

《雅丽氏何妙龄那打素慈善基金会条例》

ALICE HO MIU LING NETHERSOLE CHARITY  
FOUNDATION ORDINANCE

(第 1181 章)

(Cap. 1181)

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本条例旨在使名为“*The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital*”的法人团体以“雅丽氏何妙龄那打素慈善基金会”(Alice Ho Miu Ling Nethersole Charity Foundation)的法人名称持续作为法人团体；就雅丽氏何妙龄那打素慈善基金会(Alice Ho Miu Ling Nethersole Charity Foundation)的章程、权力、责任、工作和活动订定条文；并废除《香港雅丽氏何妙龄那打素医院法团条例》。

An Ordinance to continue the body corporate called *The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital* as a body corporate under the corporate name of the Alice Ho Miu Ling Nethersole Charity Foundation (雅丽氏何妙龄那打素慈善基金会), to provide for the constitution, powers, duties, work and activities of the Alice Ho Miu Ling Nethersole Charity Foundation (雅丽氏何妙龄那打素慈善基金会), and to repeal the Alice Ho Miu Ling Nethersole Hospital Incorporation Ordinance.

[2008 年 5 月 23 日]

[23 May 2008]

**1. 简称**

本条例可引称为《雅丽氏何妙龄那打素慈善基金会条例》。

**1. Short title**

This Ordinance may be cited as the Alice Ho Miu Ling Nethersole Charity Foundation Ordinance.

**2. 目的**

本条例的目的为——

- (a) 使 *The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital* 以“雅丽氏何妙龄那打素慈善基金会”(Alice Ho Miu Ling Nethersole Charity Foundation)的法人名称持续作为法人团体存在；及
- (b) 就基金会的章程和职能订定条文。

**2. Purposes**

The purposes of this Ordinance are—

- (a) to continue in existence as a body corporate *The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital* under the corporate name of the Alice Ho Miu Ling Nethersole Charity Foundation (雅丽氏何妙龄那打素慈善基金会); and
- (b) to provide for the constitution and functions of the Foundation.

**3. 释义**

在本条例中，除文意另有所指外——

“已废除条例”(repealed Ordinance)指根据第 12 条被废除的《香港雅丽氏何妙龄那打素医院法团条例》(第 1072 章)；

“主席”(Chairman)指当其时担任董事局主席职位的人；

**3. Interpretation**

In this Ordinance, unless the context otherwise requires—

“Board of Governors”(董事局) means the Board of Governors of the Foundation provided for and referred to in section 7;

“执行委员会” (The Executive Committee) 指根据已废除条例成立为法团的 The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital ;

“基金会” (Foundation) 指第 4 条所提述的雅丽氏何妙龄那打素慈善基金会 (Alice Ho Miu Ling Nethersole Charity Foundation) ;

“章程” (constitution) 指第 5 条所提述的基金会章程细则 ;

“董事” (governor) 除第 7(2) 条另有规定外, 指当其时按照章程委任的董事局董事 ;

“董事局” (Board of Governors) 指第 7 条所规定和提述的基金会董事局 ;

“义务司库” (Honorary Treasurer) 除第 7(2) 条另有规定外, 指当其时按照章程委任的董事局义务司库 ;

“职能” (functions) 包括权力、责任、工作及活动。

#### 4. 基金会成立为法团

- (1) 根据已废除条例第 3 条成立为法团的法人团体 The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital 现予保留, 并以“雅丽氏何妙龄那打素慈善基金会”(Alice Ho Miu Ling Nethersole Charity Foundation) 的法团名称持续作为法人团体存在。
- (2) 第 (1) 款所提述的法人团体的法团身分及其权利和义务, 并不受本条例废除已废除条例的影响。
- (3) 基金会 ——
  - (a) 以其法团名称永久延续 ;

“Chairman” (主席) means the person holding the office of Chairman of the Board of Governors for the time being;

“constitution” (章程) means the articles of constitution of the Foundation referred to in section 5;

“The Executive Committee” (执行委员会) means The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital incorporated under the repealed Ordinance;

“Foundation” (基金会) means the Alice Ho Miu Ling Nethersole Charity Foundation (雅丽氏何妙龄那打素慈善基金会) referred to in section 4;

“functions” (职能) includes powers, duties, work and activities;

“governor” (董事), subject to section 7(2), means a governor of the Board of Governors for the time being appointed in accordance with the constitution;

“Honorary Treasurer” (义务司库), subject to section 7(2), means the Honorary Treasurer of the Board of Governors for the time being appointed in accordance with the constitution;

“repealed Ordinance” (已废除条例) means the Alice Ho Miu Ling Nethersole Hospital Incorporation Ordinance (Cap. 1072) repealed under section 12.

