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12 June 2003

**URGENT BY HAND**

Clerk to Bills Committee  
Legislative Council Secretariat  
3/F Citibank Tower  
3 Garden Road  
Hong Kong  
(Attn: Mr Raymond Lam)

Dear Mr Lam,

**Bills Committee on  
National Security (Legislative Provisions) Bill**

**Winding-up Provisions**

I refer to the Bills Committee meeting on 10 June 2003, and enclose copies of the following provisions on winding-up which Mr Bob Allcock, SG undertook to provide:

- (i) sections 37 to 46 of the Co-operative Societies Ordinance (Cap 33);
- (ii) sections 10 to 16 of the Trade Unions Ordinance (Cap 332);
- (iii) sections 55 to 61D of the Credit Unions Ordinance (Cap 119); and
- (iv) section 33 of the Building Management Ordinance (Cap 344)

Yours sincerely,



(Miss Adeline Wan Ping-siu)  
Senior Government Counsel  
Basic Law Unit/Legal Policy Division

cc     S for S     (Attn: Mr Johann Wong)  
       D of J     (Attn: SG  
                   DSG(C))

**Encl**

#67703 v2

**36. 註冊官查核合作社簿冊等的權力**

註冊官或獲註冊官藉一般或特別書面命令授權的人，可隨時取得註冊合作社的所有簿冊、帳目、文件及證券，並有權查核手頭現金；合作社每名高級人員均須就該合作社的交易及運作，向進行查核的人提供所要求的資料。

**37. 查訊及查核**

(1) 註冊官可主動就註冊合作社的組織、運作及財政狀況進行查訊，或就此而發出書面命令授權他人進行查訊，如理事會過半數成員或註冊合作社內不少於三分之一社員提出申請，則須如此進行查訊；該合作社所有高級人員及社員均須就該合作社社務提供註冊官或獲其授權的人所要求的資料，並出示手頭現金，以及註冊官或獲其授權的人所要求的合作社簿冊、帳目、文件及證券。

(2) 註冊官須應註冊合作社債權人的申請而查核或就此而以書面授權他人查核該合作社的簿冊，但申請人須——

(a) 證明當時有一筆經確定數額而欠他的款項，並曾要求還款，但仍未在合理時間內獲得償還；及

(b) 已向註冊官交付其要求的款項，作為查核費用的保證金。

(3) 註冊官須將查核結果傳達予債權人及社務受查訊的合作社。

(4) 凡根據第(1)款進行查訊或根據第(2)款進行查核，註冊官可規定將有關費用或其認為適當的部分費用，在註冊合作社、要求進行查訊的社員、該合作社高級人員或前任高級人員，以及申請進行查訊的債權人(如有的話)之間分攤。

(5) 根據本條判定由任何合作社或任何人繳付的費用，可向在合作社註冊辦事處所在地或該人當其時居住或經營業務的地點有司法管轄權的裁判官申請追討，方式與該法院判處的罰款相同。

**36. Power of Registrar to inspect society's books, etc.**

The Registrar, or any person authorized by general or special order in writing by the Registrar, shall at all times have access to all the books, accounts, papers and securities of a registered society, and shall be entitled to inspect the cash in hand; and every officer of the society shall furnish such information in regard to the transactions and working of the society as the person making such inspection may require.

**37. Inquiry and inspection**

(1) The Registrar may of his own motion, and shall on the application of a majority of the committee, or of not less than one-third of the members of a registered society, hold an inquiry or direct some person authorized by him by order in writing in this behalf to hold an inquiry into the constitution, working, and financial condition of a registered society; and all officers and members of the society shall furnish such information in regard to the affairs of the society and produce the cash in hand and such books, accounts, papers and securities of the society as the Registrar or the person authorized by him may require.

(2) The Registrar shall, on the application of a creditor of the registered society, inspect or direct some person authorized by him in writing in this behalf to inspect the books of the society, if the applicant—

(a) proves that an ascertained sum of money is then due to him and that he has demanded payment thereof and has not received satisfaction within a reasonable time; and

(b) deposits with the Registrar such sum as security for the costs of the proposed inspection as the Registrar may require.

(3) The Registrar shall communicate the results of any such inspection to the creditor and to the society into whose affairs inquiry has been made.

(4) Where an inquiry is held under subsection (1) or an inspection is made under subsection (2), the Registrar may apportion the costs or such part of the costs, as he may think right, between the registered society, the members demanding an inquiry, the officers or former officers of the society, and the creditor, if any, on whose application the inquiry was made.

(5) Any sum awarded by way of costs against any society or person under this section may be recovered, on application to a magistrate having jurisdiction in the place where the registered office of the society is situate or the person resides or carries on business for the time being, in like manner as a fine imposed by such court.

## 第 VII 部

## 解散

## 38. 解散

(1) 如註冊官根據第 37 條進行查訊或查核後，或收到註冊合作社四分之三社員提出的申請後，認為該合作社應予解散，則可作出命令，取消該合作社的註冊。

(2) 任何註冊合作社社員可於根據第 (1) 款作出命令之日起計兩個月內，向行政長官提出上訴，反對該命令。 (由 2000 年第 61 號第 3 條修訂)

(3) 凡在取消合作社註冊的命令作出後兩個月內，無人提出上訴，該命令於上述期限屆滿時即告生效。凡在兩個月內有人提出上訴，則該命令須待確認始能生效。

(4) 凡註冊官根據第 (1) 款作出取消合作社註冊的命令，他可另行作出他認為適當的命令，以保管有關簿冊及文件，並保護合作社的資產，直至取消註冊的命令生效為止。

(5) 除非註冊官作出命令，否則註冊合作社不得清盤。

## 39. 因社員不足而取消註冊

除成員包括一個或多於一個註冊合作社的合作社外，如註冊官在任何時候獲得證實並信納任何註冊合作社的社員已減少至不足 10 人，可藉書面命令取消該合作社的註冊。命令由作出之日起生效。

## 40. 取消註冊的效果

凡根據第 38 或 39 條作出命令，取消合作社的註冊，該合作社即由命令生效當日 (以下稱為解散日期) 起不再是法人團體：

但由或根據第 14、15、16 及 17 條授予該合作社的任何特權，須當作轉歸予註冊官為該合作社所委任的清盤人。

## PART VII

## DISSOLUTION

## 38. Dissolution

(1) If the Registrar, after holding an inquiry or making an inspection under section 37 or on receipt of an application made by three-fourths of the members of a registered society, is of opinion that the society ought to be dissolved, he may make an order for the cancellation of the registration of the society.

(2) Any member of a registered society may, within two months from the date of an order under subsection (1), appeal from such order to the Chief Executive. (Amended 61 of 2000 s. 3)

(3) Where no appeal is presented within two months from the making of an order cancelling the registration of a society, the order shall take effect on the expiry of that period. Where an appeal is presented within two months, the order shall not take effect until it is confirmed.

(4) Where the Registrar makes an order for the cancellation of the registration of a society under subsection (1) he may make such further order as he may think fit for the custody of the books and documents and the protection of the assets of the society until the order cancelling registration takes effect.

(5) No registered society shall be wound up save by an order of the Registrar.

