

**CONSTITUTION
OF
THE INCORPORATED MANAGEMENT COMMITTEE
OF MARYKNOLL CONVENT SCHOOL (SECONDARY SECTION)
(瑪利諾修院學校(中學部))**

Part 1 – Preliminary

1. Definitions

1.1 In this Constitution –

“Alternate Manager” means an alternate manager in accordance with the Ordinance;

“Code of Aid” means Code of Aid for Aided Schools; or such relevant code of aid as may be defined from time to time in the Education Ordinance;

“Days” means calendar days unless otherwise stated;

“IMC” means the incorporated management committee established under the Ordinance in respect of the School;

“Manager” means a person registered under the Ordinance as a manager of the School, the definition of which includes Regular Manager and Alternate Manager;

“Ordinance” means the Education Ordinance (Cap. 279) (as may be amended from time to time) and, unless the context otherwise requires, all subsidiary legislation made under the Ordinance;

“Permanent Secretary” means the Permanent Secretary for Education of the Hong Kong Special Administrative Region

Government;

“Principal” means the principal of the School in accordance with the Ordinance;

“RAA” means the body of persons recognized under Section 40AP of the Ordinance as the recognized alumnae association of the School;

“RPTA” means the body of persons recognized under Section 40AO of the Ordinance as the recognized parent-teacher association of the School;

“Regular Manager” means a Manager other than an Alternate Manager;

“School” means Maryknoll Convent School (Secondary Section) (瑪利諾修院學校(中學部));

“Secretary” means the Secretary of the IMC;

“Sponsoring Body” means the sponsoring body of the School, namely Maryknoll Convent School Foundation Limited (瑪利諾修院學校基金有限公司);

“Supervisor” means the supervisor of the School;

“Treasurer” means the Treasurer of the IMC;

“Vision and Mission” means the Vision and Mission of the School laid down in the Memorandum of Association of the Sponsoring Body.

For the purposes of this Constitution, words importing persons include companies or associations or bodies of persons, whether

corporate or un-incorporate;

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

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

Any words or expressions defined in the Ordinance in force at the date when this Constitution or any part thereof is adopted shall bear the same meaning in this Constitution or such part as the case may be.

2. Objects of IMC and Vision and Mission of School

2.1 The objects of the IMC are to manage the School and to promote quality education affordable to all in the School in accordance with the Vision and Mission.

3. General provisions and rules of interpretation

3.1 The IMC shall comply with the Ordinance and the Code of Aid.

3.2 This Constitution shall be interpreted in a manner that is consistent with the Ordinance and the Code of Aid.

3.3 Words and expressions used in this Constitution have, unless the context otherwise requires, the same meaning as in the Ordinance and the Code of Aid.

Part 2 – Composition of IMC

4. Number of each category of Managers

4.1 The IMC shall have 15 Managers of whom 12 shall be Regular Managers and 3 shall be Alternate Managers.

4.2 Regular Managers shall include –

- (a) 7 sponsoring body managers; and
- (b) the Principal as an ex officio manager; and
- (c) one teacher manager; and
- (d) one parent manager; and
- (e) one alumnae manager; and
- (f) one independent manager.

4.3 Alternate Managers shall include -

- (a) one alternate sponsoring body manager; and
- (b) one alternate teacher manager; and
- (c) one alternate parent manager.

5. Term of office of Managers

5.1 The person who is for the time being the Principal shall hold office as a Manager.

5.2 The term of office for the other Managers is as follows –

- (a) 5 years for the sponsoring body managers and the alternate sponsoring body manager;
- (b) 2 years for the teacher manager and the alternate teacher manager;
- (c) 1 year for the parent manager and the alternate parent manager;
- (d) 2 years for the alumnae manager;
- (e) 2 years for the independent manager,

beginning on the date on which the Manager concerned is registered as a Manager. For the avoidance of doubt, the term of office for a Manager

commences upon the registration of the person as a Manager under the Ordinance and ends when the registration is cancelled, regardless of whether or not the person serves as a Regular Manager or Alternate Manager.

