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ESF Ordinance and Regulations



THE ENGLISH SCHOOLS
FOUNDATION
ORDINANCE (CAP 1117)





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THE ENGLISH SCHOOLS FOUNDATION ORDINANCE (CAP 1117)

As amended by The English Schools Foundation (Amendment) Ordinance 2008 (5 of 2008)

Long title

To establish The English Schools Foundation, to provide for its incorporation, constitution, functions and matters connected therewith.

1. Short title

This Ordinance may be cited as The English Schools Foundation Ordinance.

2. Interpretation

(1) In this Ordinance, unless the context otherwise requires -

“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)(b), (c) or (d);

“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;

“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;

“students with special educational needs” (特殊教育需要學生) means students –

(a) with a significantly greater difficulty in learning than the majority of students of the same age; or

(b) with a disability which hinders them from making use of educational facilities of a kind provided in schools of the Foundation for students of the same age;

“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.

- (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.

The Foundation

3. Incorporation of The English Schools Foundation

- (1) There is hereby established in Hong Kong a Foundation with the name of “The English Schools Foundation” in English and “英基學校協會” in Chinese.
- (2) The members of the Foundation shall be the persons who are for the time being the members of the Board of Governors.
- (3) The Foundation shall be a body corporate and shall have perpetual succession and may sue or be sued in that name and shall have a common seal.

4. Objects and powers of Foundation

- (1) The objects of the Foundation are –
 - (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).

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
 - (iii) 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. Composition of Board of Governors

- (1) The Board of Governors shall comprise the following members –
 - (a) 3 persons elected by the Chairmen of the School Councils from among their own number;
 - (b) 6 persons elected by the parents of students of schools of the Foundation that provide primary or secondary education from among their own number;
 - (c) one person elected by the parents of students of schools of the Foundation that provide primary or secondary education from among the parents of students with special education needs of schools of the Foundation;
 - (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 as a member of the Board under subsection (1)(h).
- (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 2008 (5 of 2008), 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. 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) 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, Vicechairman and Treasurer.
- (2) The offices of Chairman, Vice-chairman and Treasurer shall be honorary offices.
- (3) The persons who are for the time being the Chairman, Vicechairman 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.

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) 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 –
 - 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
 - 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) 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. 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.

18. Dividends prohibited

No dividend or bonus whatsoever shall be paid and no gift or division of money or any property whatsoever shall be made by or on behalf of the Foundation to any of the officers or employees of the Foundation, any of the members of the Board of Governors or any of the students of the schools of the Foundation except –

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

19. Manager and Supervisor of schools of the Foundation

- (1) Subject to the approval of the Permanent Secretary, the Foundation shall, for the purposes of the Education Ordinance (Cap 279), be registered as the sole manager and supervisor of each of the schools of the Foundation.
- (2) Acting on behalf of the Foundation, the Principal of a school of the Foundation shall conduct all correspondence relating to the administration, management and supervision of such school.

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) 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.

23. Committees generally

- (1) The Board of Governors, the Chief Executive Officer and any School Council respectively may establish such committees as they think fit.
- (2) Unless otherwise expressly provided by the regulations, any committee 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) Subject to the provisions of this Ordinance, the Board, the Chief Executive Officer and any School Council respectively may, with or without restrictions or conditions as they think fit, delegate any of their powers and duties to any committee established under this section.

24. Regulations

- (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.
- (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.

25. Form of contract

- (1) Contracts on behalf of the Foundation may be made as follows-
- (a) a contract which, if made between private persons, would be required by law to be in writing, shall be in writing and, if required by law to be under seal, shall be made under the common seal of the Foundation;
 - (b) a contract which, if made between private persons, would be required by law to be in writing, and signed by the parties to be charged therewith, shall be made on behalf of the Foundation in writing signed by any person acting under the express or implied authority of the Board of Governors;
 - (c) a contract which, if made between private persons would be valid by law although made by parole only and not reduced into writing, may be made by parole on behalf of the Foundation by any person acting under the express or implied authority of the Board of Governors.
- (2) A contract made according to this section shall be effectual in law and shall bind the Foundation and all other parties thereto.
- (3) A contract made according to this section may be varied or discharged in the same manner in which it is authorized by this section to be made.
- (4) Instruments under seal made on behalf of the Foundation, sealed with the common seal of the Foundation, signed by the Chairman, or the Vicechairman, or the Treasurer of the Foundation and countersigned by the Chief Executive Officer, shall be deemed to be duly executed.

