

Maryknoll Convent School Former Students' Association
Secondary Section Branch By-laws

[June 12, 2015]

These By-laws apply to the Secondary Section Branch of Maryknoll Convent School Former Students' Association and supplement the Constitution of Maryknoll Convent School Former Students' Association.

Article I	Definitions
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In these By-laws, defined terms shall have the same meanings as ascribed to them in the Constitution and unless the context otherwise requires:

“FSA SS Member” means a member of the Secondary Section Branch of the Association in accordance with Article II of these By-laws.

Article II	Membership
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- 2.1 Any former student of the Secondary Section may be admitted as an FSA SS Member upon registration with the FSA SS.
- 2.2 For the purpose of this Article, a former student means a student who has attended the Secondary Section of the School but is no longer such a student.
- 2.3 The FSA SS Management Committee shall from time to time lay down the rules on membership admission and related

Article III	Management and Duty of the FSA SS Management Committee
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- 3.1 The Secondary Section of the Association is managed by the FSA SS Management Committee. The FSA SS Management Committee shall consist of three (3) office-bearers, namely the President, the Honorary Secretary and the Honorary Treasurer, and up to four (4) other FSA SS Management Committee Members including the Principal of the Secondary Section. A person may, at the same time, be an FSA Committee Member, an FSA PS Management Committee Member and an FSA SS Management Committee Member.
- 3.2 Nominations for election to the FSA SS Management Committee shall be submitted in writing to the Honorary Secretary of the FSA SS Management Committee before the Annual General Meeting. All FSA SS Members shall be eligible to stand for election to the FSA SS Management Committee.
- 3.3 Election of FSA SS Management Committee Members shall take place at the Annual General Meeting of the FSA SS. The term of office of each FSA SS Management Committee Member shall run for two (2) consecutive years from the date of the election to the date of the Annual General Meeting following the next Annual General Meeting. Incumbent FSA SS Management Committee Members shall be eligible for re-election.
- 3.4 The FSA SS Management Committee shall meet at least once (1) a year. The quorum for each meeting shall be fifty percent (50%) of the FSA SS Management Committee Members.
- 3.5 The FSA SS Management Committee shall:
 - (1) manage the FSA SS according to the Constitution and these By-laws;

- (2) assist the Association in promoting its objectives, if required;
- (3) approve applications for membership;
- (4) conduct election of Alumni Managers to the School as required by the Education Ordinance and/or other relevant statutory provisions, rules and regulations;
- (5) be responsible for the budget of the FSA SS, if applicable;
- (6) arrange for payment of debts incurred by the FSA SS, if applicable;
- (7) determine the manner in which the bank accounts of the FSA SS shall be managed, if applicable;
- (8) convene the Annual General Meeting and other general meetings and organise other functions;
- (9) have the power to form ad hoc committees;
- (10) seek the views of FSA SS Members on matters which it shall consider extraordinary before making a decision;
- (11) accept resignation of any FSA SS Management Committee Member and appoint a FSA SS Member to fill the vacancy caused thereby.

Article IV	Alumni Managers
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- 4.1 The FSA SS may nominate one (1) Alumni Manager for registration as alumni manager of the Secondary Section of the School as may be provided for in the constitution of the Incorporated Management Committee of the Secondary Section of the School.
- 4.2 An FSA SS Member must satisfy all of the following conditions to be an eligible candidate for the role of an Alumni Manager:
 - (1) aged 18 or above;
 - (2) is not a serving teacher of the Secondary Section of the School;
 - (3) is not otherwise serving the Incorporated Management Committee of the Secondary Section of the School;
 - (4) meets the registration requirements of managers set out in section 30 of the Education Ordinance; and
 - (5) satisfies any other requirement as stipulated from time to time in the Education Ordinance and any other relevant statutory provisions, rules and regulations.
- 4.3 An FSA SS Member may only stand for the election for the Secondary Section.
- 4.4 The term of office of an Alumni Manager shall:
 - (1) be two (2) consecutive years; and
 - (2) commence on the 1st day of September and terminate on the 31st day of August.
- 4.5 No person shall hold the office of an Alumni Manager for more than 5 consecutive terms.
- 4.6 The election procedures are as set out in Appendix 1.
- 4.7 If a vacancy arises due to an Alumni Manager vacating her office, the FSA SS Management Committee shall then conduct a by-election in the same manner to elect another Alumni Manager.
- 4.8 The actions and decisions of the Alumni Manager must be in line with the interests and benefits of the School.
- 4.9 The office of the Alumni Manager becomes vacant if:
 - (1) she dies;
 - (2) she is convicted of a criminal offence;

- (3) she ceases to be a member of the Association;
- (4) she becomes of unsound mind;
- (5) she resigns from her office by notice in writing to the Incorporated Management Committee of the Secondary Section; or
- (6) her office is terminated for whatever reasons.

