總裁及有關學校的校長均無投票權。
- (6) 行政總裁可指定一名代表代他出席任何校董會的會議。

15. 校長

- (1) 任何協會學校的校長為該校的首席教務及行政主管人員，亦為該校職員的主管。
- (2) 在不局限第 (1) 款的一般性的原則下，協會學校的校長具有下列權力和職責——

- (a) a Chairman, appointed by the Board, who is neither an employee of the Foundation nor the parent of a student of the school;
- (b) an equal number, being not less than 2 and not more than 4, of each of the following groups of persons—
 - (i) persons from the general community who are neither employees of the Foundation nor parents of students of the school, appointed by the Board;
 - (ii) persons elected by the members of the teaching staff of the school from among their own number; and
 - (iii) a group comprising—
 - (A) one person, who is not an employee of the Foundation, elected by the parent members of the committee of the Parent Teacher Association of the school from among their own number; and
 - (B) one or more persons, who are not employees of the Foundation, elected by the parents of students of the school from among their own number;
- (c) one person elected by the members of the support staff of the school from among their own number;
- (d) the Chief Executive Officer, ex officio; and
- (e) the Principal of the school, ex officio.

(2) The Chairman of the School Council of a school shall, in consultation with the Board of Governors, determine the number that shall apply for the purposes of subsection (1)(b).

(3) The term of office of a member, other than an ex officio member, shall be 3 years.

(4) A member is eligible for reappointment or re-election at the expiry of his term as a member, but a person shall not serve as a member consecutively for more than 2 terms.

(5) Neither the Chief Executive Officer nor the Principal of the school shall have a vote in any matter to be decided by a vote of the members of the School Council.

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

15. School Principals

(1) The Principal of a school of the Foundation shall be the principal academic and administrative officer of the school and head of the staff of the school.

(2) Without limiting the generality of subsection (1), the Principal of a school of the Foundation shall have the following powers and duties—

- (a) 在協會管理局所定的框架內，與校董會共同制定該校的策略性方針；
 - (b) 為該校以下的事宜負責——
 - (i) 所提供的教育的質素及水平；及
 - (ii) 學生的福祉和他們的操行；
 - (c) 就課程發展向校董會提供意見；
 - (d) 在顧及行政總裁所定的遴選程序下並在校董會所核准的人員配置和預算的框架內，遴選並向協會推薦被聘任為該校職員的人選；
 - (e) 管理該校職員、評核其工作表現及負責該校職員的發展及福祉；
 - (f) 有效率地運用該校各項資源，並向校董會提出周年預算建議；
 - (g) 與該校學生的家長以至較闊範圍的社區人士建立互相支持的關係；
 - (h) 管理該校的日常運作；
 - (i) 對協會的策略性發展作出貢獻；及
 - (j) 就該校表現和他本人履行職責的情況對校董會及行政總裁負責。
- (3) 遴選根據《教育條例》(第 279 章) 第 53(1) 或 57(1) 條推薦予常務秘書長供批准成為任何協會學校校長的人，須依循一個有顧及該校中不同群體的意見並由行政總裁與校董會共同制定的程序進行。
- (4) 第 (3) 款所訂的向常務秘書長推薦任何人的名字須獲協會管理局批准。
- (5) 任何學校的校長根據第 (2)(d) 款就會直接向他報告工作的職員的聘任或在該校內教學人員的晉升而作出的推薦，均須經校董會核准。

- (a) together with the School Council, to establish the strategic direction of the school within the framework set by the Board of Governors;
- (b) to be responsible for—
 - (i) the quality and standards of education provided; and
 - (ii) the welfare of and standards of behaviour observed by students,within the school;
- (c) to advise the School Council on curriculum development;
- (d) to select and to recommend to the Foundation persons for appointment as members of staff of the school, having regard to any selection procedures determined by the Chief Executive Officer and to the staffing and budgetary framework approved by the School Council;
- (e) to manage the members of staff of the school and appraise their performance, and to be responsible for the development and welfare of the members of staff of the school;
- (f) to make efficient use of the school's resources, and to recommend an annual budget to the School Council;
- (g) to develop mutually supportive relationships with parents of students of the school and the wider community;
- (h) to manage the day-to-day operation of the school;
- (i) to contribute to the strategic development of the Foundation; and
- (j) to account to the School Council and the Chief Executive Officer for the performance of the school and the discharge of his duties.

(3) The selection of a person for recommendation to the Permanent Secretary under section 53(1) or 57(1) of the Education Ordinance (Cap. 279) for approval as Principal of a school of the Foundation shall follow a process that takes account of the views of different groups within the school community and is determined by the Chief Executive Officer and the School Council of the school jointly.

(4) The recommendation of the name of a person to the Permanent Secretary as provided in subsection (3) shall be subject to the approval of the Board of Governors.

(5) Any recommendation by the Principal of a school under subsection (2)(d) in relation to the appointment of staff who will report directly to the Principal, or any promotion by the Principal of a school of teaching staff within the school, shall be subject to the approval of the School Council.

16. 家長教師會

(1) 每所提供小學或中學教育的協會學校均須設立一個家長教師會。該會由以下成員組成——

- (a) 有關學校每名學生的家長(“家長會員”)；
- (b) 該校的全體教學人員(“教學人員會員”)；及
- (c) 該校校長。

(2) 學校的家長教師會的職能為促進該校學生的家長與該校教學人員之間的合作。

(3) 任何學校學生的家長如同時身為該校的教學人員，則他須被視為該校的家長教師會的家長會員而非教學人員會員。

(4) 家長教師會可以非法團組織或擔保有限公司的形式成立。

雜項

17. 成員的提名等均本乎個人身分

凡從任何一組有資格人士當中提名、選舉或委任某人為協會管理局、任何校董會或任何根據本條例規定而設立的委員會的成員，該項提名、選舉或委任均基於該人的個人身分，而非基於他作為該組有資格人士的代表的身分。”。

9. 禁止派發股息

經重編的第 18 條現予修訂——

- (a) 廢除“任何成員或協會學校的任何教職員或”而代以“的任何主管人員或僱員、協會管理局任何成員或協會學校的任何”；
- (b) 廢除在“如屬”之後的所有字句而代以——
“下列項目，則不在此限——
 - (a) 獎賞、酬賞或特別補助金；或

16. Parent Teacher Associations

(1) There shall be established for each of the schools of the Foundation that provides primary or secondary education a Parent Teacher Association comprising—

- (a) the parents of each student of the school (“parent members”);
- (b) all members of the teaching staff of the school (“teaching staff members”); and
- (c) the Principal of the school.