#### 4. Incorporation of Foundation

- (1) The body corporate incorporated under section 3 of the repealed Ordinance as The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital is preserved and continues in existence as a body corporate under the corporate name of the Alice Ho Miu Ling Nethersole Charity Foundation (雅丽氏何妙龄那打素慈善基金会).
- (2) The corporate identity and the rights and obligations of the body corporate referred to in subsection (1) are not affected by the repeal by this Ordinance of the repealed Ordinance.

- (b) 备有并可使用法团印章；及
- (c) 可以其法团名称起诉及被起诉。

### 5. 基金会章程

- (1) 基金会的章程为董事局在本条例生效之后所采纳的章程。
- (2) 章程可不时按照当其时有效的章程予以修订。

### 6. 基金会会员

- (1) 基金会须有当其时有效的章程所规定的一个或多于一个类别的会员。
- (2) 董事局可不时在符合并按照当其时有效的章程的规定下，接纳任何人士为基金会会员。

### 7. 董事局

- (1) 基金会董事局须由以下人士组成——
  - (a) 数目不超过当其时有效的章程所规定的董事人数上限的董事；及
  - (b) 义务司库一名。
- (2) 在紧接本条例生效之前的执行委员会成员和义务司库须成为首批董事和首位义务司库，并须担任在紧接本条例生效之前他们在执行委员会中分别担任的职位，但在其他情况下则须符合并按照董事局依据第 5(1) 条的条文所采纳的基金会章程的规定。

- (3) The Foundation—
  - (a) has perpetual succession under its corporate name;
  - (b) has and may use a common seal; and
  - (c) is capable of suing and being sued in its corporate name.

### 5. Constitution of Foundation

- (1) The constitution of the Foundation shall be such as the Board of Governors may adopt after the commencement of this Ordinance.
- (2) The constitution may from time to time be amended in accordance with the constitution for the time being in force.

### 6. Members of Foundation

- (1) There shall be members of the Foundation consisting of such class or classes as shall be provided in the constitution for the time being in force.
- (2) The Board of Governors may from time to time admit any persons to be the members of the Foundation subject to and in accordance with the constitution for the time being in force.

### 7. Board of Governors

- (1) There shall be a Board of Governors of the Foundation consisting of—
  - (a) such number of governors as not exceeding the maximum number of governors provided in the constitution for the time being in force; and
  - (b) an Honorary Treasurer.
- (2) The members and the Honorary Treasurer of The Executive Committee immediately before the commencement of this Ordinance shall be the first governors and the first Honorary

**8. 基金会权力**

- (1) 基金会具有作出以下作为的权力——
- (a) 营办和管理非牟利医院、诊所、医疗机构、社区健康中心、社会服务中心及为长和失智症患者而设的院舍，以及监督其营办和管理，以——
    - (i) 照顾、治疗和安慰（不论是在身体、心理或灵性上）体弱、患病或年迈的人或需要协助的人；
    - (ii) 促进并教育社区对健康护理及疾病预防的认识；
    - (iii) 培训医生、护士、助产士和其他专职医疗员工；
    - (iv) 在为有需要的人提供服务时，促进及传扬耶稣基督的教训；及
    - (v) 彰显基督教对全人及其肉体与灵性方面的信念；及
  - (b) 营办和管理非牟利幼儿中心、游戏中心、幼儿园及幼稚园，以及监督其营办和管理，以照顾和教育幼童。
- (2) 基金会亦具有作出以下作为的权力——
- (a) 获取、购买、取得、持有和享用任何性质或种类以及位于任何地点的任何土地、建筑物、宅院或物业单位，以及接受任何该等土地、建筑物、宅院或物业单位的租赁，以及将款项投资于任何土地、建筑物及任何政府、法团或公司的任何债权证、股额、基金、股份或证券，以及投资于任何土地和建筑物

Treasurer who shall hold the offices as respectively held by them in The Executive Committee immediately before the commencement of this Ordinance but otherwise subject to and in accordance with the constitution of the Foundation adopted by the Board of Governors in pursuance of the provisions of section 5(1).

**8. Powers of Foundation**

- (1) The Foundation shall have power—
- (a) to operate, manage and supervise the operation and management of non-profit-making hospitals, clinics, medical institutions, community health centres, social services centres and homes for aged people and dementia for—
    - (i) the care, treatment and comfort (whether physically, psychologically or spiritually) of those who are weak, sick or aged or are in need of assistance;
    - (ii) the promotion of, and the education of the community in, the awareness of health care and prevention of diseases;
    - (iii) the training of doctors, nurses, midwives and other allied health staff;
    - (iv) the promotion and the practice of the teachings of Jesus Christ in the service of people in need; and
    - (v) the demonstration of the Christian belief in the wholeness of man, his body and spirit; and
  - (b) to operate, manage and supervise the operation and management of non-profit-making child care centres, play centres, nurseries and kindergartens for the care and education of young children.

