

《梅夫人妇女会法团条例》

THE HELENA MAY INCORPORATION
ORDINANCE

(第 1021 章)

(Cap. 1021)

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本条例旨在就梅夫人妇女会成立为法团而订定条文。

(由 1974 年第 78 号第 2 条修订)

[1947 年 1 月 17 日]

1. 简称

本条例可引称为《梅夫人妇女会法团条例》。

(由 1974 年第 78 号第 3 条修订)

2. 释义

(具追溯力的适应化修订——见 1999 年第 41 号第 3 条)

在本条例中，除文意另有所指外——

“理事会”(council)指按照章程委出的梅夫人妇女会当其时的理事会；

“章程”(constitution)指附表所列的梅夫人妇女会章程，以及根据该章程而作出并经行政长官批准的任何对该章程的修订或更改。(由 1999 年第 41 号第 3 条修订)[比照第 1054 章]

(由 1974 年第 78 号第 4 条修订)

3. 成立为法团

(1) 以下所界定的梅夫人妇女会理事会成员及其职位继任人是一个法人团体(以下称为法团)，以“The Helena May”为名，并以该名称永久延续，且在香港所有的法院可以和必须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 1974 年第 78 号第 5 条修订)

(2) 理事会成员须按照章程委任，并在其各自的任期内为法团成员。(由 1950 年第 9 号附表修订)

To provide for the incorporation of The Helena May.

(Amended 78 of 1974 s. 2)

[17 January 1947]

1. Short title

This Ordinance may be cited as The Helena May Incorporation Ordinance.

(Amended 78 of 1974 s. 3)

2. Interpretation

(Adaptation amendments retroactively made - see 41 of 1999 s. 3)

In this Ordinance, unless the context otherwise requires—

“constitution”(章程) means the constitution of The Helena May as set forth in the Schedule and any amendment or variation thereof approved by the Chief Executive which may be made thereunder; (Amended 41 of 1999 s. 3) [cf. Cap. 1054]

“council”(理事会) means the council for the time being of The Helena May appointed in accordance with the constitution.

(Amended 78 of 1974 s. 4)

3. Incorporation

(Adaptation amendments retroactively made - see 41 of 1999 s. 3)

(1) The members of the council of The Helena May and their successors in office as hereinafter defined shall be a body corporate, hereinafter called the corporation, and shall have the name of “The Helena May”, and in that name shall have perpetual succession and shall and may sue and be sued in all courts in Hong Kong and shall and may have and use a common seal. (Amended 78 of 1974 s. 5; 41 of 1999 s. 3)

- (3) 法团须不时及时刻将理事会成员的所有变动通知公司注册处处长。(由 1974 年第 78 号第 5 条修订)
- (4) 即使理事会因任何成员死亡、缺席、辞职或丧失行为能力或因任何其他因由而出现空缺，理事会仍须视为合法构成。

4. 法团的权力

(具追溯力的适应化修订——见 1999 年第 41 号第 3 条)

- (1) 法团有权获取、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，以及接受该等土地、建筑物、宅院或物业单位的租赁，亦有权将款项投资于任何土地、建筑物、宅院或物业单位的按揭，或投资于任何法团或公司的按揭、债权证、股额、资金、股份或证券、保证，以及有权购买、获取和管有任何性质及种类的船只、货品及实产。
- (2) 法团更进一步有权按法团认为适合的条款，将当其时归属或属于法团的任何土地、建筑物、宅院、物业单位、按揭、债权证、股额、资金、股份或证券、保证、船只、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，以及有权借入款项、发出收据，并作出保证及弥偿。(由 1974 年第 78 号第 6 条修订)
- (3) 尽管有第 (2) 款的规定，法团如无行政长官的书面特许，不得将归属法团的土地或该等土地上的任何建筑物或其任何部分向任何人出售、转易、转让或让与任何人，并且如在任何时间上述土地及建筑物或其任何部分不再是按照章程的条文用于法团的目的，则上述土地及建筑物

- (2) Members of the council shall be appointed in accordance with the constitution, and shall for the periods of their respective appointments be members of the corporation. (*Amended 9 of 1950 Schedule*)
- (3) The corporation shall from time to time and at all times inform the Registrar of Companies of all changes in the membership of the council. (*Amended 78 of 1974 s. 5*)
- (4) The council shall be held to be legally constituted notwithstanding any vacancies occurring therein by the death, absence, resignation or incapacity of any member or by any other cause.