## 39. Cancellation of registration for lack of membership

The Registrar may, by order in writing, cancel the registration of any registered society other than a society which includes among its members one or more registered societies, if at any time it is proved to his satisfaction that the number of the members has been reduced to less than ten. Every such order shall take effect from the date thereof.

## 40. Effect of cancellation of registration

Where the registration of a society is cancelled by an order under section 38 or 39 the society shall cease to exist as a corporate body from the date on which the order takes effect, hereinafter referred to as the date of dissolution:

Provided that any privileges conferred on the society by or under sections 14, 15, 16 and 17 shall be deemed to be vested in any liquidator appointed for that society by the Registrar.

## 41. 合作社於取消註冊後清盤

凡根據第 38 或 39 條取消合作社的註冊，註冊官可委任一人或多於一人在他的指示及管控下擔任該合作社的清盤人。

## 42. 清盤人的權力

(1) 根據第 41 條委任的清盤人在註冊官的指引及管控下和在註冊官根據第 43 條藉命令施加的限制所規限下，具有以下權力——

- (a) 不時釐定由社員、前社員及由已故社員的遺產對該合作社資產作出的分擔；
  - (b) 藉公告指定一日期，規定在該日期前，凡有申索尚未記錄於合作社簿冊內的債權人，須就其申索作出陳述，以期獲得接納，債權人在證明其申索之前，不會獲合作社的任何派發；
  - (c) 決定債權人之間的優先次序問題；
  - (d) 將爭議提交仲裁，並以其名義或職位代合作社提起訟案或其他法律程序或在訟案或其他法律程序中抗辯；
  - (e) 決定清盤費用應由何人負擔及負擔比例；
  - (f) 在合作社清盤過程中，按需要就資產的收集及派發給予指示；
  - (g) 對合作社提出的申索或針對合作社的申索作出妥協，但必須先行獲註冊官核准；
  - (h) 為清盤獲得妥當處理，按需要召開社員大會；
  - (i) 接管合作社的簿冊、文件及資產；
  - (j) 出售合作社的財產；
  - (k) 為使合作社在有利情況下清盤而按需要繼續經營業務；
- 但此項規定並不授權信用合作社的清盤人發放貸款；及
- (l) 派發計劃獲註冊官批准後，以便利的方式安排派發合作社的資產。

## 41. Liquidation after cancellation of registration of society

Where the registration of a society is cancelled under section 38 or 39 the Registrar may appoint one or more persons to be, subject to his direction and control, the liquidator or liquidators of the society.

## 42. Liquidator's power

(1) A liquidator appointed under section 41 shall, subject to the guidance and control of the Registrar and to any limitations imposed by the Registrar by order under section 43, have power to—

- (a) determine from time to time the contribution to be made by members and past members or by the estates of deceased members of the society to its assets;
- (b) appoint a day by notice before which creditors whose claims are not already recorded in the books of the society shall state their claims for admission or to be excluded from any distribution made before they have proved them;
- (c) decide any question of priority which arises between creditors;
- (d) refer disputes to arbitration and institute and defend suits and other legal proceedings on behalf of the society by his name or office;
- (e) decide by what persons and in what proportions the costs of liquidation are to be borne;
- (f) give such directions in regard to the collection and distribution of assets as may be necessary in the course of winding up the society;
- (g) compromise any claim by or against the society provided the sanction of the Registrar has first been obtained;
- (h) call such general meetings of members as may be necessary for the proper conduct of the liquidation;
- (i) take possession of the books, documents and assets of the society;
- (j) sell the property of the society;
- (k) carry on the business of the society so far as may be necessary for winding it up beneficially;

Provided that nothing herein contained shall entitle the liquidator of a credit society to issue any loan; and

- (l) arrange for the distribution of the assets of the society in a convenient manner when a scheme of distribution has been approved by the Registrar.

(2) 在符合就此而訂立的規則的規定下，根據本條例委任的清盤人具有為施行本條所需的權力，有權傳召及強制各方及證人出席並強迫出示文件，其方法及（盡可能）其方式與為裁判官所訂定者相同。

#### 43. 註冊官管制清盤的權力

清盤人所行使的權力須受註冊官管控及修正，註冊官可——

- (a) 撤銷或更改清盤人作出的命令，並作出所需的新命令；
- (b) 將清盤人免任；
- (c) 要求取得合作社所有簿冊、文件及資產；
- (d) 藉書面命令限制清盤人行使第 42 條所授予的權力；
- (e) 要求清盤人向其呈交帳目；
- (f) 促致對清盤人帳目進行審計，並授權將合作社的資產作出派發；
- (g) 就清盤人的酬金作出命令；或
- (h) 如清盤人與任何第三者之間出現爭議，而該第三者以書面同意受仲裁人的決定所約束，可將該爭議提交仲裁。

#### 44. 命令的強制執行

(1) 仲裁人對根據第 43 條提交其仲裁的事宜所作的決定，對雙方均具約束力，並可予強制執行，方式與註冊官根據該條作出的命令相同。

(2) 清盤人或註冊官根據第 42 或 43 條作出的命令，由在合作社註冊辦事處所在地有司法管轄權的任何民事法院執行，方式與該法院的判令相同。

#### 45. 民事法院司法管轄權的限制

除上文另有明文規定外，民事法院對有關根據本條例解散註冊合作社的任何事宜，並無司法管轄權。

(2) Subject to such rules as may be made in this behalf, any liquidator appointed under this Ordinance shall in so far as such powers are necessary for carrying out the purposes of this section, have power to summon and enforce the attendance of parties and witnesses and to compel the production of documents by the same means and (so far as may be) in the manner as is provided in the case of a magistrate.

#### 43. Power of Registrar to control liquidation

A liquidator shall exercise his powers subject to the control and revision of the Registrar, who may—

- (a) rescind or vary any order made by a liquidator and make whatever new order is required;
- (b) remove a liquidator from office;
- (c) call for all books, documents and assets of the society;
- (d) by order in writing limit the powers of a liquidator under section 42;
- (e) require accounts to be rendered to him by the liquidator;
- (f) procure the auditing of the liquidator's accounts and authorize the distribution of the assets of the society;
- (g) make an order for the remuneration of the liquidator; or
- (h) refer any subject of dispute between a liquidator and any third party to arbitration if that party shall have consented in writing to be bound by the decision of the arbitrator.

#### 44. Enforcement of order

(1) The decision of an arbitrator on any matter referred to him under section 43 shall be binding upon the parties, and shall be enforceable in like manner as an order made by the Registrar under that section.

(2) An order made by a liquidator or by the Registrar under section 42 or 43 shall be enforced by any civil court having jurisdiction over the place where the registered office of the society is situate in like manner as a decree of that court.

#### 45. Limitation of the jurisdiction of the civil court

Save in so far as is hereinbefore expressly provided, no civil court shall have any jurisdiction in respect of any matter concerned with the dissolution of a registered society under this Ordinance.

