

公 共 啟 事
PUBLIC NOTICES

《雅麗氏何妙齡那打素慈善
基金會條例草案》

**ALICE HO MIU LING NETHERSOLE
CHARITY FOUNDATION BILL**

《雅麗氏何妙齡那打素慈善基金會條例草案》

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**ALICE HO MIU LING NETHERSOLE
CHARITY FOUNDATION BILL**

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本條例草案

旨在

使名為 “The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital” 的法人團體以 “雅麗氏何妙齡那打素慈善基金會” (Alice Ho Miu Ling Nethersole Charity Foundation) 的法團名稱持續作為法人團體；就雅麗氏何妙齡那打素慈善基金會 (Alice Ho Miu Ling Nethersole Charity Foundation) 的章程、權力、責任、工作和活動訂定條文；並廢除《香港雅麗氏何妙齡那打素醫院法團條例》。

由立法會制定。

1. 簡稱

本條例可引稱為《雅麗氏何妙齡那打素慈善基金會條例》。

2. 目的

本條例的目的為——

- (a) 使 The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital 以 “雅麗氏何妙齡那打素慈善基金會” (Alice Ho Miu Ling Nethersole Charity Foundation) 的法團名稱持續作為法人團體存在；及
- (b) 就基金會的章程和職能訂定條文。

3. 釋義

在本條例中，除文意另有所指外——

“已廢除條例” (repealed Ordinance) 指根據第 12 條被廢除的《香港雅麗氏何妙齡那打素醫院法團條例》(第 1072 章)；

A BILL

To

Continue the body corporate called The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital as a body corporate under the corporate name of the Alice Ho Miu Ling Nethersole Charity Foundation (雅麗氏何妙齡那打素慈善基金會), to provide for the constitution, powers, duties, work and activities of the Alice Ho Miu Ling Nethersole Charity Foundation (雅麗氏何妙齡那打素慈善基金會), and to repeal the Alice Ho Miu Ling Nethersole Hospital Incorporation Ordinance.

Enacted by the Legislative Council.

1. Short title

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

2. Purposes

The purposes of this Ordinance are—

- (a) to continue in existence as a body corporate The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital under the corporate name of the Alice Ho Miu Ling Nethersole Charity Foundation (雅麗氏何妙齡那打素慈善基金會); and
- (b) to provide for the constitution and functions of the Foundation.

3. Interpretation

In this Ordinance, unless the context otherwise requires—
“Board of Governors” (董事局) means the Board of Governors of the Foundation provided for and referred to in section 7;

“主席”(Chairman)指當其時擔任董事局主席職位的人；

“執行委員會”(The Executive Committee)指根據已廢除條例成立為法團的 The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital；

“基金會”(Foundation)指第 4 條所提述的雅麗氏何妙齡那打素慈善基金會 (Alice Ho Miu Ling Nethersole Charity Foundation)；

“章程”(constitution)指第 5 條所提述的基金會章程細則；

“董事”(governor)除第 7(2)條另有規定外，指當其時按照章程委任的董事局董事；

“董事局”(Board of Governors)指第 7 條所規定和提述的基金會董事局；

“義務司庫”(Honorary Treasurer)除第 7(2)條另有規定外，指當其時按照章程委任的董事局義務司庫；

“職能”(functions)包括權力、責任、工作及活動。

4. 基金會成立為法團

(1) 根據已廢除條例第 3 條成立為法團的法人團體 The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital 現予保留，並以“雅麗氏何妙齡那打素慈善基金會”(Alice Ho Miu Ling Nethersole Charity Foundation)的法團名稱持續作為法人團體存在。

(2) 第 (1) 款所提述的法人團體的法團身分及其權利和義務，並不受本條例廢除已廢除條例的影響。

(3) 基金會——

(a) 以其法團名稱永久延續；

(b) 備有並可使用法團印章；及

(c) 可以其法團名稱起訴及被起訴。

5. 基金會章程

(1) 基金會的章程為董事局在本條例生效之後所採納的章程。

(2) 章程可不時按照當其時有效的章程予以修訂。

- “Chairman” (主席) means the person holding the office of Chairman of the Board of Governors for the time being;
- “constitution” (章程) means the articles of constitution of the Foundation referred to in section 5;
- “The Executive Committee” (執行委員會) means The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital incorporated under the repealed Ordinance;
- “Foundation” (基金會) means the Alice Ho Miu Ling Nethersole Charity Foundation (雅麗氏何妙齡那打素慈善基金會) referred to in section 4;
- “functions” (職能) includes powers, duties, work and activities;
- “governor” (董事), subject to section 7(2), means a governor of the Board of Governors for the time being appointed in accordance with the constitution;
- “Honorary Treasurer” (義務司庫), subject to section 7(2), means the Honorary Treasurer of the Board of Governors for the time being appointed in accordance with the constitution;
- “repealed Ordinance” (已廢除條例) means the Alice Ho Miu Ling Nethersole Hospital Incorporation Ordinance (Cap. 1072) repealed under section 12.