4. Powers of the corporation

(Adaptation amendments retroactively made - see 41 of 1999 s. 3)

- (1) The corporation shall have 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, and also to invest moneys upon mortgage of any lands, buildings, messuages or tenements, or upon the mortgages, debentures, stocks, funds, shares or securities of any corporation or company, and also to purchase, acquire and possess vessels, goods and chattels of what nature and kind soever.
- (2) The corporation shall further have power 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, vessels, goods and chattels which are for the time being vested in or belonging to the corporation and to borrow money, give receipts, guarantees and indemnities, upon such terms as to the corporation may seem fit. (*Amended 78 of 1974 s. 6*)

或其有关部分(视属何情况而定)须复归予政府。(由 1974 年第 78 号第 6 条修订;由 1999 年第 41 号第 3 条修订)

5. 文件的签立

须盖上法团的法团印章的一切契据及其他文书,须在 2 名理事会成员在场的情况下盖章,并须由该 2 名成员及当其时的秘书签署。

6. 内部管理

一切关于内部管理的事宜均须按照章程解决和执行。

7. 保留条文

(具追溯力的适应化修订——见 1999 年第 41 号第 3 条)
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、透过他们或在他们之下作申索者除外。

(由 1999 年第 41 号第 3 条修订)

(3) Notwithstanding the provisions of subsection (2), the corporation shall not sell, convey, assign or dispose of the lands vested in the corporation or any buildings thereon or any part thereof to any person without the written licence of the Chief Executive and if the said lands and buildings or any part thereof shall at any time cease to be used for the purposes of the corporation in accordance with the provisions of the constitution the said lands and buildings or part thereof, as the case may be, shall revert to the Government. (*Amended 78 of 1974 s. 6; 41 of 1999 s. 3*)

5. Execution of documents

All deeds and other instruments requiring the common seal of the corporation shall be sealed in the presence of 2 members of the council and shall be signed by such 2 members and the secretary for the time being.

6. Internal management

All matters of internal management shall be settled and carried out in accordance with the constitution.

7. Saving

(Adaptation amendments retroactively made - see 41 of 1999 s. 3)
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 persons except such as are mentioned in this Ordinance and those claiming by, from or under them.

(*Amended 41 of 1999 s. 3*)

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第 1021 章

附表
第 1 条

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Section 1

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附表

[第 2 条]

梅夫人妇女会章程

(具追溯力的适应化修订——见 1999 年第 41 号第 3 条)
一般政策

1. 本章程可引称为梅夫人妇女会章程。
2. 在本章程中，除文意另有所指外——
“秘书”(secretary)指法团当其时的秘书；
“条例”(Ordinance)指《梅夫人妇女会法团条例》(第 1021 章)。
3. 法团的宗旨是为香港的妇女及女童提供福利，并为此目的而——
 - (a) 布置和保养不时属于法团的处所；
 - (b) 在该处所提供膳宿及会所的适意设备；及
 - (c) 在该处所或在与该处所相关的地方举办或进行所有附带于或有助于达致法团的宗旨的合法的、社交、教育、宗教或其他活动。
4. 法团不得从事任何政治活动或准许其名称或处所用于与政治活动相关的用途。

SCHEDULE

[s. 2]

CONSTITUTION OF THE HELENA MAY

(Adaptation amendments retroactively made - see 41 of 1999 s. 3)

GENERAL POLICY

1. This constitution may be cited as the Constitution of The Helena May.
2. In this constitution, unless the context otherwise requires—
“Ordinance”(条例) means The Helena May Incorporation Ordinance (Cap. 1021);
“secretary”(秘书) means the secretary for the time being of the corporation.
3. The object of the corporation shall be to provide for the welfare of women and girls in Hong Kong and for that purpose to—
 - (a) furnish and maintain the premises from time to time belonging to the corporation;
 - (b) provide therein board and lodging and the amenities of a club; and

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附表

第 5 条

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5. 法团可按议定的条款，准许其处所用于提供和举行法团批准的讲座、展览、公众集会、会议及类似性质的聚会。

6. 除上文另有规定外，法团于任何时间取得的收益和财产，只可使用和应用用于促进法团的宗旨。

会员

7. 法团营办的组织有 2 类会员，即——

- (a) 留宿会员，指在法团所拥有或管理的处所（以下称为处所）居住的会员；及
- (b) 非留宿会员，指并非在处所居住但可使用会所的适意设备的会员。

8. (1) 申请成为留宿会员的人，如获出席理事会某会议的过半数理事会成员投

赞成票，或获理事会当其时的过半数成员透过向秘书发出书面通知投赞成票，则可在理事会的绝对酌情决定权下获接纳为留宿会员。

(2) 每名申请成为非留宿会员的人均须由 1 名非留宿会员提名，并由另一名非

留宿会员和议，该两名会员须能凭其个人对申请人的认识而证明申请人适合成为会员。申请书须送交秘书，而秘书须随即将申请人的姓名、地址和职业以及将提名人及和议的姓名载入为记录上述详情而备存的簿册内，并须在处所的入口或入口附近的显眼地方张贴一份关于该申请的通告，该通告须列明类似的详情。

(c) conduct or carry on therein or in connection therewith all such lawful, social, educational, religious or other activities as may be incidental or conducive to the attainment of the object of the corporation.