**46. 清盤工作的完結**

(1) 任何被取消註冊的合作社進行清盤時，其資金（包括儲備金）須首先運用於支付清盤費用，其後用於清償合作社的債務，然後再用於支付股本，如該合作社的章程許可而又有某段期間並無將利潤作出處置，則餘下資金須用於支付該段期間的股息，但年息不得超過 10 釐。

(2) 合作社的清盤工作完結後，如該合作社仍有任何債權人未申索或收取在派發計劃下其應得的部分，則關於該清盤完結的公告須在憲報刊登；自憲報刊登該公告之日起計兩年後，針對該已被清盤的合作社資金而提出的一切申索，均被禁止。

(3) 如將資金運用於第 (1) 款指明的用途及支付根據第 (2) 款提起訴訟的申索後，仍有剩餘，則須供註冊官酌情使用於任何合作事務的用途。

**第 VIII 部****徵收附加費及扣押****47. 註冊官對註冊合作社高級人員等  
徵收附加費的權力**

(1) 凡在任何註冊合作社的清盤過程中，任何曾參與該合作社組織或管理的人，或該合作社的任何過去或現在的高級人員，看似曾不當運用或保留該合作社的任何金錢或財產，或須就該合作社的任何金錢或財產承擔法律責任或作出交代，或曾就該合作社而犯任何失當行為或違反信託，則註冊官可應清盤人或應任何債權人或分擔人的申請，就該人的行為作出審查，並作出命令，規定該人償還或歸還該等金錢或財產或其任何部分，連同註冊官認為以公正的利率計算的利息，或就該項不當運用、保留、不誠實或違反信託而將註冊官認為適當的款項注入該合作社的資產以作為補償。

(2) 即使犯罪者可因上述作為而負上刑事責任，本條仍然適用。

**46. Closure of liquidation**

(1) In the liquidation of a society whose registration has been cancelled, the funds, including the reserve fund, shall be applied first to the costs of liquidation, then to the discharge of the liabilities of the society, then to the payment of the share capital and then, provided the by-laws of the society permit, to the payment of a dividend at a rate not exceeding ten per cent per annum for any period for which no disposal of profits was made.

(2) When the liquidation of a society has been closed and any creditor of that society has not claimed or received what is due to him under the scheme of distribution, notice of the closing of the liquidation shall be published in the Gazette; and, all claims against the funds of the society liquidated shall be proscribed when two years have elapsed from the date of the publication of the Gazette notice.

(3) Any surplus remaining after the application of the funds to the purposes specified in subsection (1) and the payment of any claims for which an action is instituted under subsection (2) shall be available for use by the Registrar for any co-operative purpose at his discretion.

**PART VIII****SURCHARGE AND ATTACHMENT****47. Power of Registrar to surcharge officers, etc.,  
of a registered society**

(1) Where, in the course of the winding up of a registered society it appears that any person who has taken part in the organization or management of such society or any past or present officer of the society has misapplied or retained or become liable or accountable for any money or property of such society or has been guilty of misfeasance or breach of trust in relation to such society, the Registrar may, on the application of the liquidator or of any creditor or contributory, examine into the conduct of such person and make an order requiring him to repay or restore the money or property or any part thereof with interest at such rate as the Registrar thinks just or to contribute such sum to the assets of such society by way of compensation in regard to the misapplication, retainer, dishonesty or breach of trust as the Registrar thinks fit.

(2) This section shall apply notwithstanding that the act is one for which the offender may be criminally responsible.

## 8. 就局長拒絕登記職工會而提出上訴

如局長拒絕登記任何職工會，而該項登記的任何申請人認為局長基於拒絕登記的通知內所指明的理由而拒絕登記該職工會，因以下情況(視屬何情況而定)而屬錯誤——

- (a) 本條例及其規例的條文已獲遵守；
- (b) 該職工會的目的並非是非法的；
- (c) 尋求登記該職工會所用的名稱，並非第 7(1)(c) 條所指明的名稱；
- (d) 該職工會並非第 7(1)(d) 條所指明的職工會，(由 1971 年第 15 號第 7 條增補)

則該申請人可在通知送達後 28 天內，向原訟法庭提出上訴，而原訟法庭如裁斷局長拒絕登記該職工會，由於上述情況而屬錯誤，則可宣布此項裁斷，而局長隨而亦須登記該職工會，但除上述訂定的情況外，該項上訴須予駁回。

(由 1971 年第 15 號第 7 條修訂；由 1998 年第 25 號第 2 條修訂)

## 9. 申請登記的效力

(1) 除第 45 條條文外，本條例的條文適用於已按照第 5 條提出的登記申請所指的職工會，其方式猶如該職工會已妥為登記一樣：

但局長向該項登記的任何申請人送達拒絕登記的通知後，本條例的條文則停止適用於該職工會。

(2) 已按照第 5 條提出的登記申請所指的職工會，就《社團條例》(第 151 章)而言，須當作已根據本條例妥為登記：

但局長向該項登記的任何申請人送達拒絕登記的通知後，該職工會則須停止當作已如此登記。

## 10. 登記的取消

(1) 任何職工會的登記，除非局長命令及在以下情況，否則不得取消——

## 8. Appeals against refusal of Registrar to register trade union

Where the Registrar refuses to register a trade union, any of the applicants for the registration thereof who considers that the refusal of the Registrar to register the trade union on the ground specified in the notice of refusal to register was wrong in that, as the case may be—

- (a) the provisions of this Ordinance and the regulations had been complied with;
- (b) the purposes of the trade union were not unlawful;
- (c) the name under which registration of the trade union was sought was not such a name as is specified in section 7(1)(c);
- (d) the trade union was not such a trade union as is specified in section 7(1)(d), (Added 15 of 1971 s. 7)

may, within 28 days after the service of such notice, appeal to the Court of First Instance, which may, if it finds that the refusal of the Registrar to register the trade union was wrong as aforesaid, so declare and thereupon the Registrar shall register the trade union, but, save as hereinbefore provided, the appeal shall be dismissed.

(Amended 15 of 1971 s. 7; 25 of 1998 s. 2)

## 9. Effect of application to register

(1) The provisions of this Ordinance, other than the provisions of section 45, shall apply to a trade union in respect of which application for registration has been made in accordance with section 5 in like manner as if the trade union had been duly registered:

Provided that, upon service by the Registrar upon any of the applicants for registration of a notice of refusal to register, the provisions of this Ordinance shall cease so to apply to the trade union.

(2) A trade union in respect of which application for registration has been made in accordance with section 5 shall, for the purposes of the Societies Ordinance (Cap. 151), be deemed to have been duly registered under this Ordinance:

Provided that, upon service by the Registrar upon any of the applicants for registration of a notice of refusal to register, the trade union shall cease to be deemed to have been so registered.

