

**Canadian International School Parent's Association (CISPA)
Board of Directors' Bye-Laws and Handbook
Approved 28 January 2016**

Introduction

The Canadian International Parents' Association (CISPA) was established in 1991, and is the only duly elected, representative parent organization at CDNIS. This document was finalized in May 2015 in an effort to address a need for a centralized source of information regarding the structure of CISPA and the means by which the Association would support its Memorandum and Articles of Association and carry out its mission statement and mandate.

Mission Statement and Mandate

CISPA's mission statement is "Working together to enrich the CDNIS experience". CISPA's Board of Directors and Committees are powered by parent volunteers who give their time and skills to champion CISPA's three "C" mandate: **community, communication, and curriculum support.**

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Bye-Laws

Organization of the Membership

I. Corporate Structure of CISPA

The Canadian International School Parents' Association Limited (CISPA) is a company formed under the Companies Ordinance of Hong Kong. Our company number is 0363369.

In Hong Kong, the formation of a company and the scope of its functions and powers are determined by:

1. Government legislation (Companies Ordinance [Chapter 32], <http://www.hkllii.org/hk/legis/en/ord/32/>)
2. The Corporate documents of the company:
 - a. Memorandum of Association
 - i. The Memorandum of Association is the foundation of the individual corporation; it creates the individual corporation. More particularly, the Memorandum of Association is the Charter constituting a Hong Kong company. It contains the company's name and sets out the objects or purpose for which the company is incorporated.
 - b. The Articles of Association
 - i. The Articles of Association contain many of the internal, administrative regulations adopted to govern the management of a company i.e. the way in which the Members exercise their rights, the number of Directors and their powers, among other things.
3. In addition to the Memorandum of Association and the Articles of Association, the corporation may also enact bye-laws.
 - a. These by-laws or 'regulations' are created by the Board of Directors and can be altered or repealed by the Directors without the consent of the Members. However, a super-majority (2/3) vote by the Board must take place in order to change bye-laws.
 - b. The bye-laws set out detailed procedures for the day-to-day running of the Corporation. They are the practical and specific guidelines covering everything from how to conduct an election to who gets a parking pass.

On 8 June 2010, the Memorandum of Association and Articles of Association of CISPA were amended during an Extraordinary General Meeting of the Members of CISPA.

1. A copy of these documents is attached as Appendix A to this handbook.
 - a. One of the major purposes of the amendments was to clarify and simplify the governing documents of the Association.
 - b. In general terms, CISPA is a corporation limited by guarantee and without share capital. All income and property of CISPA must be applied solely towards the promotion of the objects of the association as set out in the Memorandum of Association. There is an absolute prohibition against distributing any of the income or property of the association to the Members, either directly or indirectly.
 - c. While the objective or purpose for which CISPA was formed are limited to essentially educational, philanthropic and charitable purposes, CISPA is neither a charity, nor a non-profit corporation.

II. Membership Eligibility

When a child is enrolled at CDNIS, parents automatically become Members of CISPA.

1. The HK\$150 CISPA Membership fee per child is included as part of the school tuition fee annually. No separate bill is issued to parents.
 - a. CISPA issues an invoice to CDNIS in the beginning of May to bill the CISPA fee on a yearly basis based on the total student count as shown on the class list as of April. The school generally transfers payment to the CISPA bank account in May after receiving our billing.
2. Our Membership list is maintained by the CDNIS admissions office.
3. For how Members are removed, see Memorandum of Association and Articles of Association of CISPA.
 - a. CISPA is not required to share our Members' names with the Companies Registry.

III. Membership Voting Rights

Our M & A details that Members may vote at an AGM on resolutions put forward and the election of Directors. CISPA is a corporation limited by guarantee and we do not designate proxies in our Articles of Association. We are also without share capital, so proxies may not be appointed.

IV. Procedures for Annual General Meetings (AGMs)

The following arrangements should be followed in regards to an AGM:

1. An AGM will be held the second Thursday in March depending on timing of Spring Break. (Per February 2015 CISPA Board minutes)
2. The AGM will be announced 6 weeks prior to the date and communicated via Beat and Flash newsletters and posted on CISPA website. (Per February 2015 CISPA Board minutes)
3. The Membership will be notified 6 weeks prior to the AGM regarding which Directors will seek re-election. (Per February 2015 CISPA Board minutes)

V. Procedures for Election of Board of Directors

An election of the Board of Directors only occurs if the number of nomination forms submitted by Members exceeds 15.

1. An Ad-Hoc Election Committee will be formed by the Board to manage the process. (Per April 2015 CISPA Board minutes)
 - a. The Ad-Hoc Election Committee should be formed no later than January of each year.
 - b. The CISPA Secretary should preside over the Ad-Hoc Election Committee.
 - i. In the case that the Secretary is running for re-election, it is at the discretion of the Board to select a Director, Ex-Officio or Member who is not running for re-election to preside over the management of the election in his/her place.
 - ii. Directors, Ex-Officios and Members are all eligible to be on the Ad-Hoc Election Committee unless they decide to run in the election.
 - iii. The Ad-Hoc Election Committee will exist for a maximum of 30 days after the election is announced in order to allow for any election follow-up.