4. The corporation shall not engage in any political activities or permit its name or premises to be used in connection therewith.

5. The corporation may permit its premises to be used upon such terms as may be agreed upon for the delivery and holding of lectures, exhibitions, public meetings, conferences and gatherings of a like nature approved by the corporation.

6. Save as aforesaid the income and property of the corporation, whencesoever derived, shall be used and applied solely towards the promotion of the object of the corporation.

MEMBERSHIP

7. There shall be 2 categories of members of the association conducted by the corporation, namely—

- (a) residential members, that is to say members living in the premises owned or managed by the corporation (hereinafter called the premises) ; and
- (b) subscriber members, that is to say members not living in the premises but to whom the club amenities are available.

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- (3) 理事会有权将本身设立为一个投票委员会，或将投票选出新会员的事宜转授予一个投票小组委员会（如有任何上述转授，投票小组委员会的决定即为最终决定，而尽管第26段另有规定，上述决定亦无须加以追认）。如理事会决定投票委员会或小组委员会须受第9及10段管限，则该等委员会即须受如此管限。
9. (1) 即使投票委员会或小组委员会因任何席位悬空或任何其他因由而出现任何空缺，投票委员会或小组委员会仍须当作合法构成。
- (2) 投票委员会须从其成员当中选择其主席。
- (3) 投票委员会的成员在任何时候均不得由代表代其投票。
10. (1) 在第8(2)段所提述的通告张贴后不少于7天届满后，为期5天（不包括星期日）每天由上午10时至下午7时进行的投票须立即展开。
- (2) 投票箱随后须在投票委员会或小组委员会的2名成员面前开启。
- (3) 一旦在上述5天期限内投赞成票的会员少于5名，则投票委员会的主席或任何3名成员可指示在紧接原来投票期限之后的5天，继续接受投票。
- (4) 如在投票完结前没有5名会员投赞成票，则申请人须当作没有获选。
- (5) 每次投票须有不少于5票的赞成票方属有效，而5票中有1票为反对票者，投票即告无效。
- (6) 投票票数不得披露。

8. (1) An applicant for admission as a residential member may, in the absolute discretion of the council, be admitted as such either on the affirmative votes of a majority of the members of the council present at any meeting of the council or on the affirmative votes of a majority of the members for the time being of the council notified by such members in writing to the secretary.
- (2) Every applicant for subscriber membership shall be proposed by 1 subscriber member and seconded by another subscriber member, both being able from personal knowledge to vouch for her fitness for membership. The application shall be sent to the secretary who shall forthwith enter the name, address and occupation of the applicant and the names of the proposer and seconder in a book to be kept for that purpose, and shall post a notice of the application giving the like particulars in a prominent place at or near the entrance of the premises.
- (3) It shall be competent for the council to establish itself as a balloting committee or to delegate the balloting for new members to a balloting sub-committee (and in the case of any such delegation any decision of the balloting sub-committee shall be final and not subject to ratification notwithstanding the provisions of paragraph 26). In the event that the council shall so decide the balloting committee or sub-committee shall be governed by paragraphs 9 and 10.
9. (1) The balloting committee or sub-committee shall be deemed to be lawfully constituted notwithstanding any vacancies therein arising through any vacancy or any other cause.
- (2) The balloting committee shall choose its own chairman from among the members of that committee.
- (3) No member of the balloting committee shall on any occasion vote by proxy.

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11. (1) 在选出会员后，须以书面通知该会员，且该会员须随即在会员登记册上签署，而一经如此签署，即当作同意受当其时有效的章程条款及规则所约束。
- (2) 如在申请人获接纳为留宿会员或非留宿会员后的任何时间，理事会确定她是凭任何失实陈述而获选的，则理事会在作出查讯和向如此获选的人发出通知后，有权将她的姓名从留宿会员或非留宿会员（视属何情况而定）的登记册上删除，而她亦随即不再是会员。
- (3) 获提名但未获选的申请人不得再获提名，直至 3 个月届满为止。秘书须向任何未能取得会籍的申请人的提名人及和议人发出书面通知。
- (4) 理事会可酌情决定准许任何获妥为提名与和议为留宿会员或非留宿会员的人，在候选期间按理事会认为适合的条款享有会员的权利及特权。
- (5) 理事会可不时填补投票小组委员会内出现的任何临时空缺。
12. (1) 留宿会员须向法团缴付理事会就膳宿及附带项目所订明的一切费用。每名留宿会员在整段住宿期间具有和享有非留宿会员的一切义务及特权（根据第 20 及 32 段选举理事会成员除外）。
- (2) 非留宿会员须由其获收纳为会员当月的月初开始，向法团缴付理事会指明的月费或其他会费及其他费用。
- (3) 所有会员均须遵从附例。