## 10. Cancellation of registration

(1) The registration of a trade union shall not be cancelled otherwise than by order of the Registrar and in the following cases—



- (a) 該職工會要求取消登記，而該項要求已按局長規定的方式核實；或
  - (b) (i) 該職工會的登記證明書是以欺詐手段或因錯誤而取得的；或
  - (ii) 該職工會的登記已根據第 6(1) 條的但書而成為無效；或
  - (iii) 該職工會正被用作非法用途或與其宗旨或規則抵觸的用途，或曾在其登記後的任何時間被用作該等用途；或
  - (iv) 該職工會曾在局長以書面通知後故意違反本條例，或曾容許任何與本條例抵觸的規則繼續生效，或曾刪除在第 18 條規定須予訂定條文的事項方面所訂定的規則；或
  - (v) 該職工會的經費曾以非法方式支用，或曾用於非法用途或非該職工會規則所認可的用途；或
  - (vi) 用於與該職工會或其任何會員有關的用途的該職工會任何經費，在局長以書面通知，規定將該筆經費記入該職工會的帳目後，在該帳目內被故意漏記；或
  - (vii) 該職工會已停止存在。
- (2) 凡已根據第 12(1) 條妥為提出上訴，則在該上訴裁定前，局長不得取消該職工會的登記。

### 11. 取消的通知

局長在取消任何已登記職工會的登記前，須向該職工會發出不少於 2 個月的事先書面通知，指明其擬取消該職工會登記的理由：

但在以下情況，則無須發出上述通知——

- (a) 該職工會已停止存在；或
- (b) 該職工會要求取消其登記。

### 12. 就局長取消職工會登記而提出上訴

(1) 職工會在接獲局長擬取消其登記的書面通知後，其任何有表決權會員如認為局長因以下情況(視屬何情況而定)而無權基於該通知書內所指明的理由取消該職工會登記——

- (a) at the request of the trade union, to be verified in such manner as the Registrar may require; or
- (b) where—
  - (i) the certificate of registration of the trade union has been obtained by fraud or mistake; or
  - (ii) the registration of the trade union has become void under the proviso to section 6(1); or
  - (iii) the trade union is being used, or has at any time since registration been used, for any unlawful purpose or for any purpose inconsistent with its objects or rules; or
  - (iv) the trade union has wilfully and after notice in writing from the Registrar contravened this Ordinance, or has allowed any rule which is inconsistent with this Ordinance to continue in force, or has rescinded any rule providing for any matter for which provision is required by section 18; or
  - (v) the funds of the trade union have been expended in an unlawful manner or for an unlawful purpose or for any purpose not authorized by the rules of the trade union; or
  - (vi) any funds of the trade union that have been utilized for any purpose connected with the trade union, or any members thereof, have wilfully and after notice in writing from the Registrar requiring the same to be entered in the accounts of such trade union been omitted from the accounts thereof; or
  - (vii) the trade union has ceased to exist.

(2) Where an appeal has been duly brought under section 12(1), the Registrar shall not cancel the registration of the trade union before the appeal has been determined.

### 11. Notice of cancellation

Before cancelling the registration of a registered trade union, the Registrar shall give to the trade union not less than 2 months' previous notice in writing specifying the ground upon which he intends to cancel its registration:

Provided that no such notice shall be required——

- (a) where the trade union has ceased to exist; or
- (b) where cancellation is at the request of the trade union.

### 12. Appeals in relation to cancellation by Registrar of registration of trade union

(1) Any voting member of a trade union that has received from the Registrar notice in writing of his intention to cancel its registration who considers that the Registrar is not entitled to cancel its registration on the ground specified in the notice in that, as the case may be——

- (a) 該職工會的登記證明書並非以欺詐手段或因錯誤而取得的；
- (b) 該職工會的登記並無根據第 6(1) 條的但書而成為無效；
- (c) 該職工會在有關時間並非正被用作非法用途或與其宗旨或規則抵觸的用途，亦無在其登記後的任何時間被用作該等用途；
- (d) 該職工會並無在局長以書面通知後故意違反本條例，並無容許任何與本條例抵觸的規則繼續生效，亦無刪除在第 18 條規定須予訂定條文的事項方面所訂定的規則；
- (e) 該職工會的經費並無以第 10(1)(b)(v) 條所指明的任何方式支用；
- (f) 第 10(1)(b)(vi) 條所指明的任何經費，在局長以書面通知，規定將該筆經費記入該職工會的帳目後，並無在該帳目內被故意漏記，

則該會員可在通知送達該職工會後 28 天內，向原訟法庭提出上訴，而原訟法庭如裁斷由於上述情況，局長無權取消該職工會的登記，則可宣布此項裁斷，但除上述訂定的情況外，該項上訴須予駁回。（由 1971 年第 15 號第 8 條修訂；由 1998 年第 25 號第 2 條修訂）

(2) 被取消登記的職工會的任何有表決權會員，如認為該職工會的登記被取消因以下情況（視屬何情況而定）而屬錯誤——

- (a) 局長並無按照第 11 條發出通知；
- (b) 該職工會並無要求取消其登記；
- (c) 該職工會並無停止存在，

則該會員可在該職工會的登記被取消後 14 天內，向原訟法庭提出上訴，而原訟法庭如裁斷取消該職工會的登記，由於上述情況而屬錯誤，則可宣布此項裁斷，而局長隨而亦須恢復該職工會的登記，但除上述訂定的情況外，該項上訴須予駁回。（由 1971 年第 15 號第 8 條修訂；由 1998 年第 25 號第 2 條修訂）

- (a) the certificate of registration of the trade union was not obtained by fraud or mistake;
- (b) the registration of the trade union has not become void under the proviso to section 6(1);
- (c) the trade union was not being used, nor has at any time since its registration been used, for any unlawful purpose or for any purpose inconsistent with its objects or rules;
- (d) the trade union has not wilfully and after notice in writing from the Registrar contravened this Ordinance nor allowed any rule which is inconsistent with this Ordinance to continue in force nor rescinded any rule providing for any matter for which provision is required by section 18;
- (e) the funds of the trade union have not been expended in any way specified in section 10(1)(b)(v);
- (f) any such funds as are specified in section 10(1)(b)(vi) have not wilfully and after notice in writing from the Registrar requiring the same to be entered in the accounts of the trade union been omitted from such accounts,

may, within 28 days after the service of such notice upon the trade union, appeal to the Court of First Instance, which may, if it finds that the Registrar is not entitled as aforesaid to cancel the registration of the trade union, so declare, but, save as hereinbefore provided, the appeal shall be dismissed. (Amended 15 of 1971 s. 8; 25 of 1998 s. 2)

(2) Any voting member of a trade union the registration of which has been cancelled who considers that the cancellation of its registration was wrong in that, as the case may be—

- (a) notice was not given by the Registrar in accordance with section 11;
- (b) the trade union had not requested cancellation of its registration;
- (c) the trade union had not ceased to exist,

may, within 14 days after the cancellation of its registration, appeal to the Court of First Instance, which may, if it finds that the cancellation of the registration of the trade union was wrong as aforesaid, so declare and thereupon the Registrar shall restore the registration of the trade union, but, save as hereinbefore provided, the appeal shall be dismissed. (Amended 15 of 1971 s. 8; 25 of 1998 s. 2)

## 13. 登記的效力

任何職工會一經登記，即成為一個法人團體，並以其登記所用名稱命名；在本條例條文規限下，該職工會屬永久延續，並有權持有動產或不動產、訂立合約、在訴訟及其他法律程序中提起訴訟及辯護，並作出一切為施行其章程所需的事情。

## 14. 取消登記的效力

(1) 除非職工會登記的取消根據第(2)款未有立即生效(在此情況下，則本款在該取消生效時始為配合取消登記的規定適用)，否則根據本條例被取消登記的職工會，除在其他方面無行為能力外，並須——

