

《雍仁会馆信托人法团条例》

ZETLAND HALL TRUSTEES INCORPORATION
ORDINANCE

(第 1055 章)

(Cap. 1055)

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本条例旨在修订关于雍仁会馆信托人成立为法团的法律。

To amend the law relating to the incorporation of the Zetland Hall Trustees.

[1922 年 9 月 29 日]

[29 September 1922]

1. 简称

本条例可引称为《雍仁会馆信托人法团条例》。

1. Short title

This Ordinance may be cited as the Zetland Hall Trustees Incorporation Ordinance.

1A. 释义

在本条例中，除文意另有所指外——

“受托人” (trustees) 指由第 2 条成立为法团的雍仁会馆信托人。

(由 1977 年第 62 号第 2 条增补)

1A. Interpretation

In this Ordinance, unless the context otherwise requires—

“trustees” (受托人) means the Zetland Hall Trustees incorporated by section 2.

(Added 62 of 1977 s. 2)

2. 受托人成立为法团

(1) 经雍仁会馆信托人的秘书所作出的法定声明，并在 1949 年 4 月 21 日送交公司注册处处长存档核证为附表所指明的共济分会获选代表的人，连同经雍仁会馆信托人的秘书不时以相同方式核证为其他共济分会的获选代表的人 (该等共济分会的名称不时根据第 (2) 款所规定的方式加于附表所指明的名称内)，以及他们如下文所界定的职位继任人是一个法人团体，须以“*The Zetland Hall Trustees*”的名称命名，并以该名称永久延续，且在香港所有的法院可以该名称起诉与被起诉，以及可以和必须具备有和使用法团印章。(由 1949 年第 20 号第 2 条代替。由 1977 年第 62 号第 3 条修订；由 1995 年第 96 号第 2 条修订)

(2) 除附表所指明的共济分会外，受托人还可邀请此后按照英格兰、苏格兰或爱尔兰组织在香港设立的任何其他共济分会，将其名称加于附表中出现的名称内，并于上述

2. Incorporation of trustees

(1) The persons who have been certified by the secretary of the Zetland Hall Trustees by statutory declaration made by him and filed with the Registrar of Companies on 21 April 1949, to be the elected representatives of the lodges specified in the Schedule together with the persons who shall from time to time be certified in the same manner by the secretary of the Zetland Hall Trustees as being the elected representatives of other lodges, the names of which shall be from time to time added to those specified in the Schedule in manner provided by subsection (2) and their successors in office as hereinafter defined shall be a body corporate and shall have the name “*The Zetland Hall Trustees*”, and by that name shall have perpetual succession and may sue and be sued in all courts in Hong Kong and shall and may have and use a common seal. (Replaced 20 of 1949 s. 2. Amended 62 of 1977 s. 3; 96 of 1995 s. 2)

邀请获接受后，可据此提名该共济分会；上述提名须以书面作出，并由受托人的主席亲自签署，以及须送交公司注册处处长存档。受托人在作出提名的 14 天内，须就任何上述共济分会的名称加入附表在宪报发出公告，而该提名随即具有效力，犹如如此获提名的共济分会的名称原本已包括在附表内一样。（由 1949 年第 20 号第 2 条增补。由 1977 年第 62 号第 3 条修订）

(2A) 凡附表所指明的任何共济分会以书面要求将其名称从附表中删去，受托人须在收到该要求的 21 天内，藉在宪报刊登公告，将该共济分会的名称从附表删去；并须立即将该项删除通知公司注册处处长。（由 1977 年第 62 号第 3 条增补）

(2B) 凡根据第 (2B) 款将某共济分会的名称从附表删去，受托人须向该共济分会退回 \$5,000，但此举只在受托人认为不会对受托人造成不当损害的情况下作出。（由 1977 年第 62 号第 3 条增补）

- (3) 受托人有全面的权力获取、购买、取得、持有和享用任何性质或种类以及位于香港任何地点的土地、建筑物、宅院或物业单位，以及接受该等土地、建筑物、宅院或物业单位的租赁。（由 1949 年第 20 号第 2 条修订；由 1977 年第 62 号第 3 条修订；由 1995 年第 96 号第 2 条修订）
- (4) 受托人亦有全面的权力接受受托人认为适合的条款——（由 1995 年第 96 号第 2 条修订）
- (a) 将并非即时需用的资金投资在——
- (i) 英联邦任何地方的政府的任何证券、保证；或
- (ii) 《受托人条例》(第 29 章)附表 2 当其时列出的任何投资项目；（由 1995 年第 96 号第 2 条修订）
- (b) 藉盖上其法团印章的契据，将当其时归属或属于受托人的任何土地、建筑物、宅院、物业单位、按揭、产权证、股额、资金、股份或证券、保证或任何其他货品及实产批出、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