10. (1) After the expiration of not less than 7 days after the posting of the notice referred to in paragraph 8(2) the ballot shall be open between the hours of 10 a.m. and 7 p.m. for 5 days, exclusive of Sundays.
- (2) The ballot box shall then be opened in the presence of 2 members of the balloting committee or sub-committee.
- (3) In the event of less than 5 members having balloted affirmatively within the said period of 5 days, the chairman or any 3 members of the balloting committee may direct that the ballot shall remain open for a further period of 5 days immediately succeeding the original period of the ballot.
- (4) Should 5 members not have recorded their votes affirmatively before the conclusion of the ballot the applicant shall be deemed not to have been elected.
- (5) Not less than 5 affirmative votes shall constitute a ballot and 1 negative vote in 5 shall exclude.
- (6) The number of votes shall not be disclosed.
11. (1) On the election of a member she shall be notified in writing and shall forthwith sign the roll of members and shall thereupon be deemed to have agreed to be bound by the terms of the constitution and by the rules for the time being in force.
- (2) If at any time after an applicant has been accepted as a residential or subscriber member the council shall ascertain that she has been elected under any misrepresentation, then the council shall, after inquiry and notice to the person so elected, have power to erase her name from the roll of residential or subscriber members (as the case may be) and she shall forthwith cease to be a member.

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第 13 条

13. (1) 如任何会员被要求缴付所欠法团的任何到期应付的款项时未能缴付该等款项，则理事会可将其姓名从留宿会员或非留宿会员（视属何情况而定）的登记册上剔除。
- (2) 在为考虑有关事宜而妥为召开的理事会会议上，如四分之三出席的理事会成员认为某会员的行为（不论是在处所内或是在其他地方作出的）是刻意地为对其他会员引起不当的不便而作出的或相当可能损害法团或法团所营办的组织的声誉或利益，则理事会可要求该会员随即退会，如该会员没有退会，则理事会可将其姓名从会员登记册上剔除，或如理事会认为适合，亦可将该会员的会籍中止为期不超过 6 个月。就所有目的而言，理事会的决定即为最终和不可推翻的决定。
- (3) 从会员登记册上被剔除姓名的会员及会籍遭中止的会员，随即丧失或随即在会籍中止期间丧失（视属何情况而定）使用处所的所有权利及对法团任何财产的申索权，但理事会可在有因由提出的情况下恢复任何该等会员的会籍。
14. 不再在处所居住的留宿会员在缴付适当的会费及其他到期应付的款项（如有的话）后，即当作变为非留宿会员，除非该会员是因理事会根据第 11(2) 段或第 13(1) 或 (2) 段采取行动而不再在处所居住，或除非该会员以书面通知秘书她不欲变为非留宿会员。
15. (1) 将会离开香港连续 3 个月或多于 3 个月的非留宿会员如向秘书发出通知，说明她欲将姓名列入离港会员名单后，即无须就她不在香港期间当中的那些完整月份缴付非留宿会员会费，但

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- (3) No applicant proposed and not elected shall be proposed again until after the expiration of 3 months. The secretary shall give notice in writing to the proposer and seconder of any applicant who fails to gain membership.
- (4) The council may in its discretion permit any person who has been duly proposed and seconded as a residential or subscriber member to enjoy the rights and privileges of a member pending election on such terms as it shall think fit.
- (5) The council may from time to time fill any casual vacancies in the balloting sub-committee that may occur.
12. (1) A residential member shall pay to the corporation all such charges as the council shall prescribe for board, lodging and incidentals. Every residential member shall throughout her period of residence have and enjoy all the obligations and privileges of a subscriber member other than the election of council members under paragraphs 20 and 32.
- (2) A subscriber member shall pay to the corporation as from the beginning of the month during which she is admitted to membership such monthly or other subscription and other charges as the council may specify.
- (3) All members shall comply with the by-laws.
13. (1) If any member shall fail to pay any moneys due from her to the corporation as and when payment thereof shall be required, the council may strike her name off the roll of residential or subscriber members as the case may be.
- (2) If any member shall in the opinion of three-fourths of those members of the council present at a meeting duly convened for the consideration of the matter have behaved, either in the premises or elsewhere, in a manner calculated unduly to inconvenience the other members or likely to be injurious to

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第 16 条SCHEDULE
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如她在任何月份中有部分时间居于香港，则须缴付该等月份的整个月的会费。

