

*Discovery College Parent Teacher Association*

**Constitution**

1. Name

The name of the Association shall be Discovery College Parent Teacher Association.

2. Definition and interpretation

(a) In this Constitution: -

"**ESF**" means the English Schools Foundation as established and governed by the ESF Ordinance;

"**ESF Ordinance**" means The English Schools Foundation Ordinance (Cap. 1117, the laws of Hong Kong) and where the context requires The English Schools Foundation (General) Regulation (Cap. 1117A, the laws of Hong Kong);

"**PTA Committee**" has the meaning as set out in Article 5(a);

"**Parent**" means, in relation to a student of the School, includes: -

- (i) a guardian of the student; and
- (ii) a person who is not the person or guardian of the student but has the actual custody of the student;

"**parent member**" has the meaning as set out in Article 4(a)(i);

"**Principal**" means the principal of the School for the purposes of the Education Ordinance (Cap. 279, the laws of Hong Kong);

"**School**" means Discovery College;

"**teaching staff**" means, in relation to the School, the staff of the School who are employed as teachers at the School;

"**teaching staff member**" has the meaning as set out in Article 4(a)(ii).

(b) Unless the PTA Committee otherwise decides in respect of any specific matter or on a case by case basis, email communications and other online communications approved by the PTA Committee would be considered as written communications for the purpose of satisfying any written notice, consent in writing or any other requirement for written communications under this Constitution.

(c) Unless the context otherwise requires, words importing a gender include every gender.

3. Objects

(a) The object of the Association shall be to promote co-operation between the Parents and members of teaching staff of the School for the promotion of education.

(b) In furtherance of the objects of the Association but not otherwise, the Association may:

- (i) acquire and takeover all the assets and liabilities of the company known as Discovery College PTA Limited as at such date as determined between such company and the PTA Committee;
- (ii) promote close cooperation between Parents and members of teaching staff for the general welfare of the students;
- (iii) promote discussion on general and education matters;
- (iv) provide or assist in providing such additional facilities and extra-curricular activities as are approved by the Principal;
- (v) 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—
  - (1) the School's curriculum;
  - (2) the quality of education provided at the School;
  - (3) the assessment of, and school reports on, students of the School; and
  - (4) the behaviour of students of the School;
- (vi) by agreement with the Principal, organize extra-curricular and other supporting activities for students, Parents and teaching staff of the School;
- (vii) raise funds to support the Association and the School and, in consultation with the Principal, decide how to use the money raised; and
- (viii) engage in such other activities as the members of the Association and the Principal may decide.

#### 4. Membership

- (a) The following persons shall automatically become members of the Association:-
  - (i) Parents of each student of the School ("**parent members**");
  - (ii) all members of the teaching staff of the School ("**teaching staff members**"); and
  - (iii) the Principal.

The Association may also invite or appoint any persons as honorary members or student members on such terms and conditions as the PTA Committee may consider appropriate.

- (b) All parent members shall pay an annual membership fee per family.
- (c) Honorary members or student members shall not be required to pay a membership fee and shall not be entitled to vote.

- (d) The membership of any parent member who ceases to have any child as a student of the School will terminate automatically without notice unless he retains membership in any other capacity.
- (e) The membership of any teaching staff members shall cease automatically upon termination of his employment as a teacher unless he retains membership in any other capacity.
- (f) The membership of the Principal shall cease automatically upon termination of his appointment as a principal unless he retains membership in any other capacity.