2. In order to be nominated to be a Director, a Member must have worked on a CISPAs committee or actively volunteered in some capacity at CDNIS. (Per January 2014 CISPAs Board minutes)
 - a. This requirement does not apply in the case of casual vacancies.
3. Nomination forms will be made available to Members 6 weeks prior to AGM. The nomination period will be open for 3 weeks. The nomination period will close 3 weeks prior to the AGM or at the discretion of the Board depending on CNY holiday break. (Per February 2015 CISPAs Board minutes)
 - a. The Nomination Form will abide by the following guidelines (Per April 2015 CISPAs Board minutes):
 - i. Nomination forms will only be available electronically via a Google doc or similar format. The length of the submission will be limited by a character count at the discretion of the Ad-Hoc Election Committee.
 - ii. All words in the nomination form will be the nominee’s own words.
 - iii. Photos will not be required of nominees.
 - iv. There will be 3 sections to part C of the nomination form. The exact wording will be left to the discretion of the Ad-Hoc Election Committee with the approval by the Board:
 1. Self-introduction – years at the school, children’s ages, why they chose CDNIS
 2. Relevant qualifications – professional experience, previous involvement as a CDNIS or CISPAs volunteer
 3. Possible contributions – which executive position or committee chair position they hope to hold, which committees they hope to sit on or special roles they hope to accept
 - v. Proposers may not write recommendations for nominees.
 - vi. The Code of Conduct for Election Candidates will be included in the nomination form and nominees will be asked to read it and acknowledge it as a document that they will be required to sign and abide by should they be successful in their bid for election.
 - b. CISPAs will notify Members regarding election, candidates and voting procedure (including ballot box opening and closing hours) via Beat and Flash newsletter and as a post on CISPAs website 2 weeks prior to AGM. (Per February 2015 CISPAs Board minutes)
 - c. The Secretary will obtain a list of Members from CDNIS for the purpose of checking the eligibility of their CISPAs Membership. (Per February 2015 CISPAs Board minutes)
 - i. Members will be required to show Hong Kong ID or a passport in order to receive a secret ballot and have their name crossed-checked against the Member’s list.
 1. Any Member(s), including Directors who are not running for re-election, may be appointed by the Board to facilitate the ballot box.
 - ii. When voting, Members may vote for up to, but not exceeding, 15 Members to be Directors. Ballot must be submitted immediately to the ballot box.
 - d. Voting box hours will end 24 hours prior to the AGM
 - iii. There will be a minimum of 12 hours and a maximum of 16 hours

available for voting over two consecutive days (Per April 2015 CISPA Board minutes)

1. The Ad-Hoc Election Committee will recommend the exact voting hours, dates and times which the Board will approve.
 2. The Ad-Hoc Election Committee will organize parent volunteers.
 - a. Should volunteers not be available, Directors, Ex-Officios or Members not running for re-election could assist in chaperoning the voting box.
 3. The voting results would be announced before the conclusion of the AGM.
- e. Voting tabulation should be undertaken as follows. (Per May 2015 CISPA Board minutes)
- i. Voting tabulations can occur during or after voting periods.
 - ii. The number of times the voting tabulations should be completed during the voting period will be left to the discretion of the Ad Hoc Election Committee with input from the Director of Business Administration.
 - iii. CISPA Treasurer should request voting tabulation done by employee(s) of the CDNIS finance department. If not available, the Board of Directors will appoint a Member(s) not running for election to tabulate the votes.
 - iv. It will be left to the discretion of the Board whether a Director(s) will observe the tabulation process. Only directors who are not running for re-election may observe the tabulation process.
- f. Candidates must abide by a Code of Conduct for Election Candidates that specifies the following:
- i. Candidates must sign the Code or they may not campaign in the election.
 - ii. Candidates may choose to campaign, but are not required to do so. Should a candidate choose to campaign, they may promote their own merits and strengths to our membership, but must refrain from any recommendation regarding other candidates – positive or negative. They must also refrain from embarking on candidacy platforms that create an atmosphere that is antagonistic and inflammatory.
 - iii. Candidates must follow the CDNIS privacy policy in regards to contacting parents via the Parent Portal. They should use common courtesy and a respectful tone in all communications to Members.
 - iv. They should refrain from campaigning on the CISPA Facebook Pinboard.
 - v. Ad Hoc Election Committee will collectively discuss and respond to breaches in the Code. Breaches to the Code might result in warnings, suspensions or disqualification from the election.
- g. An announcement as to the successful candidates in the election will be made at the conclusion of the AGM to all Members present. Membership informed via website posting (within 48 hours), next Beat and Flash newsletters. (Per February 2015 CISPA Board minutes)

Organization of the Board of Directors

The CISPA Board of Directors is composed of a minimum 8 to 15 individuals from the Membership (parents) who are elected annually by the Members. The following details outline the terms of their position and their responsibilities.

I. Responsibilities of the Board of Directors

Each Director must either serve as an Executive Director (Chair, Co-Chair, Secretary, Treasurer) or Chair or Co-Chair a Committee. A Co-Chair of a Committee is defined as a partner chair position (equal role).

1. It is recommended that Directors who put themselves forward as Executive Directors have served on the Board for at least one year. If no Director with sufficient experience is interested in the Executive Director position and it is available, the Board may decide to accept those with less than one-year experience.
2. Each Director must also either:
 - a. Accept one additional significant role (e.g. Professional Speaker Network liaison, Class Parent liaison, etc.)
 - b. Sit as an active Committee Member of at least one other Committee other than the one they chair.
 - iv. In the event that more than one Director is interested in chairing a committee, the Board will vote to determine which Director will chair the committee. A majority of Directors must be present for this vote.

II. Major Duties of Executive Directors of the Board

The Board is administered by four executive Directors

1. Executive Chair major duties:
 - a. Preside over Board meetings
 - b. Oversee Secretary, Treasurer and all Committee Chairs
 - c. Ensure CISPA Board governance is current and effective
 - d. Develop long-term vision for CISPA in conjunction with the Board of Directors
 - e. Attend Head of School meetings
 - f. Represent CISPA at official school events, including graduation, award ceremonies and banquets
 - g. Represent parents on school and CDNIS Board of Governor committees
2. Executive Co-Chair major duties:
 - a. Serve as a replacement for the Chair as needed, e.g. presiding over Board meetings when the Chair is unable to attend, representing CISPA at official school events and/or on school and CDNIS Board of Governors committees
 - b. Support and assist to Chair to oversee Secretary, Treasurer and all Committee Chairs.
 - c. Attend Head of School meetings
 - d. Assist committees or working groups as needed
3. Executive Secretary major duties:
 - a. Organize Board meetings, including locations, catering, guests
 - b. Circulate agendas, invitations, committee minutes and other materials to Board as necessary
 - c. Take minutes at Board meetings

- d. Maintain CISPA office
 - e. Arrange Board social events
 - f. Maintain Companies Registrar filing requirements
 - g. Organize and facilitate Board elections as needed
4. Executive Treasurer
- a. Accounts for and reports on the finances of CISPA
 - b. Recommends auditors and liaisons with them to generate annual audited financial statements
 - c. Ensures filing of tax return
 - d. Works with Committees Chairs to create an annual budget for the Association and presents the budget to the CISPA Board for approval
 - e. Ensures no misappropriation of funds.
 - f. Reviews the bank transactions and PayPal account on a monthly basis and reconciles to the bank statements

III. Board Terms

Our M & A details that Board of Directors' terms are from the conclusion of the June Board meeting to the conclusion of the following June Board meeting. M & A

1. A Director may serve for a maximum of 5 consecutive terms. At the end of 5 terms he/she must take a 1-year break from the Board before returning.
2. There is no limit to the number of total terms a Member may serve as long as they remain eligible Members.