6. Vacation of office of Managers

6.1 Subject to the provisions of the Ordinance and this Constitution, the office of a Manager shall be vacated –

- (a) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) if his physical or mental health has rendered him unfit to perform his duties as Manager ; or
- (c) if he is convicted of a criminal offence in a court of law in any jurisdiction; or
- (d) if, in the case of the teacher manager or alternate teacher manager, the Manager ceases to be employed in the School; or
- (e) at the earlier of the expiry of his term or the end of the school year if, in the case of the parent manager or alternate parent manager, the child of the Manager is no longer a current pupil of the School during his term of office; or
- (f) in the case of the independent manager, if the majority of the Managers present and voting at an IMC meeting resolve that he is no longer acceptable as a Manager. In such instance, the Manager whose qualification is in question shall be allowed to vote if he is present at the meeting.

6.2 (a) If by virtue of the Ordinance or otherwise, a person is no longer entitled to hold office as a Manager; and

(b) If the registration of the person as a Manager has not yet been cancelled,
the person shall not be entitled to exercise any right or power of a Manager.

7. Resignation of Managers

7.1 A Manager, other than the Principal and Supervisor, may resign from office by giving notice in writing to the Supervisor. In the case of the Supervisor, his notice of resignation should be given in writing to the Secretary. In the case of the Principal, he may not resign while serving as Principal and his resignation from the position of Principal will be deemed to constitute his resignation as Manager of the IMC. Upon his resignation becoming effective, a Manager no longer enjoys any rights as a Manager regardless of whether or not his registration as a Manager has been cancelled.

8. Filling of vacancies of Managers

8.1 If the office of any Manager who is not an independent manager becomes vacant, the IMC shall give notice to the relevant party to nominate a replacement Manager. In the case of the teacher manager/alternate teacher manager, the IMC shall instruct the Principal to notify the relevant party. Nomination of a person for registration as a Manager shall follow the relevant provisions of the Ordinance and this Constitution.

8.2 The notice mentioned in paragraph 8.1 shall require the relevant party to nominate a Manager within 2 months, or such shorter period of time as specified in the notice (“Nomination Period”). If the relevant party fails to do so within the Nomination Period, the IMC may require

the party to provide reasons for the failure. In such event, subject to paragraphs 11.10, 12.2 or 13.2, as the case may be, and the compliance with Section 40AU of the Ordinance, the IMC shall decide in its sole discretion when to reopen the Nomination Period for the vacant Manager position.

8.3 In this paragraph, “relevant party” means –

- (a) in relation to a sponsoring body manager and alternate sponsoring body manager, the Sponsoring Body; or
- (b) in relation to a teacher manager and alternate teacher manager, all persons who are entitled to elect such a Manager; or
- (c) in relation to a parent manager and alternate parent manager, the RPTA; or
- (d) in relation to an alumnae Manager, the RAA.

8.4 If the office of the independent manager becomes vacant, the IMC shall nominate a person to fill the vacancy in accordance with the Ordinance as soon as possible.

8.5 The term of office for a new Manager filling a vacancy should commence upon his registration as a Manager with the Education Bureau, regardless of whether or not the vacancy arises as a result of natural term expiry or premature departure. In the case of premature departure of the outgoing manager, the term of office of the new manager shall run afresh.

8.6 For the avoidance of doubt, the validity of any decision made by the remaining Managers and the IMC shall not be affected notwithstanding the office of any Manager being vacant.