26. Registration with Registrar of Companies

- (1) The Foundation shall deliver to the Registrar of Companies for filing the following-
- (a) notice of the address of the principal office of the Foundation and any change thereof; and
 - (b) a list of the names and addresses of the office bearers and members of the Board of Governors and any change therein, certified as correct by the Chairman of the Foundation and the Chief Executive Officer.
- (2) Delivery in accordance with subsection (1) shall be made within 28 days of the commencement of this Ordinance or within 28 days of any change or nomination or election.

- (3) The Foundation shall pay such fees for filing any document with any public registry as may be prescribed under section 304 of the Companies Ordinance (Cap 32) for filing a document with the Registrar of Companies.
- (4) Filing of the documents mentioned in subsection (1) shall be conclusive evidence of the facts contained in such documents.
- (5) Any person may inspect any of the documents filed under this section upon payment of such fee as may be prescribed under section 304(1A) of the Companies Ordinance (Cap 32) for the inspection of a document.

27. Transitional arrangements

The arrangements set out in the Schedule shall have effect.

28. Saving

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

SCHEDULE

[S. 27]

TRANSITIONAL ARRANGEMENTS

Interpretation

1. In this Schedule, unless the context otherwise requires –
“amendment Ordinance of 2008” (《2008 年修訂條例》) means The English Schools Foundation (Amendment) Ordinance 2008 (5 of 2008);
“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 2008.

Board of Governors

2. As at the commencement of the amendment Ordinance of 2008 –
 - (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, Vicechairman 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 (h) (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 Vicechairman of the Foundation)	Paragraph (h) (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)
3	Paragraph (iv) (The Treasurer of the Foundation)	Paragraph (h) (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) Chairman of the Management Committee)	(The Paragraph (a) (persons elected by the Chairmen of the School Councils from among their own number)
5	Paragraph (vii) (The Chairman of the Academic Committee)	Paragraph (e) (person elected by the Principals from among their own number)
6	Paragraph (viii) (The Chairman of the Staff Council)	Paragraph (f) (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 (d) (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 2008 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. 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 2008, 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 2008, 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
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 2008 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 2008, 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 2008, 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 –

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. 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 2008 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.

THE ENGLISH SCHOOLS
FOUNDATION
(GENERAL) REGULATION





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THE ENGLISH SCHOOLS FOUNDATION (GENERAL) REGULATION

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

1. 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

2. 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 of the Board 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) If a member of the Board 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.
- (4) If a member of the Board 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 of the Board shall, upon the matter coming to his knowledge, declare the member's position to be vacant.
- (5) The person who is the Chairman, Vice-chairman or Treasurer of the Board may be removed from office by resolution of the Board approved at a meeting of the Board by two-thirds of the members of the Board who are eligible to vote on the resolution.
- (6) 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.

- (7) Any member of the Board may resign his membership by giving notice in writing to the Board.
- (8) 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.
- (9) In this section, a reference to a member of the Board is a reference to a member other than an ex officio member.

3. 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 of the Board 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 of the Board in consultation with either the Vice-chairman or the Treasurer of the Board, 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 of the Board under subsection (2) is vacated the Chairman of the Board shall fix an alternative date and shall give members notice in writing of the alternative date.

4. 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 of the Board –
 - (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.

5. 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.

6. 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

7. 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 members of the Committee appointed under paragraph (a).
- (2) The Chief Executive Officer and the senior finance executive of the Foundation may attend any meeting of the Audit Committee other than a meeting held in private with the external auditors of the Foundation.
- (3) The Audit 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 Audit 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 of the Foundation and obtain outside professional advice in carrying out its activities.
- (5) The Audit Committee shall meet at least 3 times in each academic year.
- (6) If any 3 members of the Audit Committee request the chairman of the Committee 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.

8. 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 Finance Committee to assist the Committee in its work.
- (3) In advising the Board, the Finance 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.

9. 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 Remuneration Committee to assist the Committee in its work.
- (3) In advising the Board, the Remuneration 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 of 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.