- (2) 姓名未被列入离港会员名单且在没有缴付会费的情况下不在香港连续多于 8 个月的非留宿会员，以及连续不在香港多于 2 年的离港会员，均当作已经退会。

16. 欠交会费或没有向法团缴付任何到期应付的款项的会员，无权提名或和议任何人申请成为会员，亦无权将访客带往处所或在任何时候投票。

17. 非留宿会员可藉向秘书发出通知而放弃其会籍，但仍须负责发出通知当月的会费。

管理

18. 法团事务的管理归理事会负责。

19. 除本条例的条文另有规定外，理事会由不多于 20 名但不少于 10 名成员组成，其中——
- (a) 不多于 15 人但不少于 8 人须于获委任时为居于香港的非留宿会员；
- (b) 不多于 5 人但不少于 2 人须于获委任时为留宿会员。

the reputation or interests of the corporation or the association conducted by the corporation, the council may call upon her to resign forthwith and if she shall fail to resign may strike her name off the roll of members or, if the council so thinks fit, may suspend her membership for a period not exceeding 6 months. The decision of the council shall for all purposes be final and conclusive.

- (3) A member whose name is struck off the roll of members and a member whose membership is suspended shall forthwith forfeit, or, as the case may be, shall forthwith forfeit for the duration of the suspension, all right to the use of the premises and any claim upon any property of the corporation, but the council may, for cause shown, reinstate any such member.

14. A residential member who ceases to reside in the premises shall be deemed, subject to the payment of the appropriate subscription and other moneys due (if any), to become a subscriber member, unless she ceases to reside in the premises as a result of action taken by the council under paragraph 11(2) or paragraph 13(1) or (2) or unless she informs the secretary in writing that she does not wish to become a subscriber member.

15. (1) A subscriber member who may be leaving Hong Kong for 3 or more months at a time shall give notice to the secretary that she desires her name to be placed on the list of absent members and thereupon shall not be liable to pay the subscriber member's subscription for those complete months during which she shall be absent from Hong Kong, but shall pay the full monthly subscription for any parts of months during which she is resident in Hong Kong.
- (2) A subscriber member whose name has not been placed on the absent members list and who shall be absent from Hong

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20. (1) 任何 2 名非留宿会员可自由提名一名非留宿会员出任理事会成员 (但须事先取得其同意), 而该项提名须在举行周年大会日期的不少于 2 整天前提交秘书并张贴于处所的布告板上。
- (2) 如获如此提名的非留宿会员人数不超逾第 19 段 (a) 分节所述的最高人数, 则就该类别而获提名的人可藉在周年大会上非留宿会员的决议全体选出。
- (3) 如有关人数超逾第 19 段 (a) 分节所指明的最高人数, 则须将在该类别中获如此提名的人的投票名单分派, 而每名出席周年大会的非留宿会员均须将其名单交回, 名单上未删除的姓名的数目不得超逾上述 (a) 分节所指明的最高人数。在各自所属类别中取得最高票数的人即当作当选。
- (4) 任何非留宿会员, 如姓名列于离港会员名单上或不在香港连续多于 3 个月或退会, 即随即不再是理事会成员。
21. (1) 在所订定的举行周年大会日期的不少于 14 天前, 秘书须发出通知召开留宿会员会议, 以便按照第 19(b) 段在留宿会员当中选出理事会成员, 该会议须在举行周年大会的不少于 7 天前举行。
- (2) 任何 2 名留宿会员可自由提名留宿会员出任理事会成员 (但须事先取得其同意)。
- (3) 提名须在会议召开日期的不少于 2 整天前提交秘书, 而获提名人的姓名须张贴于处所的布告板上。
- (4) 如获提名人数不超逾第 19 段 (b) 分节所述的最高人数, 则获提名会员可藉

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- Kong for more than 8 months at a time without paying her subscription and an absent member who shall be absent from Hong Kong for more than 2 years at a time shall be deemed to have resigned. (*Amended 41 of 1999 s. 3*)
16. No member whose subscription is in arrear or who shall have failed to pay any moneys due from her to the corporation shall be competent to propose or second any applicant for membership or bring a visitor to the premises or to vote on any occasion whatsoever.
17. A subscriber member may relinquish her membership by giving notice to the secretary but will be held liable for the subscription for the month in which notice is given.

MANAGEMENT

18. The management of the affairs of the corporation shall be vested in the council.
19. Subject to the provisions of the Ordinance, the council shall consist of not more than 20 and not less than 10 members of whom—
- (a) not more than 15 nor less than 8 shall be subscriber members resident in Hong Kong at the time of their appointment; (*Amended 41 of 1999 s. 3*)
- (b) not more than 5 nor less than 2 shall be residential members at the time of their appointment.