9. Giving notice of cancellation of registration of Managers

9.1 In the event –

- (a) the office of a Manager is vacated by virtue of any of the reasons mentioned in paragraph 6.1 or 7.1; or
- (b) the IMC receives a request under Subsection (2), (3), (4) or (5) of 40AX of the Ordinance,

the IMC shall as soon as practicable issue a notice to the Permanent Secretary requesting for cancellation of registration of that Manager under Subsection (1) of Section 40AX of the Ordinance unless it has reasonable grounds to believe that the request made under paragraph 9.1(b), to the extent applicable, is not valid. In such event, the IMC may make such enquiry as is necessary to ascertain the validity of the relevant request made under paragraph 9.1(b) before taking action to issue notice regarding cancellation of a Manager's registration to the Permanent Secretary.

9.2 The request made under paragraph 9.1(b) must be annexed to the notice to the Permanent Secretary.

9.3 The Supervisor shall send a copy of the notice to the Permanent Secretary to each of the Managers.

Part 3 - Nomination or election of persons for registration as Managers and role of Managers

10. Nomination of person for registration as sponsoring body manager and alternate sponsoring body manager

10.1 A person for registration as sponsoring body manager or alternate sponsoring body manager shall be nominated by the Sponsoring Body in accordance with its Articles of Association and the Ordinance.

11. Election and nomination of person for registration as teacher manager and alternate teacher manager

11.1 Any person standing for election as teacher manager or alternate teacher manager shall be a teacher employed in the School as defined in Section 40AB of the Ordinance.

11.2 The election of persons for registration as teacher manager or alternate teacher manager shall be conducted in accordance with the Ordinance and paragraph 11.

11.3 The election shall be conducted by the Principal.

11.4 Not less than 21 days before the date on which the election is to be conducted (“Election Day”), the Principal shall give notice in writing to all persons entitled to elect a teacher manager/alternate teacher manager of the School. The notice shall –

- (a) specify the Election Day; and
- (b) specify the manner in which any interested teacher should declare his candidature; and
- (c) specify the manner in which any recipient of the notice can nominate other teacher(s) to stand for election, including the requirement that the nominee signs the nomination consenting to his candidature; and
- (d) be accompanied by a copy of the text of this paragraph.

11.5 Not less than 7 days before the Election Day, the Principal shall give notice in writing to all persons entitled to elect a teacher manager/alternate teacher manager of the School. The notice shall –

- (a) include a list of the names of all candidates who are validly nominated; and
- (b) be accompanied by a ballot paper; and
- (c) specify –
 - (i) the time slot(s) of the Election Day within which ballot papers can be returned; and

- (ii) the manner in which ballot papers are to be returned;
and
- (iii) the arrangements for the counting of votes and
declaration of election results.

11.6 The candidate who obtains the highest number of votes shall be nominated for registration as teacher manager, and the candidate who obtains the second highest number of votes shall be nominated for registration as alternate teacher manager.

11.7 If the voting results in an equality of votes for the teacher manager nomination, there shall be a second round of voting for those candidates who obtain the highest number of equal votes within 7 working days after the first round of voting. In the second round of voting, the candidate who obtains the highest number of votes shall be nominated for registration as teacher manager and the candidate who obtains the second highest number of votes shall be nominated for registration as alternate teacher manager. If the voting results in an equality of votes in the second round of voting, the result shall be determined by drawing lots. The candidate on which the lot falls shall be deemed to have obtained more votes and the other candidate, or the candidate next determined by the drawing of lots (if more than one) shall be deemed to have the second highest number of votes.

11.8 If the voting in the first round results in a single winner for the teacher manager nomination but an equality of votes for the alternate teacher manager nomination, there shall be a second round of voting for those candidates who obtain equal votes within 7 working days after the first round of voting. In the second round of voting, the candidate who obtains the highest number of votes shall be nominated for registration as an alternate teacher manager. If the voting results in an equality of votes

in the second round of voting, the result shall be determined by drawing lots. The candidate on which the lot falls shall be deemed to have obtained more votes.