(2) It shall be the function of the Parent Teacher Association of a school to promote co-operation between the parents of students of the school and members of the teaching staff of the school.

(3) A parent of a student of a school who is also a member of the teaching staff of the school shall be regarded as a parent member and not as a teaching staff member of the Parent Teacher Association of the school.

(4) A Parent Teacher Association may be constituted either as an unincorporated association or as a company limited by guarantee.

Miscellaneous

17. Nomination, etc. as member to be on a personal basis

A person who is nominated, elected or appointed from among a group of eligible persons to be a member of the Board of Governors, of any School Council or of any committee provided for under this Ordinance is nominated, elected or appointed on a personal basis and not as the delegate of the group of eligible persons.”.

9. Dividends prohibited

Section 18 as renumbered is amended—

- (a) by repealing “its members or to any of the staff or” and substituting “the officers or employees of the Foundation, any of the members of the Board of Governors or any of the”;
- (b) by repealing everything after “except” and substituting—

“—

- (a) by way of prize, reward or special grant; or

(b) 就協會僱員而言，根據其僱傭合約須付的股息或花紅。”。

10. 加入條文

現加入——

“20. 上訴

- (1) 現訂定向根據本條組成的上訴小組提出以下上訴的權利——
 - (a) 協會僱員可針對協會終止僱用他的決定，提出上訴；
 - (b) 協會學校學生的家長可針對協會開除該學生學籍的決定，提出上訴。
- (2) 上訴小組由以下成員組成——
 - (a) 由協會管理局從管理局的獨立成員當中提名的主席一名及其他成員 2 名；及
 - (b) 按下列規定提名的成員一名——
 - (i) (如屬由任何協會學校的教學人員提出的上訴) 由英基學校專業教師協會* 的執行委員會從該委員會的成員當中提名；
 - (ii) (如屬由任何協會學校的非教學人員提出的上訴) 由英基學校協會非教學人員協會† 的執行委員會從該委員會的成員當中提名；
 - (iii) (如屬由任何校長或任何協會職員提出的上訴) 由協會管理局從校董會的主席當中提名；或
 - (iv) (如屬由任何學生的家長提出的上訴) 由協會管理局從其家長成員當中提名。
- (3) 上訴小組可自行決定它根據本條履行其職能的處事程序。

* “英基學校專業教師協會” 乃 “Association of Professional Teachers in English Schools Foundation Schools” 之譯名。

† “英基學校協會非教學人員協會” 乃 “Support Staff Association of the English Schools Foundation” 之譯名。

- (b) in the case of an employee of the Foundation, by way of a dividend or bonus payable under his contract of employment.”.

10. Sections added

The following are added—

“20. Appeals

(1) There shall be the following right of appeal to an Appeals Panel constituted under this section—

- (a) an employee of the Foundation may appeal against any decision of the Foundation terminating his employment;
- (b) the parent of a student of a school of the Foundation may appeal against any decision of the Foundation expelling the student from the school.

(2) An Appeals Panel shall comprise the following members—

- (a) a Chairman and 2 other members nominated by the Board of Governors from among the independent members of the Board; and
- (b) one member nominated as follows—
 - (i) in the case of an appeal by a member of the teaching staff of a school of the Foundation, nominated by the committee of the Association of Professional Teachers in English Schools Foundation Schools from among the members of the committee;
 - (ii) in the case of an appeal by a member of the support staff of a school of the Foundation, nominated by the committee of the Support Staff Association of the English Schools Foundation from among the members of the committee;
 - (iii) in the case of an appeal by a Principal of a school of the Foundation or a member of the staff of the Foundation, nominated by the Board of Governors from among the Chairmen of the School Councils; or
 - (iv) in the case of an appeal by the parent of a student, nominated by the Board of Governors from among the parent members of the Board.

(3) An Appeals Panel may determine its own procedure in performing its functions under this section.

(4) 任何遭根據本條上訴反對的協會決定，須按照上訴小組處理該上訴的決定的條款而具有效力。

21. 確認協會、協會管理局、提名委員會或校董會的作為有效

協會、協會管理局、提名委員會或校董會的任何作為或決議，不得僅因以下情況而無效——

- (a) 該團體的職位或成員席位出缺；或
- (b) 該團體的任何主管人員或成員欠缺資格或其提名、選舉或委任無效。

22. 豁免民事法律責任

擔任協會任何主管人員或成員的人，或擔任協會管理局、提名委員會、協會管理局的常務委員會、行政總裁的諮詢委員會、任何校董會、任何家長教師會、任何上訴小組或任何根據第 23(1) 條設立的委員會任何成員的人，均無需為他真誠地履行或本意是履行上述主管人員或成員的職責而作出或不作出的任何事情，而在民事法律程序中承擔法律責任。”。

11. 委員會的一般事宜

(1) 經重編的第 23(1) 條現予修訂，廢除“協會、理事會”而代以“協會管理局、行政總裁”。

(2) 經重編的第 23(2) 條現予修訂，廢除在“任何”之後的所有字句而代以“根據本條設立的委員會均可由並非管理局成員、協會職員或校董會成員(視屬何情況而定)的人出任其部分成員。”。

(3) 經重編的第 23(3) 條現予修訂——

- (a) 廢除“協會、理事會”而代以“管理局、行政總裁”；
- (b) 在“委員會”之前加入“根據本條設立的”。

(4) Any decision of the Foundation appealed against under this section shall have effect in accordance with the terms of the decision of the Appeals Panel disposing of the appeal.