IV. Organization of Board Meetings

Monthly Board meetings are scheduled in advance by the Secretary. They are held monthly, excluding July. They occur on the second Tuesday of each month, barring conflicts with various school or CISPA special events, school holidays, etc.

V. Board Meeting Attendance

- a) CISPA Board of Directors' monthly designated meetings are mandatory.
 - i. There may be instances when a Director is absent. If a Director must be absent, he or she must inform the Chair of the same in advance, as well as communicate to the Chair his or her views on business to be dealt with at the meeting and transition any duties that need to be performed to another Director (i.e. Secretary taking minutes).
 - ii. Directors may not designate a proxy to vote on their behalf. However, if a Director has listened to a discussion during a Board meeting and wishes to partake of a vote by phone or email, this is acceptable and not considered a proxy situation. (Per February 2015 CISPA Board minute)
- b) CISPA Board of Directors' special meetings are not mandatory, but attendance is strongly encouraged. Failure to attend special meetings could result in repeated loss of voting rights as only those who attend meetings and hear the information presented are allowed to vote on motions brought forth to CISPA.

VI. Procedure for Filling Casual Vacancies on the Board of Directors

The Board will notify its Membership within 7 days of a Director resigning via the Beat and Flash newsletters. (Per February 2015 CISPA Board minutes)

1. If the vacancy occurs while CDNIS is not in session, the announcement should be made 7 days from the first day back at school.
 - a. Secretary will reflect the resignation/appointment in the relevant board minutes for historical record.
2. It is at the discretion of the Board to invite the Membership to submit nominations, to appoint a Member to fill the vacancy without a nomination process or to not fill the vacancy at all. (Per February 2015 CISP Board minutes)
 - a. If the Board decides to invite the Membership to submit nominations, the nomination period should be open for 2 weeks from the announcement or until the next CISP Board meeting.
 - b. A vote on the nominee(s) to fill the vacancy should be taken by the CISP Board at the next Board meeting after the nomination period closes by secret ballot. A super majority (2/3) vote is required.
 - c. When deemed necessary by the Board, nominees may be invited to meet the Board to discuss their interest in the Board position and answer any questions.

VII. Voluntary Leave of Absence of a Director

From time to time, a Director may request a leave of absence due to personal or professional reasons.

1. Should a director need to take a leave, they must inform the Chair in advance in writing stating the reasons for the leave and setting the time frame for their absence. It is at the discretion of the Chair to grant approval for the leave.
 - i. A leave of absence should not exceed 3 board meetings. Any meetings missed, including voluntary leave of absences, count towards a Director's 3-missed meeting limit.
 - ii. Absent Directors should receive minutes from all board meetings. Any additional communications are up to the discretion of the Chair on a situation-by-situation basis.
 - iii. The duties of the Director should be temporarily delegated to another Director, Ex-Officio or Member, but there should be no transition of director powers without the full resignation of the director and a formal appointment.
 - iv. Voting rights are temporarily suspended for Directors on voluntary leave of absence.

VIII. Procedure for Selection of New Roles for Directors

The following guidelines seek to make the annual selection process for new roles on the Board efficient and organized.

1. The incoming Board should convene to select Executive Director and Committee Chair positions by 15 April of each school year so that proper transitions can take place for each role/committee chair position and first meeting dates of committees can be organized and published in the school calendar.
 - a. Any outgoing Director may facilitate the process for new Directors to select their roles.
 - b. The following process for selecting Directors should be adhered to when possible:

- i. Returning Executive Directors and Committee Chairs should state whether they wish to return in the same role.
- ii. When 2 or more Directors wish to hold the same position, each candidate should be invited to explain within a 3-minute time limit what attributes make them best qualified for the role. The new board may not question Directors who are running for Board positions after their 3-minute presentations. After 3 minutes are up for each Director, a secret vote should take place immediately.
- iii. In the event of a tie, the Chair of the new Board will make the final decision. If the Chair of the new board has not been decided, then the outgoing Chair shall make the final decision as to which candidate will take the role.

HANDBOOK

Procedures for the Board of Directors

The CISPA Board has policies and procedures in place for Directors that are not detailed in the M&A and the Bye-Laws.

I. Code of Conduct

Each Director must sign a CISPA Code of Conduct (see appendix) on an annual basis upon taking office, regardless of whether they have been elected or appointed.

1. As part of the Code of Conduct, it is the responsibility of each Director to stay up to date with and abide by the following:
 - a. CISPA Handbook
 - b. All Board governance documents, procedures and practices including the Memorandum and Articles of Association and by-laws.
 - c. All guidelines established by the Companies Registry for Directors of Hong Kong companies listed on their website at <http://www.cr.gov.hk/en/compliance/obligations.htm>.

II. Grievance Procedure & Disciplinary Actions for Breach of Code of Conduct

Should any Director or Ex-Officio have an issue with another Director or Ex-Officio's behavior or actions and believes that there has been a violation of the Code of Conduct, he/she may raise that grievance with the Executive Chair and Co-Chair.