11.9 At any point in time, a candidate may withdraw his candidature. Under the situations as mentioned in paragraphs 11.6 and 11.7, if only one candidate remains due to withdrawal of others' candidature, the remaining candidate shall be nominated for registration as teacher manager. The withdrawn candidate shall not be nominated as alternate teacher manager regardless of whether the withdrawal takes place before or after the first round of voting.

11.10 If no candidate is validly nominated within the Nomination Period, the IMC shall instruct the Principal to re-open the nomination within 3 months thereafter for a new election. Where only one candidate is validly nominated, such candidate shall be deemed elected and nominated for registration as teacher manager and the IMC shall instruct the Principal to re-open the Nomination Period of alternate teacher manager within 3 months after the last election.

12. Nomination of person for registration as parent manager and alternate parent manager

12.1 A person for registration as parent manager or alternate parent manager shall be nominated by the RPTA in accordance with its Articles of Association/Constitution and the Ordinance.

12.2 Where no person is nominated for the position of parent manager or alternate parent Manager according to paragraph 12.1 within the Nomination Period, the vacant position shall remain vacant until the Nomination Period is re-opened as decided by the IMC as provided in

paragraph 8.2 and a person is validly nominated pursuant to paragraph 12.1.

13. Nomination of person for registration as alumnae manager

13.1 A person for registration as alumnae manager shall be nominated by the RAA, in accordance with its Articles of Association/Constitution and the Ordinance.

13.2 Where no person is nominated for the position of alumnae manager according to paragraph 13.1 within the Nomination Period, the IMC may nominate an alumna under Section 40AP of the Ordinance for registration to fill such position if the nomination is supported by the majority of all the Managers present and voting at an IMC meeting.

14. Nomination of person for registration as independent manager

14.1 A person for registration as independent manager shall be nominated by the IMC in accordance with the Ordinance.

14.2 The IMC may nominate a person for registration as independent manager if the nomination is supported by the majority of all the Managers present and voting at an IMC meeting.

15. Re-nomination

15.1 Save for those reasons referred to in Section 40AX of the Ordinance and those stated in paragraph 6, a person who has ceased to be a Manager may be re-nominated for registration as a Manager. Save and except for the Principal, a person shall not serve as a Manager of the same category for more than 5 consecutive terms.

16. Role of Managers

16.1 The Managers as a whole shall be responsible for –

- (a) ensuring that the Vision and Mission are carried out; and
- (b) formulating educational policies of the School in accordance with the Vision and Mission as well as the strategic or general directions provided by the Sponsoring Body; and
- (c) the management, administration and operations of the School in accordance with the key principles and guidelines issued by the Sponsoring Body; and
- (d) planning and managing financial and human resources available to the School, including overseeing the budgetary process and making sure proper human resources policies (such as succession planning for key positions) are in place; and
- (e) monitoring and evaluating for improvement the performance of the School including the Principal, teaching and non-teaching staff, and pupils; and
- (f) accounting to the Permanent Secretary and the Sponsoring Body for the performance of the School; and
- (g) ensuring accountability of School management; and
- (h) strengthening the community network.

16.2 A Manager shall promote communication and co-operation between the IMC and the body that nominated him for registration as a Manager.

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

16.4 All Managers are entitled to information given by the IMC from time to time including but not limited to information distributed in relation to IMC meetings and resolutions. All Managers are entitled to attend IMC meetings.

16.5 A Manager shall follow any instruction given by the IMC regarding confidentiality.

16.6 For the purpose of establishing a quorum of a meeting of the IMC, an Alternate Manager shall not be counted unless it is in accordance with Section 40AS(6) of the Ordinance.

16.7 An Alternate Manager shall not vote on any matter to be resolved by the IMC by voting unless it is in accordance with Section 40AS(2),(3),(4) of the Ordinance.

Part 4 – Office bearers of IMC

17. Office bearers

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

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

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

17.3 Subject to paragraph 17.4, the Supervisor shall be appointed by the Sponsoring Body from among the sponsoring body managers and alternate sponsoring body manager, and the other office bearers shall be elected from among the Regular Managers and by all the Managers present and voting at an IMC meeting.