21. Validation of acts of Foundation, Board of Governors, Nominating Committee or School Council

No act or resolution of the Foundation, the Board of Governors, the Nominating Committee or a School Council shall be invalid by reason only of—

- (a) any vacancy in any office or membership of such body; or
- (b) any want of qualification by, or invalidity in the nomination, election or appointment of, any officer or member of any such body.

22. Immunity from civil liability

A person who is an officer or member of the Foundation or a member of the Board of Governors, the Nominating Committee, a standing committee of the Board of Governors, an advisory committee of the Chief Executive Officer, a School Council, a Parent Teacher Association, an Appeals Panel or any committee established under section 23(1) is not liable in civil proceedings for anything done or omitted to be done by him in good faith in the performance or purported performance of his duties as such officer or member.”.

11. Committees generally

(1) Section 23(1) as renumbered is amended by repealing “The Foundation, the Executive Committee” and substituting “The Board of Governors, the Chief Executive Officer”.

(2) Section 23(2) as renumbered is amended by repealing everything after “committee” and substituting “established under this section may consist partly of persons who are not members of the Board, staff of the Foundation or members of the School Council, as the case may be.”.

(3) Section 23(3) as renumbered is amended—

- (a) by repealing “the Foundation, the Executive Committee” and substituting “the Board, the Chief Executive Officer”;
- (b) by adding “established under this section” after “committee”.

12. 規例

(1) 經重編的第 24 (1) 條現予廢除，代以——

“(1) 協會可藉協會管理局的決議訂立規例——

- (a) 對協會及協會學校的管理、運作、行政和管轄作出規定，以及任何附帶事宜訂定條文；
- (b) 就關於根據本條例設立的或本條例規定設立的任何管理局、校董會、委員會、小組、組織或其他團體的任何事宜訂定條文，該等事宜包括 (但不限於) ——
 - (i) 該團體的成員的提名、選舉或委任；
 - (ii) 關於該團體的成員席位的一般規定 (包括該團體成員席位的出缺及該團體任何成員的免職)；
 - (iii) 該團體在執行其職能時須作出或可作出的任何事情；及
 - (iv) 該團體的會議須依循的處事程序；及
- (c) 概括而言，為本條例的施行而作出規定。”。

(2) 經重編的第 24(2) 條現予廢除。

(3) 經重編的第 24 條現予修訂，加入——

“(3) 第 (1) 款所指的協會管理局的決議須至少獲有資格就該項決議投票的管理局成員中的三分之二贊成通過。”。

13. 合約形式

(1) 經重編的第 25(1)(b) 及 (c) 條現予修訂，廢除“理事會”而代以“協會管理局”。

(2) 經重編的第 25(4) 條現予修訂，廢除“主席、副主席或司庫簽署，再由秘書”而代以“協會的主席、副主席或司庫簽署，再由行政總裁”。

14. 向公司註冊處處長登記

(1) 經重編的第 26(1) 條現予修訂——

12. Regulations

(1) Section 24(1) as renumbered is repealed and the following substituted—

“(1) The Foundation may, by resolution of the Board of Governors, make regulations—

- (a) providing for the management, operation, administration and control of the Foundation and the schools of the Foundation and with regard to any ancillary matter;
- (b) providing for any matter in relation to any board, council, committee, panel, association or other body established or provided for under this Ordinance, including but not limited to—
 - (i) the nomination, election or appointment of persons as members of the body;
 - (ii) membership of the body generally (including vacancies in the membership of the body and the removal from office of any member of the body);
 - (iii) any thing that is to be or may be done by the body in discharging its functions; and
 - (iv) procedures to be followed at meetings of the body; and
- (c) generally, for the carrying into effect of this Ordinance.”.

(2) Section 24(2) as renumbered is repealed.

(3) Section 24 as renumbered is amended by adding—

“(3) A resolution of the Board of Governors for the purposes of subsection (1) requires the approval of at least two thirds of the members of the Board eligible to vote on the resolution.”.

13. Form of contract

(1) Section 25(1)(b) and (c) as renumbered is amended by repealing “Executive Committee” and substituting “Board of Governors”.

(2) Section 25(4) as renumbered is amended by repealing “, and counter-signed by the Secretary” and substituting “of the Foundation and countersigned by the Chief Executive Officer”.

14. Registration with Registrar of Companies

(1) Section 26(1) as renumbered is amended—

(a) 在 (a) 段中，在末處加入“及”；

(b) 廢除 (b) 段；

(c) 廢除 (c) 段而代以——

“(c) 經協會主席及行政總裁核證為正確的列出擔任協會管理局職位的人及協會管理局成員的姓名、地址及其任何改動的清單。”。

(2) 經重編的第 26(2) 條現予修訂，廢除“訂立規例或作出任何更改或委任”而代以“作出任何更改、提名或選舉”。

15. 加入條文

現加入——

“27. 過渡性安排

附表所列的安排具有效力。”。

16. 保留條文

經重編的第 28 條現予修訂，廢除“他們或在他們之下作”而代以“或藉著他們提出”。

17. 加入附表

現加入——

“附表

[第 27 條]

過渡性安排

釋義

1. 在本附表中，除文意另有所指外——

“《已廢除規例》”(repealed Regulations) 指根據本條例訂立而在緊接《2007 年修訂條例》生效日期之前有效的規例；

“《2007 年修訂條例》”(amendment Ordinance of 2007) 指《2007 年英基學校協會(修訂)條例》(2007 年第 號)。

- (a) in paragraph (a), by adding “and” at the end;
- (b) by repealing paragraph (b);
- (c) in paragraph (c), by repealing everything after “members of the” and substituting “Board of Governors and any change therein, certified as correct by the Chairman of the Foundation and the Chief Executive Officer.”.