1. The Executive Chair and Co-Chair should determine whether to pursue the grievance based on the claim. They may invite the Director who brought the grievance to show evidence of their claim and/or invite the accused Director to explain their actions.
2. If it is decided that the Code of Conduct has been breached, then it is up to the Chair and Co-Chair to pursue the disciplinary actions as outlined in the Code of Conduct.
3. If a grievance is against the Chair or Co-Chair, the Director who has the grievance should raise the issue to the whole Board via a motion at a Board meeting.
 - a. They may invite the Director who brought the grievance to show evidence of their claim and/or invite the accused Director to explain their actions.

- b. If it is decided that the Code of Conduct has been breached, then it is up to the Board to pursue the disciplinary actions as outlined in the Code of Conduct.
 - 4. In the event that a breach of the Code of Conduct is reported to the Executive Chair or Co-Chair by a Director(s), it is their responsibility to listen to the grievance. If the grievance is about the Chair, it shall be made to the Co-Chair. Directors found in breach of the Code of Conduct will face the following escalation of disciplinary actions:
 - a. Warning
 - i. Directors will be warned by the Chair, or if the Chair is in breach, by the Co-Chair.
 - ii. It is at the discretion of the Chair/Co-Chair whether the warning is made public to the rest of the Board.
 - b. Suspension
 - i. Suspensions will be given by the Chair, or if the Chair is in breach, by the Co-Chair.
 - ii. Possible grounds for suspension might include repeated warnings, communicating to the press without permission, personal attacks, failing to sign the Code of Conduct and significant unprofessional behavior towards any member of the CDNIS community.
 - 1. The Board must discuss the suspension in advance and have a closed ballot vote. The suspension will take place only if the majority votes in favour of it, otherwise only a warning will be given.
 - 2. The Director in question should be given an opportunity to explain him or herself should they wish to be heard by the Board.
 - 3. The length of the suspension shall be no longer than one month. Suspension will include missing one board meeting, loss of voting rights, and loss of communication rights, including the right to participate on CISP social media platforms. Suspended directors will be copied on minutes, and will be expected to maintain their committee responsibilities regarding communications.
 - c. Disqualification of a Director
 - i. Directors will be disqualified by the Chair, or if the Chair is in breach, by the Co-Chair.
 - ii. Automatic disqualification from the board may be given in the case of:
 - 1. Two suspensions (second suspension is an automatic disqualification)
 - 2. All notes listed under #64 of our Memorandum and Articles of Association
 - 3. All guidelines listed by the Companies Registry for Hong Kong company directors

- iii. In the event of a breach so grave that a Director warrants the breach is grounds for disqualification, then any Director may raise a motion for disqualification of another Director.
 - i. If seconded, then the motion must be discussed and disqualification will be subject to a closed ballot vote.
 - ii. The disqualification will take place only if the super majority votes in favour of it, otherwise only a suspension or warning will be given at the discretion of the Chair or Co-Chair.
- iv. The Director in question should be given an opportunity to explain him or herself should they wish to be heard by the Board.

III. Ex-Officio Policy

An Executive Director may choose to be an Ex-Officio after they have resigned or completed their term. The following information details the terms and responsibilities of this position. (Per March 2015 CISP Board minutes)

1. Only Executive Officers (Chair, Co-Chair, Secretary and Treasurer) will be granted an Ex-Officio role.
 - a. Term length is two years from the completion of their term as a Director.
 - b. If more than one Director holds an Executive Director position during the year, only the Director who finishes the year in the position may be granted Ex-Officio status.
 - c. Time spent as an Ex-Officio does not count towards the 5-year Director's term limit.
 - d. An Ex-Officio can fill a casual vacancy as long as they have not reached their 5-year term limit. If they have reached their 5-year term limit, they can fill a casual vacancy if appointed during their second year as an Ex-Officio.
 - e. Ex-officios will not be recorded as Directors in the Companies Registry (CR).
2. A Director may remain as an Ex-Officio for a maximum of 2 years.
3. Ex-Officios must sign and abide by the same CISP Code of Conduct as Directors, with the exception of board meeting attendance.
4. The role of Ex-Officios is to provide historical context and advice as appropriate, they may engage in debate in the boardroom if recognized by the Chair. They are not full board members and thus, cannot vote on motions, have no fiduciary responsibility and may be asked to leave a meeting by the Chair if issues arise that are confidential in nature. This is at the discretion of the Chair.
5. They should receive all Board of minutes and be carbon copied on all communications sent to the entire Board.

IV. Annual Transition of Directors' Duties

To ensure continuity as Executive Director and Committee Chair positions are transitioned on an annual basis, it is important that the Director who is resigning meet to develop a transition plan with his/her successor.

1. This plan should include an exchange of guiding documents and a year-end review, as well as other historical background as is necessary for the running of the Committee.

2. Year-end reviews should be completed and presented to the Board by all Directors in charge of Committees by the last committee meeting of the year.
3. The incoming Board should convene to select Executive Director and Committee Chair positions by 15 April of each school year so the appropriate transition meetings can take place before the end of term.

V. Organization of Board Committees

The Board shall form standing committees as necessary in order to fulfill CISPA's three "C" mandate: community, communication, and curriculum support. These standing committees must be supported by an administration of the school. (Per March and May 2015 CISPA Board minutes)

1. The Executive Chair shall exercise general oversight of all committees and cause the chairmen of all committees to submit reports of their committees' work to the Board.
 - a. Each Committee should count at least one Director as part of their committee and said Director should regularly attend meetings conducted by the Chair of the Committee. It is not required that the Chair of any Committee is a Director.
 - b. Committees will be formed or removed by the Board by secret ballot. A super majority (2/3) vote by the Board is required.
 - i. To join a committee, a parent must be accepted by the Chair.