17.4 A Manager who is the Principal or a teacher of the School shall not be the Supervisor.

17.5 The election of the Secretary and the Treasurer shall be conducted by voting by secret ballot in accordance with this Constitution at an IMC meeting. Nomination can be made by any Manager present and voting at the meeting. The candidate with the highest number of votes shall be elected. In the case of an equality of votes, the Supervisor or the Manager presiding the meeting shall have the casting vote.

18. Term of office, removal from and vacation of office

18.1 The Supervisor shall hold office for 5 years and may be reappointed by the Sponsoring Body, subject to a maximum limit of 5 consecutive terms.

18.2 The Secretary and the Treasurer shall each hold office for two years (except where the office bearer is a parent manager or alternate parent manager, then the term of office will be one year) and may stand for re-election, subject to a maximum limit of 5 consecutive terms.

18.3 The term of office of a new Supervisor, Secretary or Treasurer runs afresh upon his appointment or election, regardless of whether or not he fills the position as a result of natural term expiry of or premature departure by the outgoing office bearer.

18.4 An office bearer may be removed from office at any point in time –

- (a) if he is the Supervisor, by the Sponsoring Body; or
- (b) if he is not the Supervisor, by the majority of all the Managers present and voting at an IMC meeting. In such instance, the office bearer concerned shall be allowed to vote if he is present at the meeting.

18.5 An office bearer vacates office when –

- (a) the office bearer’s term of office expires; or
- (b) the office bearer resigns from office; or
- (c) the office bearer ceases to be a Manager.

The determination of whether or not the office bearer is a Manager for the purpose of paragraph 18.5(c) shall be in accordance with paragraph 6.2.

19. Functions of office bearers

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

- (a) ensuring there is regular and appropriate reporting as well as effective and timely communication between the Sponsoring Body and the IMC; and
- (b) providing effective leadership to the IMC in the performance of its roles ; and
- (c) working closely with and providing guidance and support to the Principal and teachers of the School; and
- (d) representing the School at official events; and
- (e) building morale amongst the staff; and
- (f) enhancing communication between the teachers and the IMC.

19.2 The Secretary shall be responsible for –

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

19.3 The Treasurer shall ensure the IMC complies with Section 40BB of the Ordinance.

Part 5 – Meetings and proceedings of IMC

20. Number of meetings

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

21. Convening of meetings

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

21.2 At the written request of at least 4 Managers, the Supervisor shall, within 10 days after the receipt of such request, send out a written notice to convene a meeting of the IMC. Such meeting will be held at such time and place as the Supervisor may specify in the written notice but the time of such meeting shall be within 30 days after the receipt of the request from the relevant Managers.

22. Notice of meetings

22.1 A notice of meeting shall –

- (a) be served on all Managers; and
- (b) be accompanied by the agenda of the meeting; and
- (c) except in cases of emergency, be given to all Managers not less than 7 days before the date specified for the meeting.

23. Agenda

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

23.2 Any Manager may request in writing the Supervisor to place an item on the agenda of a meeting. If the Supervisor refuses to do so, the

Supervisor shall give the reasons for refusal to the requesting Manager in writing at the time of the refusal and a copy of such request as well as the written reasons for refusal shall be tabled at the meeting.

24. Quorum

24.1 Save for the purpose of discussing the special business mentioned in paragraph 27.1 and subject to Section 40AS(6), the quorum for a meeting of the IMC shall be 8 Managers, at least 5 of whom shall be Managers nominated by the Sponsoring Body.

24.2 In any meeting of the IMC, the number of Managers who hold salaried positions in the School should be less than those who do not hold such positions.

24.3 If no quorum is formed at the end of 30 minutes after the time appointed for a meeting, the meeting shall stand adjourned for not less than one week and not more than 4 weeks, to be held at such time and place as the Supervisor may specify.