(2) Section 26(2) as renumbered is amended by repealing “the making of the regulations or of any change or appointment” and substituting “any change or nomination or election”.

15. Section added

The following is added—

“27. Transitional arrangements

The arrangements set out in the Schedule shall have effect.”.

16. Saving

Section 28 as renumbered is amended by repealing “persons” and substituting “person”.

17. Schedule added

The following is added—

“SCHEDULE

[s. 27]

TRANSITIONAL ARRANGEMENTS

Interpretation

1. In this Schedule, unless the context otherwise requires—
 - “amendment Ordinance of 2007” (《2007 年修訂條例》) means The English Schools Foundation (Amendment) Ordinance 2007 (of 2007);
 - “repealed Regulations” (《已廢除規例》) means Regulations made under this Ordinance and in effect immediately before the commencement of the amendment Ordinance of 2007.

協會管理局

2. 在《2007 年修訂條例》生效時——

- (a) 在緊接該條例生效前憑藉在以下列表第 2 欄中指明的《已廢除規例》第 5.3 條中的有關條文成為協會理事會成員的人，須當作為為施行在以下列表第 3 欄中就該人而指明的在本條例第 6(1) 條中的有關條文而提名或選出的協會管理局的成員；及
- (b) 憑藉以下列表第 1、2 及 3 項而如此當作為管理局成員的人，須分別當作為為施行本條例第 7(1) 條而選出的管理局主席、副主席及司庫——

列表

項	《已廢除規例》 第 5.3 條中 的條文	本條例第 6(1) 條 中的條文
1.	第 (i) 段 (The Chairman of the Foundation)	(h) 段 (獲提名委員會提名、根據第 6(1) 條其他各段沒有資格獲提名或選舉且並非有此資格者的配偶的人)
2.	第 (ii) 段 (The Vice-chairman of the Foundation)	(h) 段 (獲提名委員會提名、根據第 6(1) 條其他各段沒有資格獲提名或選舉且並非有此資格者的配偶的人)

Board of Governors

2. As at the commencement of the amendment Ordinance of 2007—

- (a) a person who immediately before that commencement was a member of the Executive Committee of the Foundation by virtue of a provision of regulation 5.3 of the repealed Regulations specified in column 2 of the table shall be deemed to be a member of the Board of Governors nominated or elected for the purposes of the provision of section 6(1) of this Ordinance specified in relation to that person in column 3 of the table; and
- (b) the persons so deemed to be members of the Board by virtue of items 1, 2 and 3 of the table shall be deemed to be the Chairman, Vice-chairman and Treasurer of the Board respectively elected for the purposes of section 7(1) of this Ordinance—

TABLE

Item	Provision of regulation 5.3 of repealed Regulations	Provision of section 6(1) of this Ordinance
1.	Paragraph (i) (The Chairman of the Foundation)	Paragraph (<i>h</i>) (persons who are not eligible for nomination or election under any other paragraph of section 6(1) and are not the spouse of a person who is so eligible, nominated by the Nominating Committee)
2.	Paragraph (ii) (The Vice-chairman of the Foundation)	Paragraph (<i>h</i>) (persons who are not eligible for nomination or election under any other paragraph of section 6(1) and are not the spouse of a person who is so eligible, nominated by the Nominating Committee)

項	《已廢除規例》 第 5.3 條中 的條文	本條例第 6(1) 條 中的條文
3.	第 (iv) 段 (The Treasurer of the Foundation)	(h) 段 (獲提名委員會提名、根據第 6(1) 條其他各段沒有資格獲提名或選舉且並非有此資格者的配偶的人)
4.	第 (vi) 段 (The Chairman of the Management Committee)	(b) 段 (由校董會主席從他們當中選出的人)
5.	第 (vii) 段 (The Chairman of the Academic Committee)	(e) 段 (由各校長從他們當中選出的人)
6.	第 (viii) 段 (The Chairman of the Staff Council)	(f) 段 (由教學人員委員會從其成員當中選出的人)
7.	第 (ix) 段 (The Chairman of the Joint Council of Parent Teacher Associations)	(d) 段 (由家長委員會從其成員當中選出的人)

3. 根據本附表第 2 條當作為管理局成員的人的任期自《2007 年修訂條例》的生效日期起開始，而於首次有人在該生效日期後作出的任何提名中獲提名為或於首次有人在該日期後舉行的任何選舉中獲選出為該席位的成員之時屆滿，而就該項首次的提名或選舉而言，該成員席位須視為已出缺。

Item	Provision of regulation 5.3 of repealed Regulations	Provision of section 6(1) of this Ordinance
3.	Paragraph (iv) (The Treasurer of the Foundation)	Paragraph (<i>h</i>) (persons who are not eligible for nomination or election under any other paragraph of section 6(1) and are not the spouse of a person who is so eligible, nominated by the Nominating Committee)
4.	Paragraph (vi) (The Chairman of the Management Committee)	Paragraph (<i>b</i>) (persons elected by the Chairmen of the School Councils from among their own number)
5.	Paragraph (vii) (The Chairman of the Academic Committee)	Paragraph (<i>e</i>) (person elected by the Principals from among their own number)
6.	Paragraph (viii) (The Chairman of the Staff Council)	Paragraph (<i>f</i>) (person elected by the Committee of Teaching Staff from among the members of the Committee)
7.	Paragraph (ix) (The Chairman of the Joint Council of Parent Teacher Associations)	Paragraph (<i>d</i>) (person elected by the Committee of Parents from among the members of the Committee)

3. The term of office of a person deemed to be a member of the Board under section 2 of this Schedule shall be the period beginning with the commencement of the amendment Ordinance of 2007 and ending with the first nomination or election of a person to that membership position by a nomination or election made or held after that commencement (and for the purpose of any such first nomination or election the membership position shall be regarded as being vacant).