- 的按揭，以及购买和获取任何性质或种类的所有货品及实产；
- (b) 按基金会认为合适的条款，将归属基金会的任何土地、建筑物、宅院或物业单位、按揭、产权证、股额、基金、股份、证券、货品及实产批出、出售、转易、转让、退回、交换、分划、交出、按揭、批租、再转让、移转或以其他方式处置；
- (c) 接受董事局认为适当的补助、捐赠及资助，并按董事局认为适当的条款和条件向慈善团体和慈善机构或为慈善目的提供补助、捐赠及资助；及
- (d) 进行任何业务或处理任何事宜或事情，以贯彻章程所列明的基金会宗旨，或进行任何为实现该等宗旨而附带的业务或处理任何如此附带的事宜或事情。
- (3) 尽管有第 (1) 及 (2) 款的规定，该两款所赋予的权力只可为捐助、支持、维持、进行或以其他方式促进章程所指定的基金会工作而行使。

## 9. 印章

- (2) The Foundation shall also have power—
- (a) to acquire, accept leases of, purchase, take, hold and enjoy any lands, buildings, messuages or tenements of what nature or kind soever and wheresoever situate, and also to invest moneys upon any lands, buildings and any debentures, stocks, funds, shares or securities of any government, corporation or company and also upon mortgage of any lands and buildings, and also to purchase and acquire all goods and chattels of what nature or kind soever;
- (b) to grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages or tenements, mortgages, debentures, stocks, funds, shares, securities, goods and chattels vested in the Foundation on such terms as the Foundation may seem fit;
- (c) to accept grants, donations and subsidies as the Board of Governors may consider expedient and to make grants, donations and subsidies to such charities and charitable institutions or purposes on such terms and conditions as the Board of Governors may consider expedient; and
- (d) to conduct any businesses, matters or things for the furtherance of or incidental to the fulfilment of its objects as set out in the constitution.
- (3) Notwithstanding the provisions of subsections (1) and (2), the powers conferred by those subsections shall only be exercised for the purpose of endowing, supporting, maintaining, carrying on or otherwise promoting the work of the Foundation as specified in the constitution.

## 9. Seal



所有须盖上基金会的印章的契据、文件及其他文书，均须在两名董事面前盖上基金会的法团印章，并须由他们签署，而上述签署须视为该等契据、文件及其他文书经妥为盖章的充分表面证据。

#### 10. 内部管理

基金会的所有内部管理事宜，包括章程的任何修订，均须按照当其时有效的章程定案和进行。

#### 11. 财产

执行委员会的所有财产及归属执行委员会的所有财产，须自本条例生效时起归属基金会。

#### 12. *(已失时效而略去)*

#### 13. 过渡性条文

- (1) 本条适用于任何藉遗嘱、契据、遗嘱性质的产权处置或以其他方式为执行委员会的利益而作出的已归属或待确定馈赠或产权处置，不论是在本条例生效之前或之后作出的。
- (2) 在本条例生效之后，本条所适用的馈赠或产权处置须就所有目的而言，在犹如该馈赠或产权处置是表明是为基金会的利益而作出一样的情况下予以解释，而由主席或义务司库代表基金会发出的收据，即充分解除任何按照本款就该馈赠或产权处置作出付款或以其他方式行事的人的责任。

#### 14. 保留条文

All deeds, documents and other instruments requiring the seal of the Foundation shall be sealed with its common seal in the presence of 2 governors and shall also be signed by them and such signing shall be taken as sufficient prima facie evidence of the due sealing of such deeds, documents and other instruments.

#### 10. Internal management

All matters of internal management of the Foundation including any amendment of the constitution shall be settled and carried out in accordance with the constitution for the time being in force.

#### 11. Properties

All properties of and vested in The Executive Committee shall be vested in the Foundation as from the commencement of this Ordinance.

#### 12. *(Omitted as spent)*

#### 13. Transitional

- (1) This section applies to any vested or contingent gift or disposition, made either before or after the commencement of this Ordinance, by will, deed, testamentary disposition, or in any other manner for the benefit of The Executive Committee.
- (2) A gift or disposition to which this section applies is to be construed for all purposes after the commencement of this Ordinance as if the gift or disposition were expressed to be for the benefit of the Foundation, and a receipt given by the Chairman or the Honorary Treasurer on behalf of the Foundation shall be a sufficient discharge to any person making a payment or otherwise acting in respect of such a gift or disposition in accordance with this subsection.

#### 14. Saving

本条例的条文不影响亦不得当作影响中央或香港特别行政区政府根据《基本法》和其他法律的规定所享有的权利或任何政治体或法人团体或任何其他人的权利，但本条例所述及者和经由、透过或藉着他们提出申索者除外。

Nothing in this Ordinance shall affect or be deemed to affect the rights of the Central Authorities or the Government of the Hong Kong Special Administrative Region under the Basic Law and other laws, or the rights of any body politic or corporate or of any other person except such as are mentioned in this Ordinance and those claiming by, from or under them.