- (a) 停止作為法人團體存在；而即使該職工會的規則另有規定，局長仍可隨即委任一名或一名以上人士為該職工會的清盤人；
- (b) 停止享有已登記職工會的任何權利、豁免或特權；但由該職工會招致的法律責任(不論是在其登記取消當日或在該日期之前或之後所招致的)均不受影響，並可針對該職工會或其資產予以強制執行；
- (c) 隨即解散；而任何人除為了在針對該職工會提出的法律程序中辯護，或為了解散該職工會並按其規則及本條例條文處置其經費外，不得有以下作為：參與該職工會的管理或組織工作、代表該職工會或以該職工會的職員身分行事或其意是代表該職工會或以該職工會職員身分行事。

(2) 凡因職工會要求，或因職工會已停止存在而取消該職工會的登記，則為施行第(1)款或《社團條例》(第151章)，在第12(2)條所限定的上訴期限屆滿前，該項取消不得生效，而——

- (a) 如在該期限內並無入根據第12(2)條提出上訴，則為施行第(1)款或《社團條例》(第151章)，該項取消須在該期限屆滿當日的翌日開始時生效；及

## 13. Effect of registration

The registration of a trade union shall render it a body corporate by the name under which it is registered, and, subject to the provisions of this Ordinance, with perpetual succession and with power to hold property movable or immovable and to enter into contracts, to institute and defend suits and other legal proceedings and to do all things necessary for the purposes of its constitution.

## 14. Effect of cancellation of registration

(1) Save where, under subsection (2), the cancellation of the registration of a trade union does not take effect immediately in which case this subsection shall apply when the cancellation takes effect for the purposes thereof, a trade union whose registration has been cancelled under this Ordinance shall in addition to any other disability—

- (a) cease to exist as a corporate body, and the Registrar may, notwithstanding anything contained in the rules of such trade union, forthwith appoint one or more persons to be liquidators thereof;
- (b) cease to enjoy any of the rights, immunities or privileges of a registered trade union, but without prejudice to any liability incurred by the trade union, which may be enforced against the trade union or its assets, whether such liability is incurred before, on or after the date of the cancellation of registration;
- (c) forthwith be dissolved and no person shall, except for the purpose of defending proceedings against the trade union or of dissolving it and disposing of its funds in accordance with the rules thereof and the provisions of this Ordinance, take any part in its management or organization or act or purport to act on behalf of the trade union or as an officer thereof.

(2) Where the registration of a trade union is cancelled on the ground that it had requested cancellation of the registration or had ceased to exist, the cancellation shall not take effect for the purposes of subsection (1) or for the purposes of the Societies Ordinance (Cap. 151) prior to the expiry of the period limited by section 12(2) for the bringing of an appeal and then—

- (a) if no appeal is brought under section 12(2) within that period, the cancellation shall take effect for those purposes at the commencement of the day following the day on which that period expired; and

- (b) 如在該期限內有人提出上訴，則為施行第(1)款或《社團條例》(第151章)，在上訴尚未作出裁定前，該項取消不得生效；但如上訴被駁回，則為施行該款或該條例，該項取消須在上訴獲裁定時生效。

#### 15. 清盤人及局長在結束職工會事務中的權力

(1) 凡根據第14條委任清盤人後，屬於有關的職工會或由受託人代表該職工會持有的所有不論屬何類別的財產(包括簿冊及文件)，須自該清盤人獲委任日期起，以該清盤人的職稱的名義歸屬該清盤人，而在作出局長指示作出的彌償保證(如有的話)後，該清盤人可——

- (a) 以其職稱的名義提出與該職工會財產有關的訴訟或其他法律程序，或以該名義提出為有效地結束該職工會及追討該職工會財產所需提出的訴訟或其他法律程序，或以該名義在該等訴訟或法律程序中辯護；
- (b) 將屬於該職工會的任何不論屬何類別的簿冊、文件或財產管有；
- (c) 以公開拍賣或私人合約的方式，售賣該職工會的士地財產、非士地財產及據法權產，並有權將該等財產全部轉讓予任何人或任何公司，亦有權將其分份售賣；
- (d) 委任律師或代理人協助其履行職責；
- (e) 向該職工會的任債權人或任何類別的債權人償還全部或部分債務；
- (f) 按協定的條款，就該職工會的任債項或法律責任，可引致產生債項的任何法律責任，存續於或應該是存續於該職工會與其會員、其他債務人或意恐會對職工會負有法律責任的人之間的任何申索(不論該申索是現存的或將來的，或有的或確定的、已查實的或僅具要求損害賠償性質的)，以及任任何方面關於或影響該職工會資產，或關於或影響結束該職工會事務的任何問題，作出妥協；該清盤人並可就任任何上述債項、法律責任或申索的解除而收取任任何保證，以及就此而予以完全解除；
- (g) 與該職工會的債權人，聲稱是債權人的人，對該職工會有任何申索或自稱對該職工會有任何申索的人，或有任何可令該職工會負上法律責任的申索或自稱有任何該等申索的人，作出妥協，不論該等申索是現存的或將來的、或有的或確定的、已查實的或僅具要求損害賠償性質的；及

- (b) if an appeal is so brought within that period, the cancellation shall not take effect for the purposes of subsection (1) or for the purposes of the Societies Ordinance (Cap. 151) prior to the determination of the appeal, but, if the appeal is dismissed, shall take effect for those purposes on the determination thereof.

#### 15. Power of liquidator and Registrar in winding up of affairs of a trade union

(1) Where a liquidator is appointed under section 14, all of the property of whatsoever description (including books and documents) belonging to the trade union, or held by trustees on its behalf, shall vest in the liquidator by his official name with effect from the date of his appointment, and the liquidator, after giving such indemnity, if any, as the Registrar may direct, may—

- (a) bring or defend in his official name any action or other legal proceeding that relates to the property of the trade union or is necessary to bring or defend for the purpose of effectually winding up the trade union and recovering its property;
- (b) take possession of any books, documents or property of whatsoever description belonging to the trade union;
- (c) sell the real and personal property and choses in action of the trade union by public auction or private contract, with power to transfer the whole thereof to any person or company or to sell the same in parcels;
- (d) appoint a solicitor or agent to assist him in his duties;
- (e) pay any creditors or classes of creditors of the trade union in full or in part;
- (f) compromise any debts or liabilities of the trade union and any liabilities capable of resulting in debts and any claims, present or future, certain or contingent, ascertained or sounding only in damages, that subsist, or are supposed to subsist, between the trade union and any member thereof or any other debtor or person apprehending liability to the trade union and any questions in any way relating to or affecting the assets or winding up of the affairs of the trade union on such terms as may be agreed, and take any security for the discharge of any such debt, liability or claim and give complete discharge in respect thereof;
- (g) make any compromise with creditors of the trade union or persons claiming to be creditors or having or alleging themselves to have any claim, present or future, certain or contingent, ascertained or sounding only in damages, against the trade union or whereby the trade union may be rendered liable; and

