



# **St. Paul's Convent School Parent-Teacher Association Constitution**

## Chapter 1 : General

### 1.1 Name

The name of the association of parents and teachers of St. Paul's Convent School shall be the "St. Paul's Convent School Parent-Teacher Association" ("Association").

This Constitution applies only to St. Paul's Convent School (Secondary Section) (hereinafter called "School").

### 1.2 Aims

The aims of the Association shall be:

- 1.2.1 to support the mission and vision of the School to provide an all-round education to its students so that they can contribute positively to their home, profession and society;
- 1.2.2 to promote close collaboration and partnership between Home and School, enhancing communication and exchange of views in matters of mutual concern; and
- 1.2.3 to foster a concerted effort both at Home and in School in enhancing the effectiveness of education and improving the welfare of students.

### 1.3 Address

The address of the Association shall be 140 Leighton Road, Causeway Bay, Hong Kong.

## Chapter 2 : Membership, Fees, Rights and Responsibilities

### 2.1 Membership

There shall be three categories of membership and their eligibility criteria are:

#### 2.1.1 Ordinary Members

All parents or guardians (collectively as the "Parents") of students attending the School shall automatically become members of the Association subject to their payment of membership fee. Each family shall be entitled to not more than one membership as Ordinary Member at a time. For parents with more than one daughter studying in the School at the same time, the membership will default under the youngest daughter.



All membership will take effect upon the approval by the Executive Committee and upon payment of the membership fee. The term of membership shall commence on the first day of the School's academic year and end on the last day of the daughter studying in the School.

#### 2.1.2 Ex-Officio Members

All teaching staff of the School shall be Ex-Officio Members of the Association. Their membership shall cease upon the termination of their employment by the School.

#### 2.1.3 Honorary Members

The following persons may be nominated by the Executive Committee to be Honorary Members:

- (i) former Executive Committee Members;
- (ii) former Ex-Officio Members of the Executive Committee; and
- (iii) former Members and other persons who have made important and distinguished contribution to the Association.

Honorary membership will take effect upon the approval by the Executive Committee in the first Executive Committee Meeting of the academic year. A majority vote of the Members present is required.

The term for an honorary membership is five years unless otherwise earlier terminated under 2.4.

Honorary Members who become eligible for the membership as Ordinary Members or Ex-Officio Members shall have their Honorary status revoked automatically.

### 2.2 Membership Fee

2.2.1 Each new Ordinary Member shall pay a membership fee to "St. Paul's Convent School Parent-Teacher Association". The Executive Committee shall stipulate the amount of such membership fee from time to time. Ex-Officio Members and Honorary Members are exempted from paying membership fees.

2.2.2 Any person who joins the Association as an Ordinary Member shall pay the membership fee in full. All membership fees once paid are non-refundable except in special circumstances as determined by the Executive Committee.

### 2.3 Rights and Obligations of Members

2.3.1 Members shall have the following rights during the Annual General



#### Meetings and Extraordinary General Meetings (“General Meetings”):

- (i) Ordinary Members shall have the right to attend, move, second, and vote for a motion. They shall have the right to elect and be elected to the office of the Executive Committee.
  - (ii) Ex-Officio Members shall have the right to attend, move, second, and vote for a motion. They shall have the right to elect and be elected to the office of the Executive Committee.
  - (iii) Honorary Members shall not have the right to amend, move, second, and vote for a motion. They shall not have the right to elect and be elected to the office of the Executive Committee.
- 2.3.2 Apart from the rights mentioned in 2.3.1, all Members shall have the rights to attend all activities organized by the Association and to enjoy all privileges of the Association.
- 2.3.3 All Members shall attend the Annual General Meetings, observe the rules of the Constitution of the Association and abide by the decisions of the Executive Committee and resolutions passed at any General Meetings.
- 2.3.4 All Members shall actively participate in and support activities organized by the Association.
- 2.3.5 All Members shall work for the Association on a voluntary basis and shall not be entitled to remuneration in respect of any work performed for the Association.
- 2.3.6 Subject to the written approval by the Executive Committee, no Member shall use the name of the Association for any purposes including, but not limited to, the participation in political propaganda, commercial activities or any activities that may undermine the interest of the Association.
- 2.3.7 Ordinary Members shall pay the subscription fee for membership on time.