VI. Committee List and Mandates

Committee chairs undertake the responsibility to oversee committee Members, facilitate activities and events, hold committee meetings, and share committee progress with the Board through minutes or reports during Board meeting. Following are the current CISPA Committees and their major mandates or activities:

1. Welcome & Community Committee

- a. Welcome all new parents by facilitating new parent orientations and social events and outings
- b. Encourage social interactions between all parents by facilitating and organizing CISPA Quiz Nights, various other evening events, a parent Book Club, as well as hikes and outings around Hong Kong and the vicinity

2. Staff Appreciation Committee

- a. Express appreciation for school staff by organizing bi-annual, themed lunches and various other initiatives like treats during parent-teacher conferences

3. Family Fun Fair Committee

- a. Produce annual community event by organizing sub-committees responsible for vendors, games, food, entertainment & events, volunteer coordination, publicity, tickets, Upper School booths, arts & crafts and Scouts

4. Chinese New Year Fair Committee

- a. Produce annual community event by organizing sub-committees responsible for vendors, games, food, entertainment, publicity, tickets and volunteers

5. Literacy Committee

- a. Organize and facilitate events and activities that support the literacy curriculum at CDNIS and encourage a love of reading in students, including

the Family Fun Fair Recycled Reading Book Stall, International School Library Day and Lit Blitz

- b. Organize and promote visits by literacy specialists for parents, as well as arrange for theatre productions or storytellers to come for school visits, if funds are available

6. Math Committee

- a. Organize and facilitate events and activities that support the math curriculum at CDNIS and encourage a love of math in students, including decorating for the 100th Day of School event, facilitating grade-wide math centres, counting coins for March into Math Pi Day and making math at-home kits

7. Chinese Studies Committee

- a. Organize and facilitate events and activities that support Chinese Studies at CDNIS and encourage a love of the Chinese language and culture in students, including coordinating Chinese-language activities for students and organizing Chinese reading volunteers

8. Outreach Initiatives Committee

- a. Provides resources (guidance, ideas, mentoring and/or funding) for student- or faculty-led charitable or enrichment-based initiatives and projects

9. Digital Life Committee

- a. To support digital learning in our parent community through learn-to-code activities, among other initiatives

10. Communications & Technology Committee

- a. Communicate CISPAs and CDNIS initiatives through the weekly newsletter “The Beat”
- b. Administer and moderate the CISPAs Parents Pinboard page on Facebook
- c. Maintain and manage content on the CISPAs website
- d. Submit CISPAs communication items to the school newsletter “The Flash”
- e. Ensure the CISPAs Brand is promoted and used appropriately in all print and electronic media
- f. Produce the CISPAs Calendar, maintain the Parent Handbook, finalize the CISPAs Yearbook Page
- g. Write letters and communications on behalf of CISPAs
- h. Assist the Chair in communications within and outside the school, including to the media
- i. Maintain computer hardware, software systems and email systems
- j. Train CISPAs Board Members/volunteers in the use of WordPress, and IT infrastructure as needed

VII. Additional Significant CISPAs Roles

Some CISPAs activities require liaisons, representatives, mentors or coordinators, but not necessarily a committee of volunteers to support them. These unique roles are important to the school community and are held by Directors, Ex-Officios or Members. Typically, the parent volunteers who accept these roles update the Board on their progress through reports during Board meeting or by communicating with Directors who report on their behalf.

Following are a list of the current significant CISPAs roles and their major mandates:

1. Professional Speakers Network Liaison

- a. Arrange for general interest speakers and/or liaise with various school departments including LTT and Guidance to coordinate speaker visits or offer parent training sessions
- 2. SEED Representative**
 - a. Represent parents on school environment committee; produce events and activities that increase environmental awareness and reduce CDNIS's environmental impact
- 3. Spirit Shop Mentor**
 - a. Mentor student Business Club Members as they develop a business plan for various school branded items for sale to the CDNIS community
- 4. Parent Volunteer Coordinator**
 - a. Coordinate start of year parent volunteer recruitment; Maintain database of current parent volunteers; Recruit volunteers for CDNIS events upon request
- 5. Special Event Organizer**
 - a. Oversee coordination of annual school events that require parent volunteers or participation (Alan Dick Memorial Walk, Christmas tree decoration, etc.)
- 6. Artists in Action Coordinator**
 - a. Oversee coordination of parent volunteers during “Artists in Action” week at school; Organize artist visits and assist in brainstorming art ideas per grade
- 7. CISPA Annual Fund Advocate**
 - a. Inform Board of Annual Fund progress, funding priorities and updates; Solicit personal donations from board directors
- 8. Lost & Found Coordinator**
 - a. Coordinate regular cleaning sessions of lost and found bins; organize protocol for reviewing, categorizing and returning lost items

VIII. Working Groups

From time to time, the CISPA board deems it necessary to form working groups to support various initiatives. These groups are generally short term in nature and have 3-5 Directors. Ex-Officios and Members may also be invited to joining these working groups. Following are a list of working groups with no specific timeline for deliverables:

- 1. Governance**
 - a. Works with counsel to discuss and finalize aspects of our bye-laws, handbook, Code of Conduct or other significant issues
 - b. Convene Nominating Committee for CISPA elections
- 2. Parent Support Group**
 - a. Established in December 2014 to support parents nominated to the Task Force for Governance Reform
 - b. Consists of 2 CISPA reps, 2 Annual Fund reps, 2 Former Governors and 6 Parents
- 3. Ad- Hoc Election Committee**
 - a. In the event of a CISPA board election, this committee manages the election process, including voting hours, dates and times, which the Board approves.
 - b. The Ad-Hoc Election Committee ceases to exist 30 days after the election is announced in order to allow for any election follow-up.

IX. Policy to Revise Bye-Laws and Handbook

To ensure that the Bye-Laws and Handbook remain relevant and up-to-date, they may be updated as needed throughout the year.

1. The Board Secretary is responsible for the maintenance of both the Bye-Laws and Handbook.
 - a. Any significant changes will require Board approval. The Secretary will determine in consultation with Directors (and others as needed) what requires Board approval.
 - b. The M&A supersedes this document and changes made here cannot contradict what is stated in the M&A. Changes to the M&A require approval of the Membership. Refer to the M&A for further information.

Practical Information for Board of Directors

In addition to understanding the guiding documents and policies that CISPA uses to organize its Membership, the following practical information assists Directors in carrying out their duties efficiently and responsibly while adhering to established norms previously adopted by Directors.