10. Membership of standing committees of Board of Governors

- (1) The Board shall appoint one of the members of each standing committee of the Board of Governors 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 7(1), 8(1) or 9(1).
- (5) If a member of a standing committee 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.
- (6) If a member of a standing committee 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.
- (7) The person who is the chairman of a standing committee may resign his office by giving notice in writing to the Board.
- (8) Any member of a standing committee may resign his membership by giving notice in writing to the Board.

- (9) 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.
- (10) The term of office of a member of a standing committee appointed under section 7(1)(b), 8(1) (d) or 9(1)(c) shall be 3 years.
- (11) An appointed member of a standing 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 committee consecutively for more than 2 terms or 6 years, whichever is the shorter.

11. Proceedings of standing committees of Board of Governors

- (1) A formal record shall be kept of the proceedings of every meeting of a standing committee of the Board of Governors, and a copy of that record shall be provided to the Board 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 at any time 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 members notice in writing of the alternative date.
- (7) In relation to matters not otherwise provided for in this Regulation, 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.

Chief Executive Officer's Advisory Committees

12. 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 the schools of the Foundation.

13. 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 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.

14. Committee of Parents

- (1) The Committee of Parents shall comprise –
- (a) the Chairmen of the Parent Teacher Associations;
 - (b) one parent member of each of the School Councils, elected by the parent members of the 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 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” (家長成員), in relation to a School Council, means a member of the School Council elected pursuant to section 14(1)(b)(iii) of the Ordinance.

15. 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 the schools of the Foundation;
 - (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 the schools of the Foundation.

16. Committee of Support Staff

- (1) The Committee of Support 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 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 the 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 the schools of the Foundation.

17. 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 member of an advisory committee from a meeting of the committee, 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 committee consecutively for more than 3 terms.

School Councils

18. 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 of the Council 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) If a member of a School Council 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.

- (4) If a member of a School Council ceases to be eligible for election or appointment as a member 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.
- (5) The members of a School Council may elect a vice-chairman from among their own number.
- (6) 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.
- (7) 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.
- (8) Any member of a School Council may resign his membership by giving notice in writing to the Council.

19. 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 at any time 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 of Governors.
- (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 members notice in writing of the alternative date.

Parent Teacher Associations

20. Functions of Parent Teacher Associations

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

- (a) seek to facilitate the discussion between the parent members and teacher members of the Association of 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.

21. Membership fees of Parent Teacher Associations

- (1) A fee ("membership fee") for membership as a parent member of the Parent Teacher Association of a school of the Foundation shall be payable in respect of each academic year by the parent, or by both parents jointly, of a student of a school of the Foundation and, except as provided in subsection (2), a separate membership fee shall be payable by such parent or parents in respect of each child who is a student of a school of the Foundation.
- (2) In the case of a parent or parents having more than one child as a student at the same school of the Foundation, only a single membership fee is payable in respect of those students.
- (3) The Board of Governors may determine a maximum amount that may be fixed by a Parent Teacher Association as the membership fee.
- (4) The membership fee for an academic year payable in respect of a student becomes payable –
- (a) at the time at which the school fee for the first month of the academic year becomes payable in respect of that student; or

(b) where the student is admitted to a school during the course of the academic year, at the time at which the school fee for the first month following the student's admission to the school becomes payable.

- (5) Membership fees paid are non-returnable.
- (6) The parent or parents of any child 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.

22. Committees of Parent Teacher Associations

- (1) There shall be for the Parent Teacher Association of each school of the Foundation 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 of the Foundation 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 membership of a 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.

23. 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 of the Foundation may invite students of the school to join the Association as student members.
- (3) An honorary member or a 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 of the Foundation, each family shall have one vote irrespective of the number of children they have in the school.

Miscellaneous

24. Vice-chairman of Foundation 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 Vicechairman of the Foundation may act as the Chairman in his place and shall, while acting, have all the powers and duties of the Chairman.

25. 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 either of the Associations mentioned in subsection (2) shall be as agreed by the Chief Executive Officer and the Chairman of the Association.

26. 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.