#### 2.4 Termination and Disqualification of Members

- 2.4.1 The membership of a Member shall be terminated if the Executive Committee is satisfied that the Member is in breach of the Constitution of the Association and/or has acted in such a way that the property of the Association is endangered or is jeopardized.
- 2.4.2 The membership of a Member shall be terminated instantly if he or she is convicted of a criminal offence in Hong Kong.
- 2.4.3 An Ordinary Member or an Honorary Member may terminate and resign from membership by giving a two-month prior notice in writing to the Executive Committee. Such resignation shall be effective upon confirmation



in writing by the Executive Committee.

### Chapter 3 : Organization

- 3.1 The organization of the Association shall consist of a General Assembly and an Executive Committee.
- 3.2 The General Assembly shall be the highest authority of the Association and be composed of all the Members of the Association. When the General Assembly is in recess, all matters of the Association shall be conducted by the Executive Committee.

### Chapter 4 : General Assembly

#### 4.1 Annual General Meeting

- 4.1.1 The Annual General Meeting shall be held once a year during the first term of the academic year.
- 4.1.2 The business of the Annual General Meeting shall include the following matters:
  - (i) to approve the minutes of the previous Annual General Meeting;
  - (ii) to approve the Annual Report of the Association;
  - (iii) to approve the Annual Financial Report of the Association;
  - (iv) to amend the Constitution of the Association, if applicable;
  - (v) to discuss general affairs of the Association, if any; and
  - (vi) to elect Members of the Executive Committee, if applicable.

#### 4.2 Extraordinary General Meeting

- 4.2.1 The Extraordinary General Meeting may be convened by the Executive Committee on its own initiative.
- 4.2.2 The Chairperson of the Executive Committee shall convene the Extraordinary General Meeting within 30 days of receipt of a written request bearing Members' signatures representing at least 15% of the Members of the Association. The written request shall state the subject or subjects for discussion. Discussions held and resolutions passed at the Extraordinary General Meeting shall be confined to those issues set out in the said written request. If the issues involve proposed amendments to the Constitution of the Association, those issues shall be approved by the School Advisory Board before they could be discussed during the Extraordinary General Meeting.

#### 4.3 Notice of General Meetings

The Executive Committee shall give at least fourteen days' written notice specifying the place, date, time and agenda for Annual General Meetings or Extraordinary



## General Meetings.

### 4.4 Quorum for General Meetings

- 4.4.1 The quorum for General Meetings shall be 50 Members (other than Honorary Members) or 10% of the total number of Members (other than Honorary Members) at the time of the General Meeting (whichever is less).
- 4.4.2 If the quorum is not met within half an hour from the scheduled starting time of the General Meeting, the Chairman shall declare an adjournment of the General Meeting. The adjourned General Meeting shall be convened within fourteen days thereof.
- 4.4.3 The quorum for the second General Meeting shall be no less than 20 Members (other than Honorary Members).

### 4.5 Vote for Motions

Each Ordinary and Ex-Officio Member presents in person shall have one vote at all General Meetings. Save and except in a motion or resolution which involves the amendments of the Constitution of the Association, a motion shall be carried or a resolution passed if more than 50% of the total number of Members (other than Honorary Members) present vote in favor of it at the time of the General Meeting or Extraordinary General Meeting. The Chairperson shall have a second or casting vote in the case of an equality of votes.

## Chapter 5 : Executive Committee

### 5.1 Organization

The Executive Committee, with the Principal as the advisor, shall not be less than ten members and shall not be more than sixteen members (with not less than six Ordinary Members and not less than four Ex-Officio Members appointed by the Principal). Members of the Executive Committee shall elect, amongst themselves, for the following offices:

- 5.1.1 One Chairperson, who shall be an Ordinary Member, to call and preside in General Meetings and Executive Committee Meetings, to lead the Executive Committee to perform its duties, to submit the Annual Report at the Annual General Meeting, and to stamp documents on behalf of the Association.
- 5.1.2 Two Vice Chairpersons, one of whom shall be an Ordinary Member and the remaining one shall be the Vice-Principal, to assist the Chairperson to perform his/her duties. In the absence of the Chairperson, the Ordinary Member Vice-Chairperson shall temporarily act as the Chairperson.
- 5.1.3 Two Treasurers, one of whom shall be an Ordinary Member and the remaining one shall be an Ex-Officio Member, to prepare the master budget,



to keep up-to-date accounts of the Association, to submit the Annual Financial Report which shall be audited by the Honorary Auditor, and to introduce it in the Annual General Meeting for approval.