I. Financial Matters

The CISPA Board of Directors have a fiduciary responsibility to ensure accounts are maintained and due diligence is undertaken when spending money to minimize costs for the best service available. Money spent without the proper pre-approvals may not be reimbursed.

1. Committee Budgets

After the Annual General Meeting each year, each Committee Chair is required to submit his or her projected budget for the upcoming school year for approval by the Board. Once a Committee Chair has a budget approved by the Board, he/she is free to allocate those funds as agreed.

- a. Each Committee Chair must keep track of monies spent to date. In the event that a potential purchase or expenditure will exceed the amount approved for that Committee in the annual budget, the Committee Chair must seek prior approval from the Board before proceeding with that purchase or expenditure.
- b. In addition, unbudgeted items over HK\$2,000 must be pre-approved by the Board. However, in emergency situations, three delegates of the Board (must include the Treasurer and the Chair or Co-Chair) can agree to make the emergency payments that can be ratified at the next Board meeting. Authorizations from the three delegates must be documented in writing.

2. Quotation Requirements

For new purchases, the following requirements must be followed. For recurring purchases, such as rental of equipment for the Family Fun Fair, verbal quotations are deemed sufficient to ensure the price charged by the current vendor is competitive and in line with market rates.

- a. When items to be purchased are estimated to cost above HK\$10,000 and less than HK\$80,000, two written quotes must be obtained from varying suppliers. Written quotes must be submitted with the income/expense form.

- b. When items to be purchased are estimated to cost above HK\$80,000, three written quotes must be obtained from potential suppliers. Written quotes must be submitted with the income/expense form.

3. Expenses Reports

For every expense/donation, an income/expense form must be completed and submitted to the Treasurer (See Appendix: Guidelines for Completing an Expense Form).

- a. Expenditures require a signature from the committee chair who initiated the expenses, the signature of either the Executive Chair or Co-Chair to approve the expense on the claim form, and supporting documentation (original invoice/receipt and quotations, depending on the amount).
- b. Completed expense claims should be placed in the “in box” of the plastic desktop document sorter, which is located on the top of the cabinet of the CISPA mailbox for the Treasurer. The CISPA Treasurer checks the “in box” regularly. Treasurer puts initial on expense form once the expense form is verified and checked against the budget. The CISPA support staff process payments accordingly. All cheques ready for signing are placed in the “signing box” for the bank signatories. Once payment is ready, the CISPA support staff either directly bank in for the recipient if a bank number is provided or they put the cheques in the “out box” for collection. Expenses should be reimbursed within two weeks provided that the expense form has been properly approved and all the required supporting documents are submitted for payment.

4. Reimbursement of Out of Pocket Expenses

- a. Directors are not permitted to receive any form of salary or honorarium in respect of their office but are entitled to be reimbursed actual out of pocket expenses incurred in the proper performance of their duties.
- b. Any request for reimbursement shall be directed to the Treasurer (and any such request on the part of the Treasurer shall be directed to the Chair).
- c. No Director shall sign or countersign any cheque made payable to him or her in respect of such reimbursement.
- d. Any CISPA Member may purchase articles on behalf of CISPA events or programmes and, subject to necessary approvals, be reimbursed – however this practice is to be discouraged as if subsequently rejected, the CISPA Member may be out of pocket. CISPA can pay deposits/provide floats in advance upon submission of an invoice and subject to the preceding requirements.

5. Bank Signatories

- a. Only designated Board Members may sign cheques. The Treasurer can advise who the CISPA signatories are at any given time.
- b. Upon receipt of the expense report, the Treasurer checks to make sure the expense report is properly approved and supported with all documents as required in this Handbook. Bank signatories should check the expenses report ensuring the report is approved by the Executive Chair or Co-Chair and verified by the treasurer before signing cheques.

6. Cheque Issuance

- a. CDNIS supports the CISPAs Treasurer by handling the paperwork related to expense/income functions. (See Appendix for Letter of Understanding Between CISPAs and CDNIS re Administrative Support).
- b. Once the completed expense claims with all signatures and supporting documents are in the red folder, CDNIS support staff will issue cheques for CISPAs signatures (2 required) and mail out cheques if required.
- c. CDNIS support staff maintain the expense forms and supporting documentation records. Paperwork flows between CISPAs and the CDNIS support staff through plastic desktop document sorter, which is located on top of the cabinet of the CISPAs mailbox.

7. Safe Box

- a. There is a CISPAs safe box in the CISPAs office. It is currently empty and the code is unknown. Presently, the CISPAs chops and chequebooks are held in the 9/F office in the locked drawer of the CISPAs support staff. The Treasurer also has a key to this drawer.

8. Cash Management

- a. CISPAs main bank account is held with HSBC.
- b. CDNIS support staff deposits cheques/cash for CISPAs as well as withdraws cash for event floats/vendor payment if enough notice is given.
- c. The CISPAs Treasurer is responsible for monitoring the cash balance in the CISPAs bank account and for ensuring that excess cash is deposited either with the school or an external bank so as to generate the best interest rate with minimal risk.
- d. No Internet banking is used by CISPAs.

9. Records

- a. CDNIS support staff maintain CISPAs records to assist the Treasurer. In addition, CDNIS support staff hold originals of accounts to enable easy and quick reference at school, to produce monthly accounts for presentation at CISPAs Board meetings and to maintain paper records of deposits/withdrawals and expense/income forms.
- b. It is important to note that CISPAs and the school operate skeleton staff over the school holiday periods.

II. Secretary Matters

The CISPAs Board of Directors are caretakers of the CISPAs Registered Company on behalf of all parents. While the Secretary is in charge of major organizational issues related to the following items, all Directors must understand the information listed below and respect the rules set forth.