24.4 At an adjourned meeting, the Managers present shall form a quorum and shall have full powers to transact the proposed business of the adjourned meeting.

25. Proceedings of meetings

25.1 The Supervisor shall preside at meetings of the IMC. If the Supervisor is absent, he can appoint another present and voting Manager to preside at the meeting. Such appointment should be made in writing by the Supervisor to the Secretary at least 48 hours before the meeting. If the Supervisor is absent and has not duly appointed another Manager to preside at the meeting, all the Managers present and voting at the meeting shall elect a sponsoring body manager present to preside at the meeting.

25.2 Save and except for the special business stated in paragraph 27.1 or unless the Ordinance or this Constitution provides otherwise, every issue to be resolved during a meeting shall be determined by the majority of votes of all the Managers present and voting. In the event of an equality of votes, the Supervisor or the Manager presiding shall have the casting vote.

26. Transaction of business by circulation of papers

26.1 Save and except for the special business stated in paragraph 27.1, where it is impractical to convene a meeting, business of the IMC may be transacted by circulating papers amongst the Managers.

26.2 A written resolution that is circulated to all Managers and signed by 75% of the Managers who are entitled to vote in accordance with Section 40AS of the Ordinance shall be valid as if it was passed at a meeting of the IMC.

27. Transaction of special business

27.1 The following special business shall not be transacted by circulation and written resolution –

- (a) amendment to the Constitution; and
- (b) appointment or termination of the employment of the Principal; and
- (c) termination of the employment of any teacher; and
- (d) resolution to apply for cancellation of the registration of a Manager under paragraph 6.1; and
- (e) appointment or removal of the external auditor of the IMC and approval of its remuneration; and

- (f) removal or vacation of office of Managers and suspension of Managers' rights pursuant to paragraph 6.1; and
- (g) dissolution of the IMC; and
- (h) change of the mode of receiving Government aid; and
- (i) merger with other school or schools or other educational institutions; and
- (j) proposal to close down the School; and
- (k) transfer of substantially all the assets of the IMC; and
- (l) naming or renaming the School; and
- (m) redevelopment/reconstruction of school buildings or changes or repairs of a structural nature to school premises; and
- (n) decisions regarding the public image and identification of the School including but not limited to school uniform, school song, school badge and school emblems; and
- (o) decisions regarding important educational policies that could have a significant impact on the education philosophy of the School and the carrying out of the Vision and Mission.

27.2 Subject to Section 40AS (6) of the Ordinance, the quorum for the meeting for transacting such special business shall be 10 Managers, of whom at least 6 shall be Managers nominated by the Sponsoring Body.

27.3 Any issue mentioned in paragraph 27.1 to be resolved shall be determined by not less than two-thirds of the votes of the Managers present and voting.

27.4 Any resolution of issues mentioned in sub-paragraphs 27.1 save and except in (b), (c), (d), (e) and (f) shall require the support in

writing by the Sponsoring Body, without which the IMC resolution itself shall be deemed void.

28. Disclosure of interests in certain circumstances

28.1 Without limiting Section 40BG of the Ordinance, a Manager shall make disclosure in accordance with that section and shall not, unless the IMC otherwise determines, be present or take part in any deliberation or decision in respect of a matter that is considered or is to be considered at a meeting of the IMC if –

- (a) the Manager is the Principal or a teacher of the School and the matter involves the appraisal of the Manager's own performance, appointment, dismissal, conditions of service and remuneration as a staff member of the School; or
- (b) the Manager is the parent or a relative of a pupil of the School and the matter involves disciplinary action against the pupil, whether singly or as part of a group; or
- (c) the Manager is directly or indirectly related to a situation or a person regarding potential disciplinary action and/or complaint ; or
- (d) the Manager is directly or indirectly related to an interest in the trading operations or business contracts to be discussed or tenders to be awarded.