4. 在管理局所有成員席位均已藉在《2007 年修訂條例》的生效日期後作出的提名或委任或在該日期後舉行的選舉而填補之前，管理局任何會議的法定人數，均定為根據本附表第 2 條當作已獲委任的管理局成員人數的三分之二，另加行政總裁或其代表。

5. 凡本附表第 2 條適用的某一管理局成員席位在首次有人如本附表第 3 條所述獲提名或獲選出為該席位的成員之前出缺，管理局可在該項首次的提名或選舉之前委任一人為管理局成員。

提名委員會

6. 在《2007 年修訂條例》生效時，在以下列表第 3 欄中指明的人，須當作為為施行在以下列表第 2 欄中就該人而指明的在本條例第 8(2) 條中的有關條文而提名的提名委員會成員——

列表

項	本條例第 8(2) 條 中的條文	有關成員
1.	(a) 段 (由校董會主席委員會從其成員當中提名的人)	(a) Mr Gordon Lamb (b) Ms Glynis Gibson
2.	(b) 段 (由香港總商會提名的商界人士)	Mr Neville Shroff
3.	(b) 段 (由香港英商會提名的商界人士)	Brigadier Christopher Hammerbeck CB
4.	(c) 段 (由該段指明的高等教育機構之一提名的活躍於高等教育界的人)	李安國教授

4. Until such time as all membership positions of the Board have been filled by nomination or election or appointment made or held after the commencement of the amendment Ordinance of 2007, the quorum for a meeting of the Board shall be two thirds of the number of members of the Board deemed to be appointed under section 2 of this Schedule plus the Chief Executive Officer or his representative.

5. Where a vacancy in a membership position of the Board to which section 2 of this Schedule applies arises before the first nomination or election of a person to that membership position as mentioned in section 3 of this Schedule, the Board may appoint a person to be a member of the Board pending that first nomination or election.

Nominating Committee

6. As at the commencement of the amendment Ordinance of 2007, a person specified in column 3 of the table shall be deemed to be a member of the Nominating Committee nominated for the purposes of the provision of section 8(2) of this Ordinance specified in relation to that person in column 2 of the table—

TABLE

Item	Provision of section 8(2) of this Ordinance	Member
1.	Paragraph (a) (persons nominated by the Committee of School Council Chairmen from among the members of the Committee)	(a) Mr Gordon Lamb (b) Ms Glynis Gibson
2.	Paragraph (b), person from the business sector nominated by The Hong Kong General Chamber of Commerce	Mr Neville Shroff
3.	Paragraph (b), person from the business sector nominated by The British Chamber of Commerce in Hong Kong	Brigadier Christopher Hammerbeck CB
4.	Paragraph (c) (person active in the field of higher education, nominated by one of the higher education institutions specified in that paragraph)	Professor Victor On-kwok Li

項	本條例第 8(2) 條 中的條文	有關成員
5.	(d) 段 (由家長委員會從其成員當中提名的人)	Mr Chris Tringham

7. 為施行本條例第 8(2)(c) 條而根據本附表第 6 條將任何人當作為提名委員會成員一事，不得視為為施行本條例第 8(3) 條而根據該段作出的提名，而據此根據本條例第 8(2)(c) 條須於《2007 年修訂條例》的生效日期後作出的提名委員會成員的首次提名，須由本條例第 8(2)(c)(i) 條指明的高等教育機構作出。

行政總裁

8. 在《2007 年修訂條例》生效時，於緊接該條例生效前擔任協會秘書的人須當作為為施行本條例第 11(1) 條而委任的協會的行政總裁。

校董會

9. 在《2007 年修訂條例》生效時，於緊接該條例生效前身為在以下列表第 2 欄中指明的《已廢除規例》第 14.9 或 14.10 條的條文所指的任何協會學校校董會成員的人，須當作為為施行在以下列表第 3 欄中就該人而指明的在本條例第 14(1) 條中的有關條文而提名、選出或委任的該學校校董會的成員——

Item	Provision of section 8(2) of this Ordinance	Member
5.	Paragraph (d) (person nominated by the Committee of Parents from among the members of the Committee)	Mr Chris Tringham

7. The deeming under section 6 of this Schedule of a person to be a member of the Nominating Committee for the purpose of section 8(2)(c) of this Ordinance shall not be regarded as a nomination under that paragraph for the purposes of section 8(3) of this Ordinance and, accordingly, the first nomination of a person as a member of the Nominating Committee under section 8(2)(c) of this Ordinance to be made after the commencement of the amendment Ordinance of 2007 shall be made by the higher education institution specified in section 8(2)(c)(i) of this Ordinance.

Chief Executive Officer

8. As at the commencement of the amendment Ordinance of 2007, the person who immediately before that commencement was the Secretary of the Foundation shall be deemed to be the Chief Executive Officer of the Foundation appointed for the purposes of section 11(1) of this Ordinance.

School Councils

9. As at the commencement of the amendment Ordinance of 2007, a person who immediately before that commencement was a member of the School Council of a school of the Foundation for the purposes of a provision of regulation 14.9 or 14.10 of the repealed Regulations as specified in column 2 of the table shall be deemed to be a member of the School Council of the school nominated, elected or appointed for the purposes of the provision of section 14(1) of this Ordinance specified in relation to that person in column 3 of the table—

列表

項	《已廢除規例》第 14.9 或 14.10 條中的條文	本條例第 14(1) 條中的條文
1.	(d)(i) 段 (Person appointed by the Executive Committee as chairman of the Council)	(a) 段 (由管理局委任的主席)
2.	(a) 段 (“Government and Community”)	(b)(i) 段 (由管理局委任的社區人士若干名；該等人士須既非協會僱員亦非有關學校學生的家長)
3.	(b) 段 (“Parents”)	(b)(iii) 段 (由以下成員組成的一個組別—— (a) 由有關學校家長教師會執行委員會中的家長會員從他們當中選出的並非協會僱員的人一名；及 (b) 由有關學校學生的家長從他們當中選出的並非協會僱員的人一名或多於一名)
4.	(c) 段 (“Teachers”)	(b)(ii) 段 (由有關學校的教學人員從他們當中選出的人若干名)