1. New Director Orientation

- a. Every year in May and August, or as convenient, every new Director will be given an orientation by various Directors
- v. The Secretary will give the Director the following:
 1. CISPA Board of Directors' Handbook, which includes our Memorandum of Association, Articles of Association and bye-laws.
 2. A tour of the CISPA office, an explanation of its supplies and how to access the space.
 3. CISPA Contact Information document which shares the Directors' and other significant parent volunteers' email and phone numbers
- b. The Treasurer will review financial matters
- c. The Communications Chair will provide training for all relevant communication channels

2. CISPA Office

The CISPA Office is located on the roof above the 10/F library. The entrance is near the Primary Library. The Secretary is responsible for the general cleanliness and orderliness of the office, but all Directors are expected to do their share to keep their Committee supplies, as well as the general office supplies in order at all times.

- a. Office Keys –
 - i. The CISPA office has a fireproof, locked door to secure our belongings. There is also a locked door between the 10/F library and the stairwell that leads up to our office.
 - ii. The following individuals have CISPA office and stairwell keys:
 1. Executive Chair or Co-Chair
 2. Secretary
 3. Welcome & Community Chair
 4. 9/F Reception Desk
 5. School Security Staff
 - iii. It is the Secretary's responsibility to track who has the keys and who is deemed in need of the keys on a regular basis. Should a Director borrow the office keys from another Director or the 9/F Reception, they should return the keys promptly.
 - iv. Members should visit the office only when accompanied by a Director or Ex-Officio.

3. Allocation of Car Park Passes

The Secretary is responsible for understanding the needs of the Directors in regards to car park passes at the school. Where CDNIS is able to make car park passes available to CISPA for use by its Directors and Members for the purposes of the Association's work, the Board shall allocate such passes to those having a demonstrable need, in the instance that they are travelling a significant distance to CDNIS, the frequency of their expected use, and whether the Director may be expected to accommodate other Directors in his or her vehicle.

- a. Where the number of passes available exceeds the needs of Directors, the Board may consider the needs of Ex-Officios or Members who are active in

assisting the Board in the Association's work, taking into account considerations noted above.

- b. Special notice must be given to the following rules and guidelines:
 - i. Car park permits are granted at the sole discretion of the school and may be revoked at any time (construction work, guest visitors, Board of Governors meetings, etc.)
 - ii. Only one car per Director may be parked at CDNIS at any one time, but more than one car may be listed on a permit.
 - iii. Directors may park at CDNIS on weekends if space is available.
 - iv. Directors may park at CDNIS after 5 p.m. on weekdays with the pre-arranged permission of Facilities Secretary Prudence Lui (prudencelui@cdnis.edu.hk).
 - v. Directors may not park at CDNIS during special CISPA or CDNIS events (FFF, CNY Fair, parent meetings) except when arranged in advance with Prudence Lui with the acknowledgement of the chair or organizer of the event.
 - vi. Car park permits held by Directors may not be shared with Members under any circumstances. Parking privileges are granted to Members on an ad-hoc basis by the school.

4. Board Meeting Agendas and Materials

- a. Seven business days prior to the Board meeting, Secretary will contact the Board to call for any committee minutes that need to be distributed among the Board, as well as any agenda items that need to be brought to the attention of the Board.
- b. Four business days prior, the Secretary shares the requested agenda items with the Chair and Co-Chair of the Board and they make the final decision regarding which items will appear on the final agenda.
- c. Two business days prior, the final agenda is shared with the Board, along with finalized minutes for review.

5. Board Meeting Rules of Order

- a. All Directors will honour the authority of the Chair and respect his or her role as meeting leader.
- b. The Chair will organize the meeting in accordance with the rules of order outlined in *Robert's Rules of Order* written by Henry Martyn Robert. As part of the CISPA Code of Conduct, Directors are required to read the book (copy in CISPA office or at <http://www.robertsrules.com/>) prior to participating in Board meetings.

6. Voting Methods

- a. The Chair may determine from time to time the means by which views and votes may be expressed and may in his or her discretion invite the Board or a relevant committee to attend to routine matters by way of email circulation.
- b. Where views or votes on a particular matter are sought and any Director feels the matter requires full discussion and meeting, he or she may request a meeting of the Board or committee for such purpose.

- c. Where written resolutions are sought from the Board or any committee in lieu of a meeting, such resolutions shall not be valid and binding unless and until the signature or email confirmation has been received from each Director then entitled to vote on the matter under consideration.
- d. When engaging in debate in relation to issues or motions up for consideration, Directors must act in accordance with the CISPA Code of Conduct. The fundamental values of professionalism, accountability, open-mindedness and integrity must be adhered to at all times.

7. Minutes of the Board Meetings

- a. Minutes should be taken every meeting by the Secretary or someone appointed to do so in his/her absence. They must be distributed to the Chair and Co-Chair before being shared with the entire Board for review. At the next monthly Board meeting, the minutes should be approved as the first agenda point.
- b. All minutes should be uploaded to Google drive once approved as a point of historical record.
- c. Members may request to read approved minutes by making an appointment with the Secretary by sending an email to arrange for a viewing.

8. Committee Minutes

- a. On a regular basis (monthly, quarterly, etc.), Directors are expected to hold at least 2 committee meetings and take minutes of the proceedings during their term. Directors should share these minutes with the CISPA Secretary for distribution to the Board. This cuts down on the amount of time needed during Board meetings for each committee to report back on their progress on various initiatives.

9. Board Meeting Catering

- a. Coffee, tea and water should be ordered by the Secretary in preparation for monthly Board meetings.
- b. The Secretary also sets up a rotation of sweet and savory treat donations provided by Directors. This is optional, but expected.

III. Communication Matters

The CISPA Board of Directors are caretakers of all facets of our communication channels, including stationary, as well as electronic resources. While the Communication Chair is in charge of the following items, all Directors must understand the information listed below and respect the rules set forth.

1. Location of Electronic and Hardcopy Stationary

- a. All the templates, letterheads, logos and guidelines are on the CISPA Google drive
- b. CISPA stationary is kept in the CISPA office. The Secretary should monitor the supply and ask Communications Chair to order more as needed.

