

**Bills Committee on  
Companies (Amendment) Bill 2002**

**List of follow-up actions arising from the discussion  
at the meeting on 11 November 2002**

- (1) To review the scope of “manager” which is considered too wide and may catch those who are not managers but receive direct instructions from directors as in the case of companies with single director. Consideration should be given to confining “manager” to cover those who carry out executive functions under the direction of the board of directors of a company. It will be better for the Administration to exclude the term “manager” from the Bill if a clear definition is considered not feasible.
- (2) To review the need for proposed section 83(2) given that existing sections 80(1) and 83(1)(b)(ii) have already required the Registrar of Companies (R of C) to keep a register of all charges, including the amount secured.
- (3) To re-examine the justifications for proposed section 95A and the consequences for non-compliance. To enhance transparency in corporate governance, consideration should be given to requiring companies to file with R of C when the number of members falls to one or increases from one to two or more, and there is transfer of shares.
- (4) To review the drafting of proposed section 153(A)(3) to take into account the situations where the company or any officer of the company will have practical difficulties to put the number of directors back from zero to one within two months. These may include the failure to convene a general meeting to appoint a new director after the death of the single director as the representative of the deceased director will take time to apply for probate.
- (5) To advise whether the company or any officer of the company will be held liable for carrying on basic business, such as payment of rent and renewal of licences, after the death of the single director.
- (6) To provide as soon as practicable further responses to deputations’ views on clauses 26, 33 and 44.