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- 在留宿会员的会议上通过的决议全体选出。
- (5) 如获提名人数超逾第 19 段 (b) 分节所述的最高人数，则须将载有获提名人姓名的投票名单分发给出席会议的留宿会员，她们须将其名单交回，名单上未删除的姓名的数目须为上述 (b) 分节所指明的最高人数，而获提名并得到最高票数的人即当作当选。
- (6) 属留宿会员的理事会成员如不再在处所居住，即随即不再是理事会成员。
22. 理事会成员的任期由选出非留宿会员的周年大会日期起，直至新当选成员在下次周年大会时或在下次周年大会之后上任为止。理事会成员有资格再度当选。
23. (1) 每当理事会任何成员的席位因任何因由而悬空，或基于任何原因而认为适宜增加当其时担任理事会成员职位的人数（但须经常妥为顾及有关人数不得超逾第 19 段所指明的人数），理事会的其余成员可委出某人为理事会成员以取代有关的成员（其席位已悬空者），但须妥为顾及第 19 段所指明不同类别成员的比例。
- (2) 该人须担任理事会成员的职位，直至下次周年大会为止。
24. (1) 理事会须从其成员当中选择其主席及副主席。
- (2) 理事会会议的法定人数为亲自出席会议的理事会成员 5 名。
25. 理事会可委任一名义务秘书或一名义务司库以及以其认为适合的薪酬聘任其

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20. (1) Any 2 subscriber members shall be at liberty to nominate a subscriber member to serve upon the council (having first obtained her consent) and such nomination shall be lodged with the secretary and posted on the notice board in the premises not less than 2 clear days before the date of the annual general meeting.
- (2) If the number of subscriber members so nominated does not exceed the maximum number mentioned in sub-paragraph (a) of paragraph 19, the persons nominated in respect of that class may be elected en bloc by resolution of the subscriber members at the annual general meeting.
- (3) If the number does exceed the maximum number specified in sub-paragraph (a) of paragraph 19, then balloting lists of the names of the persons so nominated of that class shall be circulated and each subscriber member present at the annual general meeting shall hand in her list with the number of names unerased not exceeding the maximum number specified in the said sub-paragraph (a). The persons gaining in the respective classes the greatest number of votes shall be deemed to be elected.
- (4) A subscriber member whose name is placed on the absent members list or who is absent from Hong Kong for more than 3 months at a time or who resigns, shall forthwith cease to be a member of the council. (*Amended 41 of 1999 s. 3*)
21. (1) Not less than 14 days before the date fixed for the annual general meeting, the secretary shall give notice convening a meeting of the residential members to be held not less than 7 days before the annual general meeting for the purpose of electing members of the council from among their number in accordance with paragraph 19(b).

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他其认为需要的高级人员及受雇人(不论是义务的或是受薪的,包括一名受薪秘书或司库)。

26. 理事会可为法团或组织的事务的管理而组成其认为适合的小组委员会,并可
将理事会认为适宜转授的权力转授予该等小组委员会,但该等小组委员会的决定须提交理事会追认。

27. (1) 理事会可就法团事务的规管和管理订立一切所需的规则,并(在不损害前述条文的一般性的原则下)尤可就以下所有或任何事宜订立规则——

- (a) 会议上事务的处理;
- (b) 供申请入会用的表格;
- (c) 收纳为会员的人数;
- (d) 就入会事宜举行投票;
- (e) 会费及其他费用的款额及缴付时间;
- (f) 访客的进入及给予访客的特权;及
- (g) 对留宿会员及非留宿会员的行为的规管,
并可不时修订、更改、撤销或中止任何已订立的规则,以及订立或发出新的规则。

(2) 理事会订立的所有规则及对该等规则的任何修订、更改、撤销或中止,均须载入由秘书为记录该等规则及该等修订、更改、撤销或中止而备存的簿册内,而该簿册须在所有合理时间内公开予所有会员及访客查阅。

会议

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- (2) Any 2 residential members shall be at liberty to nominate residential members to serve upon the council (having first obtained their consent).
- (3) Nominations shall be lodged with the secretary not less than 2 clear days before the date for which the meeting is convened and the names of those nominated shall be posted on the notice board in the premises.
- (4) If the number of persons nominated does not exceed the maximum number mentioned in sub-paragraph (b) of paragraph 19, the members nominated may be elected en bloc by resolution at the meeting of residential members.
- (5) If the number nominated does exceed the maximum number mentioned in sub-paragraph (b) of paragraph 19 then balloting lists giving the names of those nominated shall be distributed to the residential members present at the meeting and they shall hand in their lists with the number of names unerased the maximum number specified in the said sub-paragraph (b), and the persons nominated and securing the greatest number of votes shall be deemed to be elected.
- (6) A residential member of the council who ceases to reside in the premises shall forthwith cease to be a member of the council.