- 5.1.4 Two Secretaries, one of whom shall be an Ordinary Member and the remaining one shall be an Ex-Officio Member, to prepare all agendas for meetings, to compile all minutes and reports, to handle all internal and external correspondence, to update the Member Directory, and to keep all correspondence and the stamp of the Association.
- 5.1.5 Other General Officers, among whom shall be at least one Ex-Officio Member, to coordinate the general affairs of the Association and the planning and implementation of activities organized by the Association, and to inform Members on activities organized by the Association.
- 5.1.6 The Executive Committee may appoint additional co-opt members of the Executive Committee.

## 5.2 Powers and Responsibilities

The powers and responsibilities of the Executive Committee include the following:

- 5.2.1 to represent the Association at the School Advisory Board and to elect one another to the said post;
- 5.2.2 to manage all matters of the Association when the General Assembly is in recess;
- 5.2.3 to hold at least two meetings during an academic year;
- 5.2.4 to execute all motions and resolutions of the General Assembly;
- 5.2.5 to plan and develop activities that promote the mission of the Association;
- 5.2.6 to encourage members to participate in activities organized by the Association;
- 5.2.7 to interpret the Constitution of the Association;
- 5.2.8 to call Extraordinary General Meetings when necessary;
- 5.2.9 to put forward suggestions and advice to the General Assembly; and
- 5.2.10 to set up sub-committees and approve the membership list of sub-committees, for example, volunteer groups.

## 5.3 Dissolution of the Executive Committee or Termination of a Committee Member

- 5.3.1 The Executive Committee shall be dissolved upon the passing of a special resolution of over two-thirds of the Members (other than Honorary Members) in an Extraordinary General Meeting in which two-thirds of the Members (other than Honorary Members) present or upon the decision of the School Advisory Board; or
- 5.3.2 Membership of a Member of the Executive Committee shall be terminated upon the passing of a special resolution of over two-third of the Executive Committee Members or upon the decision of the School Advisory Board.



## 5.4 Election of Members of Executive Committee

### 5.4.1 Term of Office

- (i) The term of office for all Members of the Executive Committee shall be two years, subject to the restriction that Ordinary Members shall not serve more than three terms.
- (ii) Notwithstanding subsection (i), half of the Members of the Executive Committee elected for the year 2014/2015 shall serve for a one-year term and another half shall serve for a two-year term. The Executive Committee are to reach agreement among themselves for the Members serving for one-year term and those serving for two-year term. This shall be a one-off arrangement.
- (iii) The decision as to which Members shall serve for a one-year term shall be made by all Members of the Executive Committee among themselves at the time of election.
- (iv) Each Ordinary Member elected in accordance with Clause 5.4.2 shall retire from office at the next election of Executive Committee Members.
- (v) A retiring member shall be eligible for re-election.
- (vi) All Executive Committee Members are on an honorary basis and are not entitled to remuneration.

### 5.4.2 Election of Executive Committee Members

- (i) Ordinary Members of the Executive Committee shall be voted by the Ordinary and Ex-Officio Members in the Annual General Meeting, if applicable.
- (ii) Ex-Officio Members of the Executive Committee shall be appointed by the Principal.

### 5.4.3 Nomination of Executive Committee Members

Members may nominate Ordinary Members for the Executive Committee Election in writing two weeks before the Annual General Meeting.

### 5.4.4 Voting for Executive Committee Members

Office-bearers in the Executive Committee shall be elected by Members of the Executive Committee. In case of two nominees receiving the same number of votes, a second round of election shall be carried out. If the two nominees receive the same number of votes in the second round of election, then a draw shall be carried out to determine whom shall be elected.



Members of the Executive Committee shall elect members to the offices of the Executive Committee within fourteen days from the establishment of that Executive Committee.

The immediate past Executive Committee shall complete the handing over of outstanding tasks to the new Executive Committee within one month from the establishment of the new Executive Committee.

#### 5.4.5 Filling of Vacancies

The Executive Committee shall have the power to select alternate members to fill the vacancies occurring during its term. The vacancy of an Ex-Officio Member shall be filled by the appointment of the Principal. The vacancy of the Chairperson shall be filled automatically by the Vice Chairperson who is an Ordinary Member.