27. Code of conduct

- (1) The Board of Governors shall issue a code (“code of conduct”) setting out standards of conduct to be observed by the members of the Board, the School Councils and any committee provided for under the Ordinance.
- (2) Every person who becomes a member of the Board, a School Council or a committee provided for under the Ordinance shall be provided with a copy of the code of conduct and shall be asked to affirm in writing that he agrees to abide by it.
- (3) The code of conduct shall require the members of the Board, a School Council and any committee provided for under the Ordinance –

- (a) annually and in writing, to declare to the Board, School Council or committee (as the case may be) of which they are a member any pecuniary or personal interest, direct or indirect, that may have a bearing on their role as such member, or to state that they have no such interest; and
- (b) at any meeting of the Board, School Council or committee (as the case may be) –
 - (i) to declare any pecuniary or personal interest relating to an item on the agenda for the meeting; and
 - (ii) to abstain from voting on any matter in which they have a pecuniary interest and to speak on such matter only at the specific invitation of the chairman of the meeting.
- (4) The Board of Governors shall keep a record of all declarations of interest made under subsection (3)(a) by its members and shall permit the record to be inspected by the public at any reasonable time.

28. 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.

29. Transitional arrangements

The arrangements set out in Schedule 2 shall have effect.

SCHEDULE 1 **[S. 28]**

**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 p.m. 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) of the Ordinance (which provides for the election of a person from among the parents of students with 24 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 as being a student with special educational needs.
- (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) one 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 noon on the date specified under section 3(1) as is practicable; ballot papers received after that time shall be disregarded.
- (3) The internal auditor of the Foundation 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 of the Foundation 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 academic year.

Interpretation, etc

9. (1) In this Schedule, unless the context otherwise requires, “parent” (家長) 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.

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 paragraph (a) of section 22(1) 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 paragraph (b) of section 22(1) 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 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 22 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 (5 of 2008).

Chairman,
The English Schools Foundation
May 2008

Explanatory Note

1. The English Schools Foundation (Amendment) Ordinance 2008 (5 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 2 to 6 deal with the Board of Governors and the Nominating Committee of the Foundation.

Specifically –

- (a) section 2 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 3 prescribes the arrangements for meetings of the Board, including the giving of notice for regular meetings and the calling of special meetings;
 - (c) section 4 prescribes matters relating to the conduct of business at meetings of the Board;
 - (d) section 5 provides for the Board to determine its own procedure at meetings of the Board;
and
 - (e) section 6 prescribes matters relating to the Nominating Committee, including the term of office of members of the Committee.
3. Sections 7 to 11 deal with matters relating to the standing committees of the Board of Governors. Specifically –
- (a) sections 7, 8 and 9 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 10 prescribes matters relating to the membership of the standing committees including the chairmanship, vacancies in membership and the term of office of members;
and
 - (c) section 11 prescribes the procedure for meetings of the standing committees and requires the standing committees to report to the Board.
4. Sections 12 to 17 deal with matters relating to the Chief Executive Officer's advisory committees. Specifically –
- (a) sections 12 to 16 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 17 prescribes procedural and membership matters relating to the advisory committees.
5. Sections 18 and 19 deal with School Councils of schools of the Foundation. Specifically –
- (a) section 18 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 19 prescribes the procedure for meetings of School Councils and requires School Councils to report to the Chief Executive Officer and the Board of Governors.
6. Sections 20 to 23 deal with Parent Teacher Associations. Specifically –
- (a) section 20 elaborates on certain aspects of the function of Parent Teacher Associations under the principal Ordinance;
 - (b) section 21 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 22 prescribes the composition of the committee of a Parent Teacher Association and the term of office of its committee members; and

(d) section 23 prescribes the voting rights of parent members at meetings of a Parent Teacher Association.

7. Sections 24 to 29 and Schedules 1 and 2 deal with miscellaneous matters.

Specifically –

- (a) section 24 provides for the Vice-chairman of the Foundation to act in place of the Chairman of the Foundation if the Chairman is unable to perform the duties of the Chairman;
- (b) section 25 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;
- (c) section 26 prescribes matters relating to the proceedings of the Appeals Panel established under the principal Ordinance;
- (d) section 27 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;
- (e) section 28 and Schedule 1 prescribe matters relating to the election of parent members to the Board of Governors under section 6(1)(b) or (c) of the principal Ordinance; and
- (f) section 29 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 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.