TABLE

Item	Provision of regulation 14.9 or 14.10 of repealed Regulations	Provision of section 14(1) of this Ordinance
1.	Paragraph (d)(i) (Person appointed by the Executive Committee as chairman of the Council)	Paragraph (a) (a Chairman, appointed by the Board)
2.	Paragraph (a) (“Government and Community”)	Paragraph (b)(i) (persons from the general community who are neither employees of the Foundation nor parents of students of the school, appointed by the Board)
3.	Paragraph (b) (“Parents”)	Paragraph (b)(iii) (a group comprising— (a) one person, who is not an employee of the Foundation, elected by the parent members of the committee of the Parent Teacher Association of the school from among their own number; and (b) one or more persons, who are not employees of the Foundation, elected by the parents of students of the school from among their own number)
4.	Paragraph (c) (“Teachers”)	Paragraph (b)(ii) (persons elected by the members of the teaching staff of the school from among their own number)

10. 根據本附表第 9 條當作為任何校董會的成員的人的任期自《2007 年修訂條例》的生效日期起開始，而於首次有人在該生效日期後作出的任何提名中獲提名為或於首次有人在該日期後舉行的任何選舉中獲選出為該席位的成員之時屆滿，而就該項首次的提名或選舉而言，該成員席位須視為已出缺。

11. 凡本附表第 9 條適用的某一校董會成員席位在首次有人如本附表第 10 條所述獲提名或獲選出為該席位的成員之前出缺，校董會可在該項首次的提名或選舉之前委任一人為校董會成員。”。

18. 廢除規例

現廢除在本條例生效前根據主體條例訂立的規例。

19. 保留條文

本條例的條文不影響亦不得當作影響中央或香港特別行政區政府根據《基本法》和其他法律的規定所享有的權利或任何政治體或法人團體或任何其他人的權利，但本條例所述及者和經由、透過或藉著他們提出申索者除外。

摘要說明

本條例草案旨在修訂《英基學校協會條例》(第 1117 章)(“主體條例”)，以修改根據主體條例設立的英基學校協會 (“協會”) 的管治架構，以及協會學校的行政。

2. 草案第 2 條廢除主體條例第 7 條 (“協會、理事會、校董會，其章程、權力及職責”)、第 9 條 (“主管人員與教職員及其聘任、權力、職責及薪酬”) 及第 11 條 (“成員”)。

3. 草案第 3 條規定重編主體條例中由第 5 條起的若干條文的編號。

10. The term of office of a person deemed to be a member of a School Council under section 9 of this Schedule shall be the period beginning with the commencement of the amendment Ordinance of 2007 and ending with the first nomination or election of a person to that membership position by a nomination or election made or held after that commencement (and for the purpose of any such first nomination or election the membership position shall be regarded as being vacant).

11. Where a vacancy in a membership position of a School Council to which section 9 of this Schedule applies arises before the first nomination or election of a person to that membership position as mentioned in section 10 of this Schedule, the School Council may appoint a person to be a member of the School Council pending that first nomination or election.”.

18. Regulations repealed

The regulations made under the principal Ordinance before the commencement of this Ordinance are repealed.

19. Saving

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

Explanatory Memorandum

The main purpose of this Bill is to amend The English Schools Foundation Ordinance (Cap. 1117) (“the principal Ordinance”) to revise the governance structure of The English Schools Foundation (“the Foundation”) established under the principal Ordinance and to make changes to the administration of the schools of the Foundation.

2. Clause 2 repeals sections 7 (“Foundation, Executive Committee, School Councils, their constitution, powers and duties”), 9 (“Officers and staff, their appointment, powers, duties and emoluments”) and 11 (“Members”) of the principal Ordinance.

3. Clause 3 provides for the renumbering of the sections of the principal Ordinance from section 5 onwards.

4. 草案第 4 條修訂主體條例第 2 條。草案第 4(1) 條修訂主體條例第 2(1) 條，以加入經修訂的主體條例中所用的詞語的定義，並廢除主體條例不再述及的詞語的定義。主體條例第 2(2) 條提述主體條例已不再述及的一個詞語，故草案第 4(2) 條將該款廢除。草案第 4(3) 條加入新的第 2(3) 及 (4) 條，藉以對主體條例第 2(1) 條中“學校”一詞的定義作出補充。
5. 草案第 5 條為主體條例第 3 及 4 條加入新的小標題。
6. 草案第 6 條修訂主體條例第 3 條，規定協會的成員即當其時身為協會管理局成員的人。
7. 草案第 7 條廢除主體條例第 4 條並代以新條文，以便更佳地界定協會的宗旨及權力，並擴闊該等宗旨及權力，從而特准協會——
 - (a) 在香港境外營辦學校 (第 4 (1)(a) 條) ；
 - (b) 通過提供教育服務籌集資金 (第 4(1)(b) 條) ；
 - (c) 借入或籌集款項 (第 4(2)(b) 條) ；
 - (d) 藉授權予受其管轄的公司實踐其任何宗旨 (第 4(3) 條) 。
8. 草案第 8 條在主體條例中加入新的小標題及第 5 至 17 條。
9. 草案第 8 條在主體條例中加入的新的第 5 至 9 條涉及協會管理局。具體而言——
 - (a) 新的第 5 條規定設立一個協會管理局作為協會的管治團體，而管理局有權作出對協會內的其他團體均具約束力的決議；
 - (b) 新的第 6 條規定協會管理局由 27 名成員組成，其中 10 名須為由根據主體條例設立的提名委員會提名的獨立成員；
 - (c) 新的第 7 條就從協會管理局的獨立成員中選舉管理局的主席、副主席及司庫的事宜，以及就與管理局的會議有關的其他事宜訂定條文；