#### 5.5 Executive Committee Meetings

- 5.5.1 Each Executive Committee shall hold at least two meetings during every academic year.
- 5.5.2 Notice of the meeting and the agenda shall be served on each Member of the Executive Committee at least 10 days prior to the day of the meeting.
- 5.5.3 Not less than 50% of the Members of the Executive Committee present shall constitute a quorum.
- 5.5.4 All decisions shall be made official and binding only if over half of the Members present vote in favour.
- 5.5.5 At all meetings of the Executive Committee, each Member of the Executive Committee presents in person shall have one vote and the Chairperson shall have a second or casting vote in case of an equality of votes.
- 5.5.6 The membership of a Member of the Executive Committee shall be terminated if that Member fails to attend two Executive Committee Meetings consecutively without any reasonable explanation.

#### Chapter 6 : Finance

- 6.1 All funds, income and subscription fees shall be collected and deposited in the designated bank account(s) of the Association in the name of "St. Paul's Convent School Parent-Teacher Association". All cheques shall be jointly signed by any one member from each group forming group A and group B of the Executive Committee Members.
- 6.2 Any funds, income and property of the Association shall be applied solely to its regular





expenditures, activities and matters stipulated under its aims and the promotion of the aims of the Association as set forth in the Constitution of the Association.

6.3 The Treasurer shall:

- (i) be responsible for the management of the income and expenses of the Association;
- (ii) report on the financial situation of the Association at the Executive Committee Meeting;
- (iii) prepare financial report for the current financial year for approval by the Honorary Auditor;
- (iv) present the audited financial statements of the Association for approval by the Executive Committee; and
- (v) present the audited financial statements of the Association for approval at the Annual General Meeting.

6.4 The financial year shall commence on 1st September and end on 31st August of the following year except for the first financial year, which shall commence on the day of registration of the Association.

6.5 All receipts of the Association shall be retained for at least seven years.

6.6 The Executive Committee is empowered to use the funds of the Association as it thinks fit. Any expenditures of the Association shall be approved by the Executive Committee.

6.7 The annual net income of the Association shall contribute to the Association Fund. The Executive Committee is empowered to use the Association Fund as it thinks fit.

6.8 The budget of the Association shall be compiled in accordance with the principles of keeping expenditures within the limits of revenues and maintaining a balance between revenues and expenditures. The Association shall not incur debts.

6.9 The budget of the Association shall not contain any deficit.

6.10 The Association may receive donations.

6.11 If upon the winding up or dissolution of the Association there remains a debt, such debt shall be shared amongst Ordinary Members. In any event, the maximum liability of each Ordinary Member shall not exceed the amount of a subscription fee paid by such Ordinary Member.

## Chapter 7 : Dissolution of the Association

7.1 The Association shall be dissolved:

- 7.1.1 upon the passing of a special resolution of over two-thirds of Members (other than Honorary Members) present at the Annual General Meeting/Extraordinary General Meeting; or



7.1.2 upon the decision of the School Advisory Board.

7.2 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst Members, but shall be donated to the School.

#### Chapter 8 : Amendment to the Constitution

Any amendments to the Constitution of the Association shall:

- (i) be approved by the School Advisory Board; and
- (ii) be passed by a special resolution of over two-thirds of the Members (other than Honorary Members) present at the Annual General Meeting or Extraordinary General Meeting.

#### Chapter 9 : Exclusion of Liability

Neither the Association nor the officer thereof shall be liable for any member or guest of a member any loss of or damage to any property occurring, from whatever causes, nor for any injury sustained by any member or guest at any functions organised by the Association.

#### Chapter 10 : Auditing of Accounts of the Association

The Executive Committee of the Association shall appoint an Honorary Auditor who shall audit at least once a year the accounts of the Association with the financial year ending 31st August.

#### Chapter 11 : Legal Advisor of the Association

The Executive Committee of the Association shall appoint an Honorary Legal Advisor who shall provide legal advice to the Association from time to time or as requested by the Association.

#### Chapter 12 : By-laws

12.1 The Association shall obtain prior approval of the School for adopting the School's address as the address of the Association.

12.2 The Association shall seek prior approval from the School if the Association wishes to organize any activities in the School.

12.3 The Association shall not interfere with the operation, management, policies and procedures on the School administration.



- 12.4 Any dispute between Members shall be handled by the Executive Committee.
- 12.5 The Association is an affiliate of the School. The School Advisory Board may exercise all its rights including the dissolution of the Association.
- 12.6 The English version of the Constitution prevails in case of any disputes on the interpretation of the content of the Constitution.