- (2) In addition to the lodges specified in the Schedule it shall be lawful for the trustees to invite any other lodge hereafter established in Hong Kong in accordance with the English, Scottish or Irish Constitutions to have its name added to those appearing in the Schedule and upon the acceptance of such invitation to nominate such lodge accordingly; and such nomination shall be made in writing under the hand of the chairman of the trustees and shall be filed with the Registrar of Companies. Notice of the addition of the name of any such lodge to the Schedule shall be given by the trustees in the Gazette within 14 days of the making of the nomination which shall thereupon take effect as if the name of the lodge so nominated had been included in the Schedule originally. *(Added 20 of 1949 s. 2. Amended 62 of 1977 s. 3)*
- (2A) Where any lodge specified in the Schedule so requests in writing, the trustees shall, by notice published in the Gazette within 21 days of the receipt of such request, delete the name of the lodge from the Schedule; and shall forthwith notify the Registrar of Companies of such deletion. *(Added 62 of 1977 s. 3)*
- (2B) Where the name of a lodge is deleted from the Schedule under subsection (2B), the trustees shall repay to the lodge the sum of \$5,000 if in the opinion of the trustees this can be done without undue detriment to the trustees. *(Added 62 of 1977 s. 3)*
- (3) The trustees shall have full power 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 in Hong Kong. *(Amended 20 of 1949 s. 2; 62 of 1977 s. 3; 96 of 1995 s. 2)*
- (4) The trustees shall also have full power—
- (a) to invest their funds not immediately required in any—

- 其他方式处置。(由 1977 年第 62 号第 3 条代替。由 1995 年第 96 号第 2 条修订)
- (c) 获取、购买、取得、持有和享用在香港或其他地方的任何土地、建筑物、宅院或物业单位，以及接受该等土地、建筑物、宅院或物业单位的租赁；(由 1995 年第 96 号第 2 条增补)
- (d) 接受在香港或其他地方的任何土地、建筑物、宅院或物业单位的按揭；(由 1995 年第 96 号第 2 条增补)
- (e) 将款项以存款于香港或其他地方的任何银行的方式投资；(由 1995 年第 96 号第 2 条增补)
- (f) 购买股额、基金、股份或其他任何性质和位于任何地点的投资项目或财产，而该项购买是附加于但并不限于《受托人条例》(第 29 章)附表 2 当其时所订定的股额、基金、股份或其他投资或财产购买；(由 1995 年第 96 号第 2 条增补)
- (g) 雇用并付款给受托人认为在受托人执行职责方面所必需的专业人员或其他人员或助手，包括受托人的合伙人的协助或属公司(该公司是受托人)的董事或股东的人的协助。(由 1995 年第 96 号第 2 条增补)
- (5) (由 1977 年第 62 号第 3 条废除)
- (6) 受托人亦有全面的权力收取和接受馈赠、捐赠、捐献及遗产，以及在附于该等馈赠、捐赠、捐献或遗产的条件的规限下，凭其绝对的酌情决定权持有该等馈赠、捐赠、捐献及遗产或将其变现。(由 1955 年第 47 号第 2 条增补。由 1977 年第 62 号第 3 条修订)

- (i) securities of the Government of any part of the Commonwealth; or
- (ii) investments listed for the time being in Schedule 2 to the Trustee Ordinance (Cap. 29); (*Amended 96 of 1995 s. 2*)
- (b) by deed under their common seal to grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages, tenements, mortgages, debentures, stocks, funds, shares or securities, or other goods and chattels whatsoever, which are for the time being vested in or belonging to the trustees; (*Replaced 62 of 1977 s. 3. Amended 96 of 1995 s. 2*)
- (c) to acquire, accept leases of, purchase, take, hold, and enjoy any lands, buildings, messuages, or tenements in Hong Kong or elsewhere; (*Added 96 of 1995 s. 2*)
- (d) to accept mortgages of any lands, buildings, messuages, or tenements in Hong Kong or elsewhere; (*Added 96 of 1995 s. 2*)
- (e) to invest moneys on deposit in any bank in Hong Kong or elsewhere; (*Added 96 of 1995 s. 2*)
- (f) to purchase such stocks, funds, shares or other investments or property of whatever nature and wherever situated in addition but not limited to the purchase of stocks, funds, shares or other investments or property provided for the time being in Schedule 2 to the Trustee Ordinance (Cap. 29); (*Added 96 of 1995 s. 2*)
- (g) to employ and pay for such professional or other staff or assistant as the trustees may deem requisite in the discharge of the duties of the trustees including assistance from a partner of a trustee or from a person