22. Members of the council shall hold office from the date of the annual meeting at which the subscriber members are elected until the newly elected members come into office at or after the next annual general meeting. Members of the council shall be eligible for re-election.

23. (1) Whenever the seat of any member of the council shall become vacant from any cause whatsoever or it shall be

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28. 留宿会员及非留宿会员的周年大会须在每年 10 月或在其后尽快在处所举行，日期及时间由理事会订定。
29. (1) 每当理事会认为有需要或合宜，可按照所须处理事宜的性质随即召开全体会员或留宿会员或非留宿会员的特别大会，此外，在有任何 20 名会员签署的书面要求下，理事会须如上述般召开有关的特别大会。
- (2) 本段所指的要求书须述明召开会议所处理事务的性质，该要求书的副本须连同召开会议通知书的副本张贴于处所的显眼地方。
30. 召开周年大会及每次特别大会的通知书，须在有关会议日期的不少于 10 天前，按照每名有关会员（离港会员除外）最后为人所知的香港地址向他们逐一送交，但因意外遗漏而没有将该通知书送交任何会员，并不使在该会议上通过的任何决议或该会议的任何议事程序失效。
31. 任何会员如欲在某周年大会或特别大会上提出任何建议，均须在举行该会议的不少于 3 天前就此以书面向秘书发出通知。
32. 周年大会或特别大会的所有决定须由出席该等会议的会员以过半数票达成，

- considered expedient for any reason to increase the number of council members holding office for the time being (due regard being given always that the numbers shall not exceed those specified by paragraph 19) the remaining members of the council may appoint some person to be a member of the council in the place of the member whose seat has become vacant, due regard being had to the proportion of members of different categories specified by paragraph 19.
- (2) Such person shall hold her place in the council until the next annual general meeting.
24. (1) The council shall choose its own chairman and vice-chairman from among its members.
- (2) Five members of the council personally present shall be a quorum for a meeting of the council.
25. The council may appoint an honorary secretary or an honorary treasurer and such other officers and servants (whether honorary or paid including a paid secretary or treasurer) as it may deem necessary and at such remuneration as it shall think fit.
26. The council may form such sub-committees as it may think fit for the management of the affairs of the corporation or the association and may delegate to such sub-committees such powers as the council may deem expedient but the decisions of such sub-committees shall be referred to the council for ratification.
27. (1) The council may make all necessary rules for the regulation and management of the affairs of the corporation and in particular (but without prejudice to the generality of the

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但留宿会员除了根据第 21 段所订定般选举留宿会员出任理事会成员外，无权投票选举理事会成员。

33. 周年大会或特别大会的法定人数为亲自出席会议的会员（不论属留宿会员或非留宿会员）10 名，而投票不得由代表进行。

章程的修订

34. (1) 除非在所订定的举行周年大会日期的不少于 7 天前，已就任何对章程作出改动、修订或撤销的建议向秘书发出书面通知，否则该等建议将不予受理。另外理事会如在任何其他时间认为适宜就章程的改动、修订或撤销提出建议，则可要求秘书召开特别会员大会，而秘书须就此召开特别会员大会，并须向所有会员发出最少 14 天的通知，所建议的改动或撤销的实质内容须连同通知一并发出。
- (2) 向秘书发出的通知书须述明所建议的改动、修订或撤销的实质内容，而该通知书的副本须在举行周年大会的不少于 3 整天前张贴于处所的显眼地方。
- (3) 在考虑改动、修订或撤销章程的建议时，会议有权考虑对该建议作出的任何修订和就该等修订作出决定。

35. 对章程的任何改动、修订或撤销，除非经出席周年会员大会或特别会员大会并就该等改动、修订或撤销投票的会员以最少三分之二的多数票通过，否则不得作出。

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foregoing) may make rules for all or any of the following matters—

- (a) the conduct of the business at meetings;
 - (b) the forms to be used for application for membership;
 - (c) the number of persons to be admitted to membership;
 - (d) the conduct of ballots for membership;
 - (e) the amount and time for payment of subscriptions and other charges;
 - (f) the admission of and privileges to be extended to visitors; and
 - (g) the regulation of the conduct of residential and subscriber members, and may from time to time amend, vary, rescind, or suspend any rules made and make or issue new rules.
- (2) All rules made by the council and any amendment, variation, rescission or suspension thereof shall be entered in a book to be kept by the secretary for that purpose, and such book shall be open at all reasonable times to the inspection of all members and visitors.