- (h) 就該職工會可供分配的資產擬備分配計劃，並於局長批准該計劃後，按該計劃分配該等資產。
- (2) 清盤人行使本條授予的任何權力時，須受局長管制，而該職工會的任何債權人或會員可就行使或擬行使任何此等權力方面的事宜向局長提出申請。
- (3) 在不損害第(2)款的概括性的原則下，局長可——
- (a) 撤銷或更改清盤人發出的任何命令，或代以新的命令；
  - (b) 將清盤人撤職；
  - (c) 命令從該職工會的資產中支付清盤人的薪酬；
  - (d) 要求提交及查閱任何職工會的簿冊、文件或資產；
  - (e) 以書面命令限定或限制清盤人的權力；
  - (f) 隨時規定清盤人向其提交帳目；
  - (g) 將清盤人與任何第三者之間的糾紛，在該第三者的書面同意下，轉介仲裁；
  - (h) 為結束該職工會的事務而召集其覺得屬於方便的該職工會的會員會議。
- (4) 如有關權力為施行本條所需，根據第 14 條獲委任的清盤人或局長有權以裁判官所具有的同樣方法及(盡可能)同樣方式傳召有關的各方以及證人並強制其出席，及強令交出文件。

#### 16. 清盤人獲局長委任時清盤工作的結束

凡已根據第 14 條委任清盤人為任何已登記但登記已被取消的職工會清盤，則即使該職工會的規則另有規定——

- (a) 屬於該職工會的所有不論屬何類別的經費(包括任何福利經費)及資產，須予變賣，折成現金，並首先用作支付清盤費，其次用作解除該職工會

- (h) prepare a scheme of distribution of the assets of the trade union available for distribution and, subject to the approval of the same by the Registrar, distribute the assets accordingly.
- (2) The exercise by the liquidator of any of the powers conferred by this section shall be subject to the control of the Registrar, and any creditor or member of the trade union may apply to the Registrar with respect to any exercise or proposed exercise of any of those powers.
- (3) Without prejudice to the generality of subsection (2), the Registrar may—
- (a) rescind or vary any order made by a liquidator or substitute therefor a new order;
  - (b) remove a liquidator from office;
  - (c) make an order upon the assets of the trade union for the remuneration of any liquidator;
  - (d) call for and inspect the books, documents or assets of a trade union;
  - (e) by order in writing limit or restrict the powers of a liquidator;
  - (f) at any time require accounts to be rendered to him by a liquidator;
  - (g) refer any subject of dispute between a liquidator and any third party to arbitration, subject to the consent in writing of such third party;
  - (h) summon such meetings of the members of the trade union as may appear to him convenient for the purpose of winding up the affairs of the trade union.
- (4) A liquidator appointed under section 14 or the Registrar shall, in so far as such powers are necessary for the carrying out of the purposes of this section, have power to summon and enforce the attendance of parties and witnesses and to compel the production of documents by the same means and (so far as may be) in the same manner as is provided in the case of a magistrate.

#### 16. Closure of liquidation on appointment of liquidator by Registrar

Where a liquidator has been appointed under section 14 for the liquidation of a registered trade union the registration of which has been cancelled, then, notwithstanding anything contained in the rules of the trade union—

- (a) all of the funds (including welfare funds, if any) and assets of what description soever belonging to the trade union shall be realized and converted into money and shall be applied first to the cost of the liquidation, then to the discharge of the liabilities

的法律責任，再其次用作支付股本(如有的話)，最後按該職工會規則規定的方式使用，如無此規定，則按局長指示的方式使用；

- (b) 如該職工會的清盤工作結束時，仍有債權人未就其根據分配計劃應得的部分提出申索或未收取其如此應得的部分，則一份關於該清盤結束的通告須在憲報刊登；自該通告刊登日期起滿 2 年後，針對該職工會的經費而提出的一切申索，即告失效；(由 1979 年第 20 號法律公告修訂)
- (c) 該職工會的經費在用於(a)段所指明的用途及支付(b)段所指的申索後，如有剩餘，須撥入香港政府一般收入。(由 1988 年第 47 號第 3 條修訂)

#### 第 IV 部

##### 章程

#### 17. 職工會的職員及會員

(1) 除第(1A)款另有規定外，任何人除非通常在香港居住，並從事或受僱於與任何已登記職工會直接有關的行業、工業或職業，否則不得作為該職工會的會員。(由 1977 年第 18 號第 3 條代替)

(1A) 任何人由於過去從事或受僱於任何行業、工業或職業而曾合法地成為已登記職工會的會員，因年老或健康欠佳而從該行業、工業或職業退休，可在退休後仍為該職工會的會員，但不得作為有表決權會員。(由 1977 年第 18 號第 3 條增補)

(1B) 任何人均不得僅因其臨時性或季節性從事或受僱於與任何職工會直接有關的行業、工業或職業而被拒絕作為該職工會的會員。(由 1977 年第 18 號第 3 條增補)

\*(2) 如無局長的書面同意，任何人均不得任職為已登記職工會的職員，除非該人通常在香港居住，並正從事或曾從事、或正受僱或曾受僱於與該職工會直接有關的行業、工業或職業。(由 1977 年第 18 號第 3 條代替。由 1997 年第 102 號第 2 條修訂；由 1997 年第 135 號第 5 條修訂)

\* 關於 1997 年第 102 號的暫時終止實施，請參閱第 538 章第 3(1) 條。在 1997 年 10 月 31 日，該第 3(1) 條在其於緊接 1997 年 10 月 31 日前有效的範圍內，終止有效。請參閱 1997 年第 135 號第 12 條。

of the trade union, then to the payment of share capital, if any, and then in such manner as may be provided by the rules of the trade union or, failing provision therefor, in such manner as the Registrar may direct;

- (b) when the liquidation of the trade union has been closed and any creditor thereof has not claimed or received what is due to him under the scheme of distribution, notice of the closing of the liquidation shall be published in the Gazette, and all claims against the funds of the trade union shall be prescribed when 2 years shall have elapsed from the date of such publication; (Amended L.N. 20 of 1979)
- (c) any surplus remaining after the application of the funds to the purposes specified in paragraph (a) and the payment of any claims under paragraph (b) shall be paid into the general revenue of Hong Kong. (Amended 47 of 1988 s. 3)

#### PART IV

##### CONSTITUTION

#### 17. Officers and members of trade unions

(1) Subject to subsection (1A), no person shall be a member of a registered trade union unless he is ordinarily resident in Hong Kong and engaged or employed in a trade, industry or occupation with which the trade union is directly concerned. (Replaced 18 of 1977 s. 3)

(1A) Any person who has lawfully been a member of a registered trade union may, upon his retirement on account of age or ill-health from the trade, industry or occupation in which he was engaged or employed and by virtue of which he was a member of the trade union, remain a member thereof, but shall not be a voting member. (Added 18 of 1977 s. 3)

(1B) No person shall be refused membership of a trade union solely on the ground that he is casually or seasonally engaged or employed in the trade, industry or occupation with which the trade union is directly concerned. (Added 18 of 1977 s. 3)

\*(2) No person shall, without the consent in writing of the Registrar, be an officer of a registered trade union unless he is ordinarily resident in Hong Kong and is or has been engaged or employed in a trade, industry or occupation with which the trade union is directly concerned. (Replaced 18 of 1977 s. 3. Amended 102 of 1997 s. 2; 135 of 1997 s. 5)

\* As to the suspension of operation of 102 of 1997, please see s. 3(1) of Cap. 538. On 31 October 1997, that s. 3(1), to the extent that it was in effect immediately before 31 October 1997, ceased to have effect. Please see s. 12 of 135 of 1997.