3. 职位继任人

- (1) 附表所指明的任何共济分会，或根据上文所规定的方式名称获加入附表的任何共济分会，如在任何时间意欲委任新代表，以继任或替代第 2 条所提述的法定声明中指明的代表，则该共济分会可如此作出委任，而在雍仁会馆信托人的秘书亲自签署核证该项选任事实的证明书一经送交公司注册处处长存档后，该名新代表即当作为继任或替代上述前任代表的受托人。（由 1949 年第 20 号第 3 条代替）
- (2) 选任新代表的权力就根据第 (1) 款选任的人而言适用，一如该权力就第 2(1) 条所提述的法定声明中指明的人而言般同样适用。（由 1939 年第 33 号修订；由 1940 年第 840 号政府公告补充附表修订）

4. 财产的使用

who is a director or shareholder of a company which is a trustee, *(Added 96 of 1995 s. 2)*

on such terms as the trustees may think fit. *(Added 96 of 1995 s. 2)*

- (5) *(Repealed 62 of 1977 s. 3)*
- (6) The trustees shall also have full power to receive and accept gifts, donations, contributions and legacies and to hold or realize the same in their absolute discretion subject to any conditions attached to such gifts, donations, contributions or legacies. *(Added 47 of 1955 s. 2. Amended 62 of 1977 s. 3)*
(Amended E.R. 2 of 2014)

3. Successors in office

- (1) If at any time any of the lodges specified in the Schedule or whose names shall have been added thereto in manner hereinbefore provided shall wish to appoint a new representative in succession to or in substitution for the representative specified in the statutory declaration referred to in section 2 it shall be lawful for the said lodge so to do and the said new representative shall be deemed to be a trustee in succession to or in substitution for the said former representative upon the filing with the Registrar of Companies of a certificate of the fact of such election certified under the hand of the secretary of the Zetland Hall Trustees. *(Replaced 20 of 1949 s. 3)*
- (2) The power of electing a new representative shall apply in the case of persons elected under subsection (1) in the same way as it applies in the case of the persons specified in the statutory declarations referred to in section 2(1). *(Amended 33 of 1939; G.N. 840 of 1940 Supp. Schedule)*

4. Use of property

受托人须管理和维持一个或多个于一个会馆，供名称在附表中出现的或不时按照第 2 条的条文名称获加入附表的共济分会的成员使用、占用和享用作聚会地方，并可准许该一个或多个于一个会馆，供其他共济分会、共济分院及共济会团体的成员使用、占用和享用作聚会地方，亦可凭其酌情决定权布置和装备该一个或多个于一个会馆。

(由 1949 年第 20 号第 5 条修订；由 1977 年第 62 号第 4 条修订)

5. 使用财产的费用及租金

受托人可就受托人财产的使用而收取受托人认为合宜的费用、租金及收费。

(由 1977 年第 62 号第 4 条修订)

6. 盈余资金的分摊

受托人可不时将无须用作维持或发展受托人财产的任何资金，按相等份额给予和交付附表所指明的共济分会以及不时根据第 2 条所规定的方式名称获加入附表的其他共济分会。

(由 1949 年第 20 号第 6 条代替。由 1977 年第 62 号第 4 条修订)

6A. 资产的分发

- (1) 如受托人于任何时间认为其再不能为香港的共济会成员的利益而起任何作用，并认为该情况在当时可预见的将来亦相当可能维持不变，则受托人须将其能折成现金的资产折成现金。
- (2) 受托人须在其资产折成现金后 ——

The trustees shall manage and maintain a hall or halls, to be used, occupied and enjoyed as a meeting place for the members of the lodges the names of which appear in the Schedule or which shall have been from time to time added thereto in accordance with the provisions of section 2, and may permit the said hall or halls to be used, occupied and enjoyed as a meeting place for the members of other masonic lodges, chapters and bodies, and may at their discretion furnish and equip such hall or halls.