29. Minutes of meetings

29.1 The Secretary shall take and keep minutes of every meeting of the IMC. In particular, the Secretary shall record the discussions and decisions and monitor follow-up actions. If the Secretary is absent, the

Supervisor shall appoint one of the Managers present and voting to be the acting Secretary for the meeting.

29.2 A Manager who has expressed a dissenting view may ask for his view to be recorded in the minutes. The Secretary shall make a record in the minutes accordingly.

29.3 The minutes of a meeting shall be tabled for approval at the next meeting of the IMC.

29.4 All documents related to the IMC, including minutes of meetings, shall be kept at the School.

Part 6 – Parent-teacher and alumnae associations

30. Parent-teacher association

30.1 For the purpose of recognizing an RPTA under Section 40AO of the Ordinance, if there is more than one body of persons that can be so recognized, the IMC shall decide which body shall be the RPTA.

30.2 The IMC shall work closely with the RPTA.

31. Alumnae association

31.1 For the purpose of Section 40AP of the Ordinance, the Sponsoring Body has the right to recognize a body of persons as the RAA.

31.2 The IMC shall work closely with the RAA.

Part 7 – Committees

32. Principal Selection Committee

32.1 The IMC shall appoint a Principal Selection Committee in accordance with Section 57A of the Ordinance if the need for selecting a

new Principal arises. The Principal Selection Committee shall be composed of 5 persons including –

- (a) 2 representatives of the Sponsoring Body who shall be appointed in writing by the Sponsoring Body; and
- (b) 2 representatives elected by the IMC; and
- (c) the Supervisor.

For the avoidance of doubt, the same person cannot represent more than one subcategory of the above paragraphs 32.1(a), (b) and (c).

32.2 Only Regular Managers may be elected as representatives of the IMC.

32.3 The meeting in relation to the selection and removal of IMC representatives on the Principal Selection Committee shall be conducted in accordance with this Constitution.

32.4 The Supervisor shall convene a meeting of the IMC to determine which IMC representatives shall sit on the Principal Selection Committee. The Supervisor shall notify in writing the Managers of his intention of convening such meeting not less than 21 days before the meeting. On such written notice, each Manager shall be invited to nominate in writing up to two Regular Managers for the Principal Selection Committee not less than 10 days before the meeting. The agenda for the meeting for selecting such representatives shall contain the names of all the nominees and shall be circulated to all Managers not less than 7 days before the meeting.

32.5 For the purpose of selecting two Regular Managers to sit on the Principal Selection Committee, each Manager present and voting, in accordance with Section 40AS of the Ordinance, shall cast up to two votes. The Regular Managers who obtain the highest and second highest numbers of votes shall be the representatives of the IMC to sit on the

Principal Selection Committee. If the voting results in an equality of votes, the Supervisor or the Manager presiding at such election (in the event that the Supervisor is absent) shall have the casting vote.

32.6 The Regular Managers elected in accordance with paragraph 32.5 to sit on the Principal Selection Committee shall remain the IMC representatives on such committee unless they cease to be Regular Managers or are removed by the IMC from the Principal Selection Committee based on the majority of votes of all the Managers present and voting at an IMC meeting, or unless the Principal Selection Committee is dissolved.

32.7 The IMC shall recommend under Section 57 of the Ordinance the person selected by the Principal Selection Committee for the approval of the Permanent Secretary to be the Principal.

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

32.9 Only the Sponsoring Body may nominate candidates for selection by the Principal Selection Committee.

33. Other committees

33.1 The IMC may delegate any of its powers to committees as it deems fit provided that these committees shall be accountable to the IMC. The IMC may from time to time revoke any such delegation.

33.2 The members and the chairperson of a committee shall be appointed by the IMC.

33.3 Persons who are not Managers may be appointed as members of committees, but the chairperson of a committee must be a Manager.