**54. 查訊、審查及暫停業務**

(1) 註冊官及任何獲其授權的人，可就任何儲蓄互助社的狀況及事務進行查訊，並可為此目的而取用該儲蓄互助社的所有簿冊、紀錄及其他文件，以及為確定該社的財政狀況、該社準備款項以供債務到期時還款之用的能力、及該社是否已遵守本條例，而進行他認為需要的查訊。

(2) 如註冊官從其就某儲蓄互助社的狀況及事務進行的查訊中，信納該社的任何資金、證券或其他財產可能已被挪用或不當地使用，或信納該等簿冊、紀錄或其他文件沒有顯示該社的真正財政狀況，則可委任一名核數師，對該儲蓄互助社的事務進行註冊官認為需要的查訊及審計。

(3) 註冊官根據本條進行查訊後，如信納某儲蓄互助社的業務繼續進行，並不符合其社員或公眾的利益，則可命令該儲蓄互助社暫停業務，期限由註冊官決定。

**第 IX 部****清盤****55. 儲蓄互助社的清盤**

除非按照本部的規定，註冊官已作出命令取消儲蓄互助社的註冊，否則儲蓄互助社不得清盤。

(由 1995 年第 35 號第 5 條修訂)

**56. (由 1995 年第 35 號第 6 條廢除)****57. 儲蓄互助社可議決清盤**

(1) 在符合本條的規定下，任何儲蓄互助社均可藉著——

- (a) 由有資格在其會議上表決的社員中四分之三人數簽署的文書；或
- (b) 由有資格在為此而召開的特別會議上表決而又有參與表決的社員中四分之三人數通過決議，

而議決清盤。

(2) 每個儲蓄互助社須最少在 10 天前給予註冊官書面通知，表示有意發出任何上述文書給其社員簽署或有意舉行任何上述會議(視屬何情況而定)。

**54. Inquiry, examination and suspension**

(1) The Registrar and any person authorized by him may inquire into the condition and affairs of a credit union and for this purpose shall be given access to all books, records and other documents of the credit union and may make such inquiries as are in his opinion necessary to ascertain its financial condition, its ability to provide for the payment of its liabilities as they become due and whether or not it has complied with this Ordinance.

(2) The Registrar may, if he is satisfied, from an inquiry into the condition and affairs of a credit union, that any of its funds, securities or other property may have been misappropriated or improperly used or that the books, records or other documents do not show its true financial position, appoint an auditor to make such inquiry and audit of the affairs of the credit union as the Registrar considers necessary.

(3) The Registrar may, after an inquiry under this section, if he is satisfied that the continuance in business of such credit union would not be in the interests of its members or of the public, order the credit union to suspend business for such time as he may decide.

**PART IX****WINDING-UP****55. Winding-up of credit unions**

No credit union shall be wound up unless in accordance with this Part the Registrar has made an order cancelling its registration.

(Amended 35 of 1995 s. 5)

**56. (Repealed 35 of 1995 s. 6)****57. Credit union may resolve to be wound up**

(1) Subject to this section, a credit union may—

- (a) by instrument in writing signed by three-quarters of its members qualified to vote at its meetings; or
- (b) by resolution passed by three-quarters of its members qualified to vote and voting at a special meeting called for the purpose,

resolve that it be wound up.

(2) Every credit union shall give at least ten days prior notice in writing to the Registrar of its intention to issue any such instrument for the signature of its members or to hold any such meeting, as the case may be.

(3) 凡任何儲蓄互助社根據第(1)款議決清盤，須隨即將一份由該儲蓄互助社的社長及司庫核證的文書或決議紀錄的文本交付註冊官，而註冊官其後須於切實可行範圍內，盡快作出命令，取消該儲蓄互助社的註冊。

(由 1995 年第 35 號第 7 條修訂)

## 58. 由註冊官取消註冊

(1) 註冊官根據第 54(1) 條進行查訊後，可以掛號郵遞方式向任何儲蓄互助社發出通知，表示有意取消該社的註冊，並列出第(2)款所指明的任何理由，以及述明除非該社在通知的送達日期的 1 個月內提出相反理由，否則他將作出命令，取消該社的註冊。

(2) 第(1)款所提述的取消任何儲蓄互助社註冊的理由為——

- (a) 有資格在該儲蓄互助社的會議上表決的社員人數已減至少於 15 人；
- (b) 該儲蓄互助社的註冊是以欺詐手段或因錯誤而取得的；
- (c) 該儲蓄互助社並非真正的儲蓄互助社；
- (d) 該儲蓄互助社為了某非法目的而存在；
- (e) 該儲蓄互助社無能力償付其債項；
- (f) 該儲蓄互助社並無經營業務或並非在運作中；或
- (g) 該儲蓄互助社故意違反本條例的任何條文。

(3) 註冊官如已根據第(1)款發出通知，則除非他認為該儲蓄互助社在通知的送達日期的 1 個月內提出充分的相反理由，否則可藉書面命令取消該儲蓄互助社的註冊。

(由 1995 年第 35 號第 8 條代替)

## 59. 取消註冊的命令何時生效

(1) 凡自取消儲蓄互助社註冊的命令作出起計 14 天內，無人根據第 62(1) 條提出上訴，該命令於上述期限屆滿時即告生效。

(2) 凡有人根據第 62(2) 條在 14 天內提出上訴，則須待聆訊該上訴的區域法院維持該命令後，該命令始能生效。

(由 2000 年第 61 號第 3 條修訂)

(由 1995 年第 35 號第 9 條代替)

(3) Where a credit union resolves under subsection (1) that it be wound up, a copy of the instrument or a record of the resolution, certified by the president and treasurer of the credit union, shall be delivered forthwith to the Registrar who shall, as soon as practicable thereafter, make an order cancelling the registration of the credit union.

(Amended 35 of 1995 s. 7)

## 58. Cancellation of registration by Registrar

(1) The Registrar may, after an inquiry under section 54(1), give notice to a credit union by registered post of his intention to cancel its registration, setting out any of the grounds specified in subsection (2) and stating that, unless cause is shown to the contrary within 1 month of the date of service of the notice, he will make an order cancelling its registration.

(2) The grounds referred to in subsection (1) for cancelling the registration of a credit union are that—

- (a) the number of members qualified to vote at meetings of the credit union has been reduced to less than 15;
- (b) the registration of the credit union was obtained by fraud or mistake;
- (c) the credit union is not a bona fide credit union;
- (d) the credit union exists for an illegal purpose;
- (e) the credit union is unable to pay its debts;
- (f) the credit union is not carrying on business or is not in operation; or
- (g) the credit union has wilfully contravened any of the provisions of this Ordinance.

(3) The Registrar may, if he has given notice under subsection (1), and unless in his opinion sufficient cause to the contrary is shown by the credit union within 1 month of the date of service of the notice, by order in writing cancel the registration of the credit union.