(Amended 20 of 1949 s. 5; 62 of 1977 s. 4)

5. Fees and rents for use of property

The trustees may charge such fees, rents and charges for the use of the properties of the trustees as may seem expedient to the trustees.

(Amended 62 of 1977 s. 4)

6. Apportionment of surplus funds

The trustees may from time to time give and pay over in equal shares to the lodges specified in the Schedule together with other lodges whose names have from time to time been added to the Schedule in manner provided in section 2 any funds not required for the purposes of the maintenance or development of the properties of the trustees.

(Replaced 20 of 1949 s. 6. Amended 62 of 1977 s. 4)

6A. Distribution of assets

- (1) If at any time the trustees are of the opinion that they can no longer serve any purpose for the benefit of freemasonry in Hong Kong and that such position is likely to remain unchanged in the then foreseeable future, the trustees shall convert into money such of their assets as they are able.
- (2) After such conversion the trustees shall —

- (a) 将港币 \$5,000 付予当时列于附表的每个共济分会；但如受托人的资金不足以作此付款，则受托人须将整笔资金按相等份额付予各共济分会；及
- (b) 在作出上述付款后，将任何剩余的资金结余，按照英格兰、苏格兰及爱尔兰组织当时在附表列出的共济分会中所占的比例，分给该等组织，并将如此计算出来的份额分别付予各地区司库。

(由 1977 年第 62 号第 5 条增补)

7. 受托人会议

- (1) 秘书须于每年 5 月召开受托人大会，受托人须于会上从他们当中选出一名主席及一名副主席，该主席及副主席须任职直至下一年度的大会结束为止。
- (2) 其他会议可由秘书或任何受托人召开。
- (3) 就任何受托人会议而言，法定人数为 5 名亲身出席的受托人。
- (4) 受托人会议须由受托人的主席主持，但如主席缺席，则任何该等会议须由下述的人主持——
 - (a) 副主席；或
 - (b) 在副主席缺席的情况下，从出席会议者当中选出的的一名受托人。
- (5) 在受托人的任何会议上出现的所有问题，须投票表决，并以过半数票取决，如票数均等，则受托人的主席或主持会议的其他人除有权投普通票外，亦有权投决定票。
- (6) 举行任何会议前，须给予不少于 14 天的通知，而任何受托人可在给予秘书不少于 7 天的书面通知后，委任一名代表代其在会议上发言和投票：

- (a) pay to each lodge then listed in the Schedule the sum of HK\$5,000; but if the funds of the trustees are insufficient for this purpose the trustees shall pay the entire funds to the lodges in equal shares; and
- (b) divide any balance of the funds that may remain after such payments among the English, Scottish and Irish Constitutions according to the proportion in which those constitutions are represented by the lodges then listed in the Schedule and pay the shares thus found to the respective District Treasurers.

(Added 62 of 1977 s. 5)

7. Meetings of trustees

- (1) The secretary shall convene a general meeting of trustees during the month of May in each year at which the trustees shall elect from among their own number a chairman and a deputy chairman who shall hold office until the conclusion of the general meeting in the next succeeding year.
- (2) Other meetings may be convened by the secretary or any trustee.
- (3) Five trustees personally present shall be a quorum for the purposes of any meeting of the trustees.
- (4) The chairman of the trustees shall preside at any meeting of the trustees, but if the chairman is absent, any such meeting shall be presided over by—
 - (a) the deputy chairman; or
 - (b) in the absence of the deputy chairman a trustee elected from among those present at the meeting.
- (5) All questions arising at any meeting of the trustees shall be decided by the majority of votes cast and in the event of an

但该代表事前须经委任该受托人的共济分会以公开方式一般地或特定地批准。

(由 1977 年第 62 号第 6 条代替)

7A. 高级人员的委任

- (1) 受托人须不时委任一名秘书及一名司库，该秘书及司库须出任何各自的职位直至替代者已获委出为止。
- (2) 在第 7(1) 条所提述的大会上，司库须就截至上一个 12 月 31 日为止的一年提交经审计的帐目。

(由 1977 年第 62 号第 7 条增补)

8. 文件的签立

- (1) 按规定须盖上受托人的印章的一切契据、文件及其他文书，须由受托人其中一人盖章，并由受托人其中不少于 3 人签署。
- (2) 按法律规定须由受托人签署的一切文件，须由受托人其中 3 人签署。

(由 1977 年第 62 号第 8 条修订)

9. 费用

- (1) 受托人在任何公共登记处登记任何文件，须缴付按根据《公司条例》(第 622 章)第 26 条订立的规例须就向公司

equality of votes the chairman of the trustees or other person presiding shall have a casting as well as a deliberative vote.