33.4 Subject to any direction from the IMC, the committees may determine their own proceedings.

Part 8 – Amendment to the Constitution

34. Amendment to the Constitution

34.1 Any Manager may propose that this Constitution be amended. Amendments to this Constitution shall be effective only if Section 40AY of the Ordinance and the following procedures have been followed.

34.2 The proposal has no effect unless it is –

- (a) in writing and signed by the Manager who makes the proposal; and
- (b) countersigned by not less than 40% of all the Managers including the Manager who makes the proposal; and
- (c) submitted to the Supervisor.

34.3 As soon as practicable after receiving the proposal, the Supervisor shall convene a meeting of the IMC to decide whether the proposal should be lodged with the Permanent Secretary under Section 40AY of the Ordinance.

34.4 The Supervisor shall give written notice of the meeting to all Managers not less than 28 days before the meeting. A copy of the proposal shall be attached to each copy of the notice.

34.5 The quorum for the meeting shall be in accordance with paragraph 27.2.

34.6 The proposal, including any amendment passed at the IMC meeting, shall be deemed to be approved by the IMC if it is supported by not less than two-thirds of the Managers present and voting at the meeting.

Furthermore, the proposal including any amendment passed at the IMC meeting shall be lodged with the Permanent Secretary if it is –

- (a) approved by the IMC; and
- (b) supported in writing by the Sponsoring Body.

Part 9 – Miscellaneous

35. Managers to act on honorary basis

35.1 The IMC shall not provide any of the Managers with any remuneration. No Manager, other than the Principal, teacher manager and alternate teacher manager, shall be appointed to any salaried positions of the School.

35.2 The funds and assets of the IMC shall be used only for the purposes in conformity with its objects and the Vision and Mission. Furthermore, the IMC shall not distribute any of its funds and assets to any Manager(s).

36. School plan and reports

36.1 The IMC shall submit the School Development Plan, Annual School Plan and School Report to the Sponsoring Body upon the latter's request.

37. Auditor

37.1 The appointment and removal of the external auditor of the IMC (the "Auditor") and the approval of the Auditor's remuneration, if any, must be determined in accordance with the procedures stated in paragraph 27.

37.2 The Auditor shall have a right of access at all times to the books and accounts of the IMC and shall be entitled to require from the Managers and any relevant parties such information and explanation as may be necessary for the performance of the duties of the Auditor. The Auditor shall make a report to the IMC once a year.

37.3 The financial statements of the IMC shall be signed on behalf of the IMC by the Supervisor and the Treasurer.

37.4 The Treasurer shall cause proper books of accounts to be kept with respect to –

- (a) all sums of money received and expended by the IMC and the matters for such receipt and expenditure;
- (b) all sales and purchases of goods by the IMC; and
- (c) the assets and liabilities of the IMC.

37.5 The books of accounts shall be kept at the School and shall always be open for inspection to the Managers on reasonable written notice.

37.6 The Treasurer shall cause the audited balance sheet(s), income statement(s), management accounts of the IMC and a copy of the Auditor's reports to be laid before the IMC meeting at least once a year and these documents shall be sent to all Managers not less than 7 days before the meeting.

38. Protection for Managers

38.1 The IMC may effect and maintain in force policies of liability insurance indemnifying the IMC as well as the Managers against losses, liabilities and expenses arising out of claims related to the IMC or the School.

39. Other Matters

39.1 Subject to the provisions of the Ordinance or any other law, the IMC shall comply with such guidelines, policies and procedures formulated by the Sponsoring Body from time to time in all matters relating to the hire of school premises, borrowing, investments, and the giving and receipt of donations and gifts/endowments, intellectual property rights.

39.2 Prior to receiving donations in the form of money, the IMC should check with the donors whether they wish the IMC to return the money to them in the event of the dissolution of the IMC. If they have such intention, the IMC should explain to them that such money is not tax-deductible.

**This constitution is approved by the
Education Bureau on 5 March 2013 .**