4.10 In the event that an Alumni Manager is considered to be unsuitable to continue to hold office, the FSA SS shall conduct an Extraordinary General Meeting to pass an Extraordinary Resolution to terminate the appointment of the Alumni Manager and to make a written request to the Incorporated Management Committee to cancel the registration of the Alumni Manager concerned.

Article V	Annual General Meeting
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- 5.1 An Annual General Meeting of FSA SS shall be held between the 1st day of May and the 31st day of August:
- (1) to approve the minutes of the last Annual General Meeting;
 - (2) to elect an FSA SS Management Committee for the current two years, if applicable;
 - and
 - (3) to conduct any other business.
- 5.2 Written notice and agenda shall be sent to all FSA SS Members at least two (2) weeks prior to the Annual General Meeting.
- 5.3 Any other business may be conducted at the Annual General Meeting if:
- (1) an FSA SS Member gives seven (7) days' written notice to the FSA SS Management Committee prior to the meeting; or
 - (2) a petition for bringing up a matter up is signed by at least ten (10) FSA SS Members.
- 5.4 Ten (10) FSA SS Members shall form a quorum.
- 5.5 Every FSA SS Member eligible to vote shall be entitled to one vote. The Chairperson of the meeting or the President of the FSA SS Management Committee in case the Chairperson of the meeting is absent, shall have a casting vote in the case of equality.

Article VI	Extraordinary General Meeting
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- 6.1 The FSA SS Management Committee may, at any time, and shall, upon receipt of a requisition in writing signed by not less than five (5) FSA SS Members specifying the object of the meeting, convene an Extraordinary General Meeting of the FSA SS for one or more of the following purposes:
- (1) to consider, sanction or otherwise deal with any proposed alteration to or revision of these By-laws;
 - (2) to consider, sanction or otherwise deal with any By-laws or regulation, provided that no such alteration or revision of or additional by-laws or regulations shall take effect unless and until the approval of the Registrar of Societies shall have been obtained;
 - (3) to deal with any special matter which the FSA SS Management Committee may desire to place before the FSA SS Members including expulsion of an FSA SS Member or Members.
- 6.2 Notice convening Extraordinary General Meeting shall be sent to the FSA SS Members at least seven (7) days before the meeting and shall specify the date, time and place of the meeting and the objectives for which the meeting is convened.

6.3 Ten (10) FSA SS Members shall form a quorum.

6.4 Any resolution passed by an Extraordinary General Meeting of the FSA SS Members (an “Extraordinary Resolution”) shall require seventy five percent (75%) votes in favour.

Article VII	Funds of the FSA SS
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7.1 The income of the FSA SS, however derived, shall be applied solely towards the promotion of the objectives of the FSA SS as set forth in the Constitution and By-Laws.

7.2 All expenditure exceeding a sum to be determined by the FSA SS Management Committee shall be paid by crossed cheque signed by two members of the FSA SS Management Committee and where possible shall be supported by an invoice or receipt, if applicable.

7.3 The FSA SS Management Committee shall cause a proper books of account to be kept in respect of:

- (1) all sums of money received and expended by the FSA SS; and
- (2) the assets and liabilities of the FSA SS, if applicable.

7.4 The FSA SS Management Committee shall present to the FSA SS Members an account of income and expenditure for the preceding fiscal year, if applicable.

Article VIII	Branch Closure
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8.1 The FSA SS Members may by Extraordinary Resolution at a general meeting of the FSA SS declare by way of resolution that the FSA SS be closed.

8.2 If the FSA SS is closed, whether voluntarily or otherwise, the assets of the FSA SS shall be transferred to the Association.

Article IX	Indemnity
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9. Every member of the FSA SS Management Committee, the ad-hoc committee or subcommittee shall in the management of the FSA SS’ affairs be entitled to be indemnified out of the funds of the FSA SS and/or the Association all costs, losses and expenses which the member may incur or become liable to under any contract entered into or act or deed performed by her in the discharge of her duties as a member of the FSA SS Management Committee.