- (6) Not less than 14 days' notice shall be given of any meeting and any trustee may, upon giving not less than 7 days' written notice to the secretary, appoint a proxy to speak and vote for him at that meeting:

Provided that such proxy shall have previously been generally or specifically approved in open lodge by the lodge by whom such trustee was appointed.

(Replaced 62 of 1977 s. 6)

7A. Appointment of officers

- (1) The trustees shall from time to time appoint a secretary and a treasurer who shall fill their respective positions until a replacement has been appointed.
- (2) At the general meeting referred to in section 7(1) the treasurer shall present audited accounts in respect of the year ended on the previous 31 December.

(Added 62 of 1977 s. 7)

8. Execution of documents

- (1) All deeds, documents and other instruments requiring the seal of the trustees shall be sealed by one of the trustees and signed by not less than 3 of the trustees.
- (2) All documents which are required by law to be signed by the trustees shall be signed by 3 of the trustees.

(Amended 62 of 1977 s. 8)

9. Fees

- (1) The trustees shall pay such fees for registering any document with any public registry as may be payable under

注册处处长登记文件而缴付的费用。

- (2) 任何人在缴付按根据《公司条例》(第 622 章)第 26 条订立的规例须就查阅文件而缴付的费用后，可查阅根据本条登记的任何文件。

(由 1995 年第 96 号第 3 条代替。由 2012 年第 28 号第 912 及 920 条修订)

10. 保留条文

本条例的条文不影响亦不得当作影响女皇陛下，其世袭继承人或其他继承人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、透过他们或在他们之下作申索者除外。

the regulations made under section 26 of the Companies Ordinance (Cap. 622) for the registration with the Registrar of Companies of a document.

- (2) Any person may inspect any of the documents registered under this section upon payment of such fee as may be payable under the regulations made under section 26 of the Companies Ordinance (Cap. 622) for the inspection of a document.

(Replaced 96 of 1995 s. 3. Amended 28 of 2012 ss. 912 & 920)

10. Saving

Nothing in this Ordinance shall affect or be deemed to affect the rights of Her Majesty the Queen, Her Heirs or Successors, or the rights of any body politic or corporate or of any other persons except such as are mentioned in this Ordinance and those claiming by, from or under them.

S-1
第 1055 章

附表

SCHEDULE

S-2
Cap. 1055

附表

[第 2 条]

SCHEDULE

[s. 2]

Zetland Lodge No. 525 E.C.
Victoria Lodge No. 1026 E.C.
Perseverance Lodge No. 1165 E.C.
United Service Lodge No. 1341 E.C.
Corinthian Lodge of Amoy No. 1806 E.C.
Foo Chow Lodge No. 1912 E.C.
Lodge Star of Southern China No. 2013 E.C.
University Lodge No. 3666 E.C.
Swatow Lodge No. 3705 E.C.
Cathay Lodge No. 4373 E.C.
Royal Sussex Lodge No. 501 E.C.
St. Andrew in the Far East Lodge No. 493 S.C.
Lodge St. John No. 618 S.C.
Naval and Military Lodge No. 848 S.C.
Eastern Scotia Lodge No. 923 S.C.
Erin Lodge No. 463 I.C.
Shamrock Lodge No. 712 I.C.
Emerald Lodge No. 883 I.C.
(由 1977 年第 62 号第 9 条代替。由 1983 年第 3423 号政府公告修订)

Zetland Lodge No. 525 E. C.
Victoria Lodge No. 1026 E. C.
Perseverance Lodge No. 1165 E. C.
United Service Lodge No. 1341 E. C.
Corinthian Lodge of Amoy No. 1806 E. C.
Foo Chow Lodge No. 1912 E. C.
Lodge Star of Southern China No. 2013 E. C.
University Lodge No. 3666 E. C.
Swatow Lodge No. 3705 E. C.
Cathay Lodge No. 4373 E. C.
Royal Sussex Lodge No. 501 E. C.
St. Andrew in the Far East Lodge No. 493 S. C.
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Emerald Lodge No. 883 I. C.
(Replaced 62 of 1977 s. 9. Amended G.N. 3423 of 1983)