5. Management

- (a) The management and administration of the Association shall be vested in the PTA Committee which shall consist of not fewer than four (4) members and not more than twenty (20) members.
- (b) The PTA Committee shall comprise at least a chairperson, two members (one of whom must be a parent member (“**Parent Representative**”)) and the Principal. The chairperson must be a Parent Representative who is not an employee of ESF. The power to elect a chairperson is delegated by the members of the Association to, and exercisable by, the members of the PTA Committee pursuant to this Constitution.
- (c) The chairperson may either be elected by the members of the Association at the Annual General Meeting or, if no chairperson is so elected by the members, by the members of the PTA Committee among themselves pursuant to the power given under this Constitution. The PTA Committee is further entitled to elect among themselves vice chairperson(s), treasurer(s) and secretary(ies).
- (d) All Parent Representatives shall be elected at the Annual General Meeting.
- (e) Not more than three (3) teaching staff members may be appointed by the teaching staff and the Principal to the PTA Committee.
- (f) Elected members for the PTA Committee shall hold office until the next Annual General Meeting, but shall be eligible for re-election at the expiry of their term of office, provided no person shall serve as an elected member consecutively for more than six terms.
- (g) If an elected member for the PTA Committee shall cease to have a child at the School, the PTA Committee shall, upon the matter coming to its knowledge, declare a vacancy in its membership.
- (h) The PTA Committee shall have the power to set and decide relevant rules and procedures for the nomination and election of the chairperson and Parent Representatives referred to in Articles 5(c) and (d) above.
- (i) The PTA Committee shall have power to form sub-committees constituted of any members of the Association and to delegate to the sub-committees such powers as may be deemed expedient. A sub-committee may not commit the PTA Committee or the Association to any expenditure without the consent of the PTA Committee.
- (j) The PTA Committee shall have power to co-opt members to fill vacancies occurring during the year and to fulfill such other special duties as the PTA Committee shall from time to time deem necessary.

- (k) The chairperson or any vice-chairperson of the PTA Committee shall, when present, preside as chairman at all meetings of the PTA Committee. In their absence, the PTA Committee shall appoint some other person present to act for them at the meeting then being held. In the case of an equality of votes, the chairman of the meeting shall have a casting vote at that meeting.
- (l) All matters to be determined by the PTA Committee may be decided by the PTA Committee by majority decision at meetings or by written communications.
- (m) At each PTA Committee meeting, three (3) members shall form a quorum.
- (n) A meeting of the PTA Committee may consist of a conference between the members of the PTA Committee who are not all in one place, but of whom each is able (directly or by telephonic or other electronic communication) to speak to each of the others, and to be heard by each of the others simultaneously. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing quorum. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is.

6. Conflict of Interest

- (a) If a member of PTA Committee is in any way (directly or indirectly) interested in a transaction, arrangement or contract or proposed transaction, arrangement or contract with the Association that is significant in relation to the Association's operations and if his interest is material, he must declare the nature and extent of his interest to the other member of the PTA Committee.
- (b) A member of PTA Committee must neither vote nor be counted for quorum purposes in respect of the transaction, arrangement or contract or proposed transaction, arrangement or contract in which he is so interested, and if he does so vote his vote shall not be counted.

7. Finance

- (a) The PTA Committee shall raise and administer funds for the conduct of the Association. The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Constitution.
- (b) All parent members shall pay an annual membership fee per family in accordance with the ESF Ordinance. A child entering school midterm will pay a proportionate fee as set by the PTA Committee. A child with a sibling already in attendance at the School will pay no additional fee, as fees paid are per family.
- (c) Unless the Association decides otherwise in General Meeting, the amount of the annual membership fee shall be determined by the PTA Committee provided that it does not exceed the maximum amount determined by the Board of Governors (as defined in the ESF Ordinance), in accordance with the ESF Ordinance.
- (d) The PTA Committee shall maintain a proper account of all receipts and disbursements (including donation receipts).

- (e) The financial year end of the Association shall be 30 June, unless otherwise decided in a General Meeting.
- (f) The PTA Committee shall prepare a balance sheet and statement of account for every financial year and make them available to the members for review.
- (g) No portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (h)
  - (1) No member of the PTA Committee or governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-articles (2) and (3) below) shall be given by the Association to any member of the PTA Committee or governing body of the Association.
  - (2) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the PTA Committee or governing body of the Association in return for any services actually rendered to the Association.
  - (3) Nothing herein shall prevent the payment, in good faith, by the Association to any member of the PTA Committee or governing body of the Association of out-of-pocket expenses.
- (i) If, upon the 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 among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 7 (g) and this Constitution, such institution or institutions to be determined by the PTA Committee at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable object.