MEETINGS

28. The annual general meeting of the residential and subscriber members shall be held in the month of October in each year or as soon thereafter as may be possible, at the premises on a date and at a time to be fixed by the council.
29. (1) The council may whenever it considers it necessary or advisable so to do and shall on the requisition in writing signed by any 20 members forthwith proceed to convene an

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36. 对章程作出的任何改动、修订或撤销不得实施，直至该等改动、修订或撤销已获行政长官批准为止。（由 1999 年第 41 号第 3 条修订）

帐目

37. 理事会须安排就法团的款项收支，以及就法团的资产、信贷及负债备存真实帐目。

38. 该等帐目须截至每年 8 月 31 日为止，而理事会须安排拟备和审计一份载有法团的财产及债务摘要的资产负债表。

39. 资产负债表、损益帐及理事会报告的印本，须在每次举行周年大会的不少于 10 天前送交每名会员（名列离港会员名单的会员除外）。

弥偿

40. 理事会的每名成员及法团的每名高级人员或受雇人，如因上述成员、高级人员或受雇人身分所订立的任何合约或作出的任何作为或行动而招致或须负责任何费用、损失及开支，或在履行其职责时在任何方面招致或须负责任何费用、损失及开支，且就该等费用、损失及开支而言，有关的成员、高级人员或受雇人并无犯有任何疏忽、失责、违反信托行为或失职，则法团须就所有该等费用、损失及开支向该等成员、高级人员或受雇人作

- extraordinary general meeting of the whole of the members or of the residential members or the subscriber members according to the nature of the business to be transacted.
- (2) A requisition under this paragraph shall state the nature of the business for which the meeting is to be convened and a copy thereof shall be posted in a prominent place in the premises together with a copy of the notice convening the meeting.

30. A notice of the convening of the annual general meeting and of every extraordinary general meeting shall be sent to every member concerned, other than absent members, at her last known address in Hong Kong not less than 10 days before the date of such meeting, but the accidental omission to send such notice to any of the members shall not invalidate any resolution passed or any proceedings at such meeting. (*Amended 41 of 1999 s. 3*)

31. Any member desiring to bring any proposal before an annual or extraordinary general meeting shall give notice thereof in writing to the secretary not less than 3 days before such meeting.

32. All decisions of the annual general meeting or of an extraordinary general meeting shall be arrived at by a majority of the votes of the members present at such meeting but no residential member shall be competent to vote on the election of members of the council other than that for the residential members of the council as provided in paragraph 21.

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出弥偿，而法团有责任从法团的资金拨款支付该等费用、损失及开支。

(附表由 1974 年第 78 号第 7 条代替)

33. Ten members whether residential or subscriber personally present shall be a quorum for an annual or extraordinary general meeting and no voting by proxy shall be allowed.

AMENDMENT OF THE CONSTITUTION

34. (1) No proposal for the alteration, amendment or rescission of the constitution shall be entertained unless notice thereof in writing shall have been given to the secretary not less than 7 days before the date fixed for holding the annual general meeting. Alternatively if the council shall consider that it is expedient to put forward a proposal for alteration, amendment or rescission of the constitution at any other time, the council may require the secretary to and the secretary shall therefor convene an extraordinary meeting of members of which at least 14 days notice shall be given to all members together with the substance of the proposed alteration or rescission.
- (2) The notice given to the secretary shall state the substance of the proposed alteration, amendment or rescission, and a copy of the notice shall be posted in a prominent place in the premises not less than 3 clear days before the annual general meeting.
- (3) On the consideration of a proposal for the alteration, amendment or rescission of the constitution it shall be competent for the meeting to consider and decide upon any amendment which may be put to such proposal.
35. No alteration, amendment or rescission shall be made in this constitution unless the same shall have been carried by a majority consisting of at least two-thirds of the members present at an annual or extraordinary general meeting of the members and voting thereon.

36. No alteration, amendment or rescission of the constitution shall come into operation until the same shall have been approved by the Chief Executive. (*Amended 41 of 1999 s. 3*)

ACCOUNTS

37. The council shall cause true accounts to be kept of the moneys received and expended and of the assets, credits and liabilities of the corporation.
38. The accounts shall be made up to the 31st August in each year and the council shall cause a balance sheet containing a summary of the property and liabilities of the corporation to be prepared and audited.
39. Not less than 10 days before each annual general meeting a printed copy of the balance sheet, profit and loss account and report by the council shall be sent to every member except members whose names are on the absent members list.

INDEMNITY

40. Every member of the council and every officer or servant of the corporation shall be indemnified by the corporation against, and it shall be the duty of the corporation out of the funds of the corporation to pay, all costs, losses and expenses which any such member, officer or servant may incur or become liable to by reason

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of any contract entered into or act or deed done as such member, officer or servant or in any way in the discharge of his or her duties and in connection with which such member, officer, or servant has not been guilty of any negligence, default, breach of trust or breach of duty whatsoever.

(Schedule replaced 78 of 1974 s. 7)