APPENDIX 1

NOMINATION PROCEDURES FOR ALUMNI MANAGER

1. The FSA Executive Committee shall assign the President or any FSA Executive Committee Member as returning officer (the “**Returning Officer**”) to oversee the different aspects of work including making of nominations, issuance of ballot papers and counting of votes at the Annual General Meeting. The Returning Officer must not be a candidate for the Alumni Manager election.
2. At least 30 days before any incumbent Alumni Manager is due to retire from her office, the Returning Officer shall send a notice to all FSA Executive Committee Members inviting them to submit nominations to fill the vacant seat. The Returning Officer shall at the same time send a notice to all FSA SS Members notifying them of the date and place of the election (“**Election**”).
3. In other cases where a vacancy for Alumni Manager arises, the Returning Officer shall convene a by-election (“**By-election**”) and shall give not less than 30 days’ notice to all FSA SS Members of the date and place of the By-election, and to all FSA Executive Committee Members inviting them to submit nominations to fill the vacancy.
4. Any FSA Executive Committee Member who wishes to nominate any candidate as the Alumni Manager shall not less than 14 days before the Election day or By-election day (as applicable), submit a nomination form (“**Alumni Manager Nomination Form**”) as set out in Annex 1 in writing to the Returning Officer containing the following information:-
 - a) Name of nominee who must be an FSA SS Member;
 - b) Name of nominator who must be an FSA Executive Committee Member;
 - c) Name of seconder who must be the Supervisor or the Principal of the Secondary Section of the School or a Maryknoll sister;
 - d) Background of the nominee;
 - e) Reasons for the nomination; and
 - f) Written consent of the nominee to accept nomination.
5. At each Election or By-election, the number of candidates each FSA Executive Committee Member can nominate shall be one (1).
6. If no one is nominated within the nomination period, the FSA SS Management Committee may consider extending the deadline for nomination or conducting the election again after a lapse of some time.
7. The Returning Officer shall circulate to all FSA SS Members a list of nominees together with the Alumni Manager Nomination Forms no less than 7 days before the Election day or By-election day.
8. In case of an uncontested nomination, i.e., there is only one nominee for the office of Alumni Manager, the Returning Officer shall circulate to all FSA SS Members the relevant Alumni Manager Nomination Form no less than 7 days before the Election day or By-election day. If any FSA SS Member shall object to the nominee becoming the Alumni Manager, she shall provide the reasons in writing for distribution to all FSA SS Members at least 3 days prior to the Election day or By-election day. Otherwise, the nominee shall automatically become the Alumni Manager.

9. On the Election day or By-election day (as the case may be), FSA SS Members shall vote by secret ballot either personally or by proxy. Any FSA SS Member who appoints proxy shall submit to the Returning Officer a duly signed instrument appointing a proxy at least 24 hours before the Election day or By-election day (as the case may be) and in default, the instrument of proxy shall be treated as invalid.
10. Each FSA SS Member shall cast one (1) vote at an Election day or By-election day.
11. The Returning Officer shall arrange to conduct voting and counting on the same day. The President and the Returning Officer shall be present to witness the counting. If the President is one of the candidates, another FSA Executive Committee Member shall be present to witness the counting. All FSA SS Members, candidates, and the principal may be invited to witness the counting of votes.
12. The Returning Officer shall inform all FSA SS Members and notify the Incorporated Management Committee of the results of the election within 7 days of the Election day .
13. Candidates shall be ranked according to the number of votes obtained. The top-ranking candidate shall be elected as Alumni Manager.
14. If the FSA SS is unable to elect candidates to fill the vacancy due to tied ranking, there shall be a second round of voting amongst the candidates who obtain the highest number of equal votes. During the second round of voting, the candidate who obtains the highest number of votes shall be elected. In the event of equality of votes, the President shall be entitled to the casting vote. Before the second round of voting, a candidate may withdraw her candidature. The remaining candidate who has not withdrawn will be deemed to be the elected candidate.
15. All cast ballot papers shall be kept by the Returning Officer in an envelope, which will be signed and sealed by the Returning Officer and the President (or in the event of the President being one of the candidates, the FSA Executive Committee Member who witnessed the counting of votes). The envelope and the cast ballot papers shall be kept by FSA SS Management Committee for at least six months, as they might be needed for investigation purposes in case of allegations against voting irregularity.
16. Unsuccessful candidates may, within 7 days of the announcement of results, appeal to the FSA SS Management Committee in writing on one of the following grounds of appeal:
 - a) eligibility of the candidate to be nominated and elected;
 - b) eligibility of the FSA SS Member to cast vote;
 - c) re-counting of the voting results; and/or
 - d) any similar procedural irregularity.The FSA SS Management Committee, together with the Principal of the Secondary Section of the School or an Honorary member of the FSA shall conduct an independent investigation and delivery its judgment.