(Replaced 35 of 1995 s. 8)

## 59. When order cancelling registration takes effect

(1) Where no appeal is made under section 62(1) within 14 days from the making of an order cancelling the registration of a credit union, the order shall take effect on the expiry of that period.

(2) Where an appeal is made within 14 days under section 62(2), the order shall not take effect until it is confirmed by the District Court hearing the appeal.

(Replaced 35 of 1995 s. 9)



**60. 保管簿冊與保護資產的命令**

凡根據第 57(3) 或 58(3) 條取消任何儲蓄互助社的註冊，註冊官可另行作出他認為適當的命令，以保管該儲蓄互助社的簿冊及文件，並保護該儲蓄互助社的資產，直至取消註冊的命令生效為止。

(由 1995 年第 35 號第 10 條代替)

**61. 取消註冊時委任清盤人以及取消註冊的效果**

凡任何儲蓄互助社的註冊被註冊官根據第 57(3) 或 58(3) 條作出命令取消——

- (a) 註冊官可委任一人或多於一人在他的指示及管制下擔任該儲蓄互助社的清盤人；及
- (b) 該儲蓄互助社自命令生效當日起不再是法人團體，但由或根據第 22 或 23 條授予或委予該儲蓄互助社的任何權利或職責，則當作歸於註冊官為該社所委任的清盤人。

(由 1995 年第 35 號第 11 條代替)

**61A. 清盤人的權力**

(1) 根據第 61 條委任的清盤人在註冊官的指示及管制下，以及在註冊官根據第 61B 條藉命令施加的任何限制所規限下，具有以下權力——

- (a) 藉在憲報刊登的公告指定某日期，規定在該日期前，凡有任何申索尚未記錄於有關儲蓄互助社簿冊內的債權人，須在證明其申索之前，就其申索作出陳述；
- (b) 決定債權人之間的優先次序問題；
- (c) 決定清盤費用應由何人負擔及負擔的比例；
- (d) 在儲蓄互助社清盤過程中，按需要就資產的收集及派發給予指示；
- (e) 對儲蓄互助社提出的申索或針對儲蓄互助社而提出的申索作出妥協，但須事先獲得註冊官准許；
- (f) 為使清盤獲得妥當處理，按需要而召開社員大會；

**60. Order for custody of books and protection of assets**

Where the registration of a credit union is cancelled under section 57(3) or 58(3), the Registrar may make such further order as he thinks fit for the custody of the books and documents and the protection of the assets of the credit union until the order cancelling the registration takes effect.

(Replaced 35 of 1995 s. 10)

**61. Appointment of liquidator on, and the effect of, cancellation of registration**

Where the registration of a credit union is cancelled by order of the Registrar under section 57(3) or 58(3)—

- (a) he may appoint one or more persons to be, subject to his direction and control, the liquidator or liquidators of the credit union; and
- (b) the credit union shall cease to exist as a corporate body from the date on which the order takes effect, but any rights or duties conferred or imposed on the credit union by or under section 22 or 23 are deemed to be vested in the liquidator appointed for it by the Registrar.

(Replaced 35 of 1995 s. 11)

**61A. Liquidator's powers**

(1) A liquidator appointed under section 61 shall, subject to the direction and control of the Registrar and to any limitations imposed by the Registrar by order under section 61B, have power to—

- (a) appoint by notice published in the Gazette a day before which creditors whose claims are not already recorded in the books of the credit union shall state their claims before they prove them;
- (b) decide any question of priority which arises between creditors;
- (c) decide by what persons and in what proportions the costs of liquidation are to be borne;
- (d) give such directions in regard to the collection and distribution of assets as may be necessary in the course of winding-up the credit union;
- (e) compromise any claim by or against the credit union if the permission of the Registrar has first been obtained;
- (f) call such general meetings of members as may be necessary for the proper conduct of the liquidation;

(d) 主管當局或獲授權人員，(由 1993 年第 27 號第 25 條代替)  
向其提出申請下，解散管理委員會並委任一名管理人，或撤換管理人，視屬何情況而定。

(2) 審裁處可指示根據第(1)款委任的管理人，按審裁處認為適當的關乎報酬或其他方面的條款及條件擔任管理人職位，為期一段無限定或有限定的期間，而管理人的報酬及開支，須當作為根據本條例管理建築物的開支的一部分。

(由 1993 年第 27 號第 42 條修訂)

### 32. 管理人的權力及職責

(1) 管理人須有管理委員會及其主席、秘書及司庫的全部權力及職責。(由 1993 年第 27 號第 26 條修訂)

(2) 管理人須在其委任或其委任終止之日起 7 天內，以土地註冊處處長指明的格式將該項委任或委任終止通知土地註冊處處長。(由 1993 年第 8 號第 3 條修訂；由 1998 年第 12 號第 6 條修訂)

(3) 任何人違反第(2)款的規定，即屬犯罪，一經定罪，可處以罰款，按違反規定的日數每天罰款 \$100。

(由 1993 年第 27 號第 42 條修訂)

## 第 VI 部

### 法團的清盤

### 33. 法團的清盤

(1) 法團可根據《公司條例》(第 32 章)第 X 部的條文清盤，猶如其乃該條例所指的非註冊公司一樣，而該條例與非註冊公司清盤有關的條文，只要適合，即適用於法團的清盤。

(2) 根據第(1)款應用《公司條例》(第 32 章)的條文時——

- (a) 提述公司董事時即當作為提述管理委員會委員；及
- (b) 提述公司成員時即當作為提述業主。

(d) the Authority or an authorized officer, (Replaced 27 of 1993 s. 25)

dissolve the management committee and appoint an administrator, or remove and replace an administrator, as the case may be.

(2) The tribunal may direct that an administrator appointed under subsection (1) shall hold office for an indefinite period or for a fixed period on such terms and conditions as to remuneration or otherwise as it thinks fit, and the remuneration and expenses of the administrator shall be deemed to be part of the expenses of management of the building under this Ordinance.

(Amended 27 of 1993 s. 42)

### 32. Powers and duties of an administrator

(1) An administrator shall have all the powers and duties of a management committee and of the chairman, secretary and treasurer thereof. (Amended 27 of 1993 s. 26)

(2) An administrator shall, within 7 days of the date of his appointment or the determination of his appointment, give notice thereof to the Land Registrar in such form as the Land Registrar may specify. (Amended 8 of 1993 s. 3)

(3) Any person who contravenes subsection (2) shall be guilty of an offence and shall be liable on conviction to a fine of \$100 for each day during which the contravention continues.

(Amended 27 of 1993 s. 42)

## PART VI

### WINDING UP OF CORPORATIONS

### 33. Winding up of corporations

(1) A corporation may be wound up under the provisions of Part X of the Companies Ordinance (Cap. 32) as if it were an unregistered company within the meaning of that Ordinance and the provisions of that Ordinance relating to the winding up of an unregistered company shall, in so far as they are applicable, apply to the winding up of a corporation.

(2) In applying the provisions of the Companies Ordinance (Cap. 32) under subsection (1)—

- (a) a reference to a director of a company shall be deemed to be a reference to a member of a management committee; and
- (b) a reference to a member of a company shall be deemed to be a reference to an owner.