2. Location of CISPA banners

- a. CISPA banners are kept in the CISPA office. They should be handled with great care and returned promptly to their designated space, as they are fragile and sometimes used by multiple committees. When a banner is damaged or obsolete, inform the Secretary so he/she can ask the Communications Chair to order more banners.
- b. Should you wish to order a new banner for your Committee or for general CISPA use, you may design it yourself with final approval from the Communications Chair or contact parent volunteer Mike Walshe, who historically designs all CISPA banners, and is well-versed in CISPA brand guidelines.

3. CISPA Graphics and Website Guidelines

- a. Refer to CISPA Stylebook and Communications Policy

4. Logging into CISPA Google Docs:

- a. All committees should regularly store important documents for their historical value. For storing or updating Board files, our login is:
 - i. ID: cispaboard@cispa.hk; Password: Changes year to year.
- b. File name standards; filing and Google doc formatting

IV. General Matters

All Directors should know and understand the general information listed below and respect the rules set forth.

1. School Milestone Anniversaries

- a. Typically, the school marks anniversary celebrations every five years as significant milestones in our history. Historically, the Board has honored this date by supporting the school staff with the organization of a formal ball, drafted and printed cookbooks with recipes from parents and staff, as well as other various events and activities.
 - i. It is at the discretion of the Board to nominate a Working Group to organize whatever activity or event is deemed sufficient for the anniversary with input and guidance from the school administration.

2. Prom Sponsorship

- a. The CISPA Board approved a 5-year commitment to sponsor a photo booth at Prom for the entire graduating class.
 - i. The sponsorship commitment will last from 2013-2017.
 - ii. Our sponsorship banner, designed by Mike Walshe, is in the possession of the faculty advisor. The advisor puts up the banner next to the photo booth each year as a courtesy to CISPA. In 2013 and 2014, Lauren Randle was the advisor. In 2015, Kevin Hoye and Catherine Irvine were the advisors.

3. CISPA Awards

- a. The CISP Board presents the following awards annually:
- i. **T-Wolves Athletic Banquet – CISP Sportsmanship Award**
 1. 6 sportsmanship awards (2 for Lower School, 4 for Upper School) with 3 male winners and 3 female
 2. CISP would sponsor 6x HK\$1000 voucher to Escapade Sports or Marathon Sports (HK\$6,000 total) for 2015 only
 3. Every T-Wolves athlete will be eligible (must be at member of at least 1 team)
 4. Athletes are nominated by coaches who then make their selections collectively
 5. Award is presented at the T-Wolves Athletic Banquet by a CISP rep who would briefly explain selection process, read the names aloud and congratulate the winners.
 6. Winners of the award will receive a trophy and have their names recorded on a larger plaque on the CDNIS Wall of Fame.
 7. Criteria for selection will include:
 - ii. Demonstrates excellent sportsmanship
 - iii. Has respect of their team and coach
 - iv. Has respect of their opponents
 - v. Is a role model for all
 - vi. Demonstrates commitment to their team & sport
 - vii. Demonstrates outstanding leadership skills
 - ii. **Grade 6 Celebration -- CISP Pursuit of Excellence Award**
 1. No donation money accompanies this award.
 2. All Grade 6 students are eligible.
 3. Award recipient selection begins with an anonymous vote by the student body. Grade 6 teachers make the final decision in collaboration with Lower School teachers.
 4. Award is presented to the one student who espouses the principles of the PYP, actively pursues a love of learning, reflects on personal learning and independently sets goals for further growth, actively seeks assistance in searching for improvement, often does more than expected and in ways not suggested by teachers, is committed to assisting others with their learning and consistently works to the best of their ability
 - iii. **Grade 6 Celebration – Alan Dick Spirit Award**
 1. No donation money accompanies this award.
 2. All Grade 6 students are eligible.
 3. Award recipient selection begins with an anonymous vote by the student body. Grade 6 teachers make the final decision in collaboration with Lower School teachers.
 4. Award is presented to the one student who demonstrates the character traits and values that Mr. Alan Dick exemplified including: Being a positive role model; one we can all look up to, Focusing on developing positive relationships,

Presenting themselves with a confident demeanor and with respectful manners, Living the CDNIS mission statement, Representing CDNIS with pride, Being non-judgmental and inclusive, appreciating everyone, Seeing the joy in life and is actively committing to a range of pursuits, Being proactive in supporting and assisting others, striving to make this world a better place, Being welcoming and friendly, humble and forgiving

iv. **Grade 12 Graduation -- CISPA Community Service Award**

1. CISPA donates HK\$2,000 to accompany the award. Commitment is for 5 years from 2014-15.
2. All Grade 12 graduating students at CDNIS are eligible to apply.
3. Upper School Administration, Guidance Team, and CAS Coordinator determine the award winner primarily based on the students' CAS (Creativity, Action, and Service) involvement in Grade 11 and 12.
4. CDNIS produces the award certificate, which includes the CISPA logo.
5. CISPA treasurer coordinates the transfer of funds.
6. This award is generally presented along with other "Awards of Distinction" near the end of the ceremony. The MC may say a few words about the winner's involvement in the community. No speech is required by CISPA representative but they are invited to the stage to congratulate the winner and have a picture taken.

4. Photography

- a. When organizing major Committee events or activities, Committee Chairs should alert our parent volunteer photographers at least one week in advance that their services will be needed so we can both capture the event for our CISPA page in the CDNIS yearbook and share the photos with Membership via the Beat and our website.
 - i. There are 2 parent volunteer parent photographers, Tasia Martigny and Doug Chow. Their contact information is available on our "CISPA Contact Information" document.

5. Catering Serving Pieces

- a. Our Staff Appreciation Committee Chair has purchased dinner plates and serving plates for CISPA to use as needed at our events throughout the year. Facilities Director William Lam has access to them. They need to be cleaned after use and returned promptly to their cupboard in the LLAC lobby.

Appendix

All appendix pieces are separate attachments at present.

- A. Memorandum of Association

- B. Articles of Association
- C. CISPA Code of Conduct
- D. CISPA Promotion Policy
- E. Guidelines for Completing an Expense Form
- F. Letter of Understanding Between CDNIS and CISPA Regarding Support
- G. Secretary's Duties in Detail
- H. Treasurer's Duties in Detail