4. Clause 4 amends section 2 of the principal Ordinance. Clause 4(1) amends section 2(1) to add definitions of terms used in the principal Ordinance as amended, and to repeal definitions of terms that are no longer mentioned in that Ordinance. Clause 4(2) repeals section 2(2) of the principal Ordinance which refers to a term that is no longer mentioned in the Ordinance. Clause 4(3) adds new section 2(3) and (4) which supplements the definition of the term “school” in section 2(1).
5. Clause 5 adds a new cross-heading for sections 3 and 4 of the principal Ordinance.
6. Clause 6 amends section 3 of the principal Ordinance to provide that the members of the Foundation are to be the persons who are for the time being the members of the Board of Governors of the Foundation.
7. Clause 7 repeals and replaces section 4 of the principal Ordinance to better define the objects and powers of the Foundation and to expand those objects and powers so as to authorize the Foundation—
 - (a) to operate schools outside Hong Kong (section 4(1)(a));
 - (b) to provide educational services as a means of raising revenue (section 4(1)(b));
 - (c) to borrow or raise money (section 4(2)(b));
 - (d) to pursue any of its objects by delegating its powers to a company controlled by it (section 4(3)).
8. Clause 8 adds new cross-heading and sections 5 to 17 to the principal Ordinance.
9. New sections 5 to 9 of the principal Ordinance as added by clause 8 deal with the Board of Governors. Specifically—
 - (a) new section 5 provides for the establishment of a Board of Governors, to be the governing body of the Foundation with power to make resolutions binding on the other bodies within the Foundation;
 - (b) new section 6 provides for the Board of Governors to consist of 27 members, 10 of whom are to be independent members nominated by a Nominating Committee established under the principal Ordinance;
 - (c) new section 7 provides for the election of a Chairman, Vice-chairman and Treasurer of the Board of Governors from among the independent members of the Board, and for other matters relating to meetings of the Board;

- (d) 新的第 8 條規定設立一個提名委員會，藉以提名協會管理局的獨立成員；
- (e) 新的第 9 條規定設立若干個常務委員會，以便該等委員會就與協會進行的業務活動的審計、協會財政的管理以及協會職員的薪酬有關的事宜向協會管理局提供意見。

10. 草案第 8 條在主體條例中加入的新的第 10 至 12 條涉及協會的主管人員及職員。具體而言——

- (a) 新的第 10 條規定協會設有 3 個名譽職位，即協會的主席、副主席及司庫，並規定該等職位由當其時身為協會管理局主席、副主席及司庫的人擔任；
- (b) 新的第 11 條規定協會設有行政總裁一名，而行政總裁為協會的首席教務及行政主管人員，亦為協會全體僱員的主管；
- (c) 新的第 12 條規定行政總裁設立 5 個諮詢委員會，其成員分別來自與協會學校有關連的五個特定類別的人士，即校長、校董會主席、學生的家長、教師及非教學人員。

11. 草案第 8 條在主體條例中加入的新的第 13 至 16 條涉及協會學校的校董會、學校校長及家長教師會。具體而言——

- (a) 新的第 13 條規定每所提供小學或中學教育的協會學校設立一個校董會，並列明校董會的職能；
- (b) 新的第 14 條規定校董會的成員包括既非協會僱員亦非有關學校學生的家長的社區人士；
- (c) 新的第 15 條列明學校校長的權力及職責，以及遴選新校長的程序；
- (d) 新的第 16 條規定每所提供小學或中學教育的協會學校設立一個家長教師會，其成員為有關學校所有學生的家長及該學校的教師。

- (d) new section 8 provides for the establishment of a Nominating Committee to nominate the independent members of the Board of Governors;
- (e) new section 9 provides for the establishment of standing committees to advise the Board of Governors on matters relating to the auditing of the conduct of the Foundation's business activities, the management of the Foundation's finances and the remuneration of the Foundation staff.

10. New sections 10 to 12 of the principal Ordinance as added by clause 8 deal with the officers and staff of the Foundation. Specifically—

- (a) new section 10 provides for there to be 3 honorary offices of the Foundation, namely the Chairman, Vice-chairman and Treasurer of the Foundation, and for those offices to be filled by the persons who are for the time being the Chairman, Vice-chairman and Treasurer of the Board of Governors;
- (b) new section 11 provides for there to be a Chief Executive Officer of the Foundation, who will be the principal academic and administrative officer of the Foundation and head of all employees of the Foundation;
- (c) new section 12 requires the Chief Executive Officer to establish 5 advisory committees, each consisting of members drawn from a particular class of persons who have a connection with the schools of the Foundation, namely, Principals, School Council Chairmen, parents of students, teachers and support staff.

11. New sections 13 to 16 of the principal Ordinance as added by clause 8 deal with School Councils, School Principals and Parent Teacher Associations of schools of the Foundation. Specifically—

- (a) new section 13 provides for the establishment of a School Council for each school of the Foundation that provides primary or secondary education, and sets out the functions of the School Councils;
- (b) new section 14 provides for the membership of the School Councils, to include persons from the general community who are neither employees of the Foundation nor parents of students of the school in question;
- (c) new section 15 sets out the powers and duties of School Principals and the procedure for the selection of a new Principal;
- (d) new section 16 requires the establishment of a Parent Teacher Association for every school of the Foundation that provides primary or secondary education, to consist of the parents of all students of the school and the teachers of the school.