## 8. Annual General Meeting

- (a) The Annual General Meeting shall take place in the first term of each academic year on a date and at such time and place to be fixed by the PTA Committee.
- (b) At least fourteen (14) days written notice of the Annual General Meeting shall be given to each parent member in such manner as decided by the PTA Committee.
- (c) Items for inclusion in the agenda of the Annual General Meeting shall be submitted to the PTA Committee in writing not later than seven (7) days before the date of the meeting.
- (d) The purpose of the Annual General Meeting shall include:
  - (i) To elect the chairperson and Parent Representatives on the PTA Committee for the ensuing year.

- (ii) To report on the annual membership fee for the ensuing year.
  - (iii) To report on the financial position of the Association.
  - (iv) To discuss matters in relation to the affairs of the Association included in the agenda.
  - (v) To discuss, with the approval of the majority of those present, any matter raised at the Meeting, but not included in the agenda.
- (e) The PTA Committee may decide to offer an electronic voting platform and/or other modern information technology methods to facilitate voting as it deems fit. Unless and until an electronic voting platform and/or any other method is introduced by the PTA Committee, voting in all General Meetings shall be by the members present by show of hands or by ballot as decided by the PTA Committee. No proxy vote will be accepted. At each General Meeting, each family shall have one vote irrespective of the number of children they have in the School and the chairperson of the meeting shall have a casting vote.
- (f) At each General Meeting, ten (10) members shall form a quorum.

9. General Meetings

- (a) Other than the Annual General Meeting, the PTA Committee may at any time convene a General Meeting of the members of the Association, specifying in the notice convening the meeting the purpose(s) for which the General Meeting is being called and to which the discussion will be strictly confined.
- (b) The PTA Committee shall, upon the written request of at least fifteen (15) members, convene a General Meeting of the members of the Association, specifying in the notice convening the General Meeting the purpose or purposes for which the Meeting is being called and to which the discussion will be strictly confined.
- (c) At least seven (7) days written notice of a General Meeting shall be given to each member in such manner as decided by the PTA Committee.

10. General

- (a) Proper minutes of the PTA Committee meetings and all General Meetings shall be kept by the PTA Committee.
- (b) An Annual General Meeting or a General Meeting may consist of a conference between the members of the Association who are not all in one place, but of whom each is able (directly or by telephonic or other electronic communication) to speak to each of the others, and to be heard by each of the others simultaneously. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing quorum. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is.

11. Amendments to Constitution

- (a) Any proposed amendment to this Constitution shall be given in writing to the PTA Committee. The PTA Committee shall then decide whether such proposal shall be

included in the agenda of the following Annual General Meeting or convene a General Meeting in accordance with Article 9 for such purpose.

- (b) Nothing in this Constitution shall be altered, nor shall additions be made thereto, except at an Annual General Meeting, or at a General Meeting convened for that purpose, by the vote of the majority of the members entitled to vote as provided in Article 8(e) above.
- (c) The Association shall comply with the provisions of the ESF Ordinance to the extent that they are applicable to the Association. If there is any inconsistency between any provisions of this Constitution and the ESF Ordinance, on the recommendation of the PTA Committee, the Association shall do such acts and pass such resolutions as are necessary to remove such inconsistencies.
- (d) If there is any matter which is not expressly covered by this Constitution, the PTA Committee shall be entitled to decide such matter in consultation with the Principal, and the decision of the PTA Committee shall be final and binding provided that such decision is not inconsistent with the ESF Ordinance or any provisions of this Constitution.