12. 草案第 8 條在主體條例中加入的新的第 17 條規定，協會管理局或根據主體條例設立的其他團體的成員，均以其個人身分而非以其來自的有資格人士組別的代表這個身分被提名、選舉或委任為成員。
13. 草案第 9 條對主體條例中經重編的第 18 條作出相應修訂。
14. 草案第 10 條在主體條例中加入新的第 20、21 及 22 條。
15. 草案第 10 條在主體條例中加入的新的第 20 條規定，協會僱員在其僱傭關係被終止時，或家長在其就讀於協會學校的學生被開除學籍時，有權向一個上訴小組提出上訴。
16. 草案第 10 條在主體條例中加入的新的第 21 條規定，協會、協會管理局、提名委員會或任何校董會在其成員席位或身分有任何不符合規定之處時，其處事程序維持有效。
17. 草案第 10 條在主體條例中加入的新的第 22 條，賦予就協會管理局及主體條例規定設立的其他團體的主管人員及成員民事法律責任的豁免權。
18. 草案第 11 條對主體條例中經重編的第 23 條作出相應修訂。
19. 草案第 12 條修訂主體條例中經重編的第 24 條。草案第 12(1) 條擴大第 24(1) 條所訂的訂立規例的權力，以顧及對主體條例所作的修訂。草案第 12(2) 條廢除第 24(2) 條，其作用是使日後根據主體條例訂立的規例須要提交立法會會議席上省覽（並須通過《釋義及通則條例》(第 1 章) 第 34 條所訂的消極審查程序)。草案第 12(3) 條加入新的第 24(3) 條，規定協會管理局關於根據該條訂立規例的各項決議，均須獲三分之二的多數票通過。
20. 草案第 13 及 14 條對主體條例中經重編的第 25 及 26 條作出相應修訂。
21. 草案第 15 條在主體條例中加入新的第 27 條；該條文旨在與草案第 17 條在主體條例中加入的新的附表一併閱讀，從而就若干項過渡安排訂定條文。該等安排包括——

12. New section 17 of the principal Ordinance as added by clause 8 provides that members of the Board of Governors or of other bodies under the principal Ordinance are members in their personal capacity and not as delegates of the group of eligible persons from among which they were nominated, elected or appointed.

13. Clause 9 makes consequential amendments to renumbered section 18 of the principal Ordinance.

14. Clause 10 adds new sections 20, 21 and 22 to the principal Ordinance.

15. New section 20 of the principal Ordinance as added by clause 10 provides for a right of appeal to an Appeals Panel by an employee of the Foundation whose employment is terminated or by the parent of a student who is expelled from a school of the Foundation.

16. New section 21 of the principal Ordinance as added by clause 10 preserves the validity of proceedings of the Foundation, the Board of Governors, the Nominating Committee or a School Council in the event of any irregularity in the membership of such body.

17. New section 22 of the principal Ordinance as added by clause 10 confers immunity from civil liability on officers and members of the Board of Governors and other bodies provided for under the principal Ordinance.

18. Clause 11 makes consequential amendments to renumbered section 23 of the principal Ordinance.

19. Clause 12 amends renumbered section 24 of the principal Ordinance. Clause 12(1) expands the regulation making power under section 24(1) to take account of the revisions to the principal Ordinance. Clause 12(2) repeals section 24(2). The effect of this repeal is that regulations made under the principal Ordinance will in future be required to be laid on the table of the Legislative Council (and be subject to the negative vetting procedure under section 34 of the Interpretation and General Clauses Ordinance (Cap. 1)). Clause 12(3) adds new section 24(3) which stipulates a two-thirds majority for resolutions of the Board of Governors that provide for the making of regulations under that section.

20. Clauses 13 and 14 make consequential amendments to renumbered sections 25 and 26 of the principal Ordinance.

21. Clause 15 adds new section 27 of the principal Ordinance which, when read together with the new Schedule to the principal Ordinance added by clause 17, provides for certain transitional arrangements. These include—

- (a) 藉以讓現任的協會理事會成員成為協會管理局成員，直至根據經修訂的主體條例就有關的席位作出提名或進行選舉之時為止的安排 (附表第 2(a)、3、4 及 5 條)，以及讓協會的現任主席、副主席及司庫分別成為協會管理局的主席、副主席及司庫的安排 (附表第 2(b) 條)；
 - (b) 提名委員會成員的指定 (附表第 6 條)；
 - (c) 委任協會的現任秘書為行政總裁 (附表第 8 條)；及
 - (d) 藉以讓每一協會學校校董會的現任成員成為經修訂的主體條例所訂的該學校校董會的成員，直至根據經修訂的主體條例作出提名或進行選舉之時為止的安排 (附表第 9、10 及 11 條)。
22. 草案第 16 條更新保留條文，以修訂主體條例中經重編的第 28 條。
23. 草案第 18 條廢除所有根據主體條例訂立的現行規例。
24. 草案第 19 條載有《香港特別行政區立法會議事規則》第 50(8) 條所規定的保留條文。

廖陳林律師事務所
英基學校協會之代表律師

- (a) arrangements whereby the current members of the Executive Committee of the Foundation are to become members of the Board of Governors, until such time as nominations are made or elections are held under the principal Ordinance as amended for those positions (sections 2(a), 3, 4 and 5 of the Schedule), and the current Chairman, Vice-chairman and Treasurer of the Foundation are to become the Chairman, Vice-chairman and Treasurer respectively of the Board of Governors (section 2(b) of the Schedule);
- (b) the names of the members of the Nominating Committee (section 6 of the Schedule);
- (c) the appointment of the current Secretary of the Foundation as Chief Executive Officer (section 8 of the Schedule); and
- (d) arrangements whereby the current members of the School Council of each school of the Foundation are to become members of the School Council of the school under the principal Ordinance as amended, until such time as nominations are made or elections are held under the principal Ordinance as amended (sections 9, 10 and 11 of the Schedule).

22. Clause 16 amends renumbered section 28 of the principal Ordinance by updating the saving provision.

23. Clause 18 repeals all existing regulations made under the principal Ordinance.

24. Clause 19 contains the saving provision required by Rule 50(8) of the Rules of Procedure of the Legislative Council of the Hong Kong Special Administrative Region.

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