4. Incorporation of Foundation

(1) The body corporate incorporated under section 3 of the repealed Ordinance as The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital is preserved and continues in existence as a body corporate under the corporate name of the Alice Ho Miu Ling Nethersole Charity Foundation (雅麗氏何妙齡那打素慈善基金會).

(2) The corporate identity and the rights and obligations of the body corporate referred to in subsection (1) are not affected by the repeal by this Ordinance of the repealed Ordinance.

(3) The Foundation—

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

5. Constitution of Foundation

(1) The constitution of the Foundation shall be such as the Board of Governors may adopt after the commencement of this Ordinance.

(2) The constitution may from time to time be amended in accordance with the constitution for the time being in force.

6. 基金會會員

- (1) 基金會須有當其時有效的章程所規定的一個或多於一個類別的會員。
- (2) 董事局可不時在符合並按照當其時有效的章程的規定下，接納任何人士為基金會會員。

7. 董事局

- (1) 基金會董事局須由以下人士組成——
 - (a) 數目不超過當其時有效的章程所規定的董事人數上限的董事；及
 - (b) 義務司庫一名。
- (2) 在緊接本條例生效之前的執行委員會成員和義務司庫須成為首批董事和首位義務司庫，並須擔任在緊接本條例生效之前他們在執行委員會中分別擔任的職位，但在其他情況下則須符合並按照董事局依據第 5(1) 條的條文所採納的基金會章程的規定。

8. 基金會權力

- (1) 基金會具有作出以下作為的權力——
 - (a) 營辦和管理非牟利醫院、診所、醫療機構、社區健康中心、社會服務中心及為長者和失智症患者而設的院舍，以及監督其營辦和管理，以——
 - (i) 照顧、治療和安慰 (不論是在身體、心理或靈性上) 體弱、患病或年邁的人或需要協助的人；
 - (ii) 促進並教育社區對健康護理及疾病預防的認識；
 - (iii) 培訓醫生、護士、助產士和其他專職醫療員工；
 - (iv) 在為有需要的人提供服務時，促進及傳揚耶穌基督的教訓；及
 - (v) 彰顯基督教對全人及其肉體與靈性方面的信念；及

6. Members of Foundation

(1) There shall be members of the Foundation consisting of such class or classes as shall be provided in the constitution for the time being in force.

(2) The Board of Governors may from time to time admit any persons to be the members of the Foundation subject to and in accordance with the constitution for the time being in force.

7. Board of Governors

(1) There shall be a Board of Governors of the Foundation consisting of—

- (a) such number of governors as not exceeding the maximum number of governors provided in the constitution for the time being in force; and
- (b) an Honorary Treasurer.

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

8. Powers of Foundation

(1) The Foundation shall have power—

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

- (b) 營辦和管理非牟利幼兒中心、遊戲中心、幼兒園及幼稚園，以及監督其營辦和管理，以照顧和教育幼童。
- (2) 基金會亦具有作出以下作為的權力——
- (a) 獲取、購買、取得、持有和享用任何性質或種類以及位於任何地點的任何土地、建築物、宅院或物業單位，以及接受任何該等土地、建築物、宅院或物業單位的租賃，以及將款項投資於任何土地、建築物及任何政府、法團或公司的任何債權證、股額、基金、股份或證券，以及投資於任何土地和建築物的按揭，以及購買和獲取任何性質或種類的所有貨品及實產；
- (b) 按基金會認為合適的條款，將歸屬基金會的任何土地、建築物、宅院或物業單位、按揭、債權證、股額、基金、股份、證券、貨品及實產批出、出售、轉易、轉讓、退回、交換、分割、交出、按揭、批租、再轉讓、移轉或以其他方式處置；
- (c) 接受董事局認為適當的補助、捐贈及資助，並按董事局認為適當的條款和條件向慈善團體和慈善機構或為慈善目的提供補助、捐贈及資助；及
- (d) 進行任何業務或處理任何事宜或事情，以貫徹章程所列明的基金會宗旨，或進行任何為實現該等宗旨而附帶的業務或處理任何如此附帶的事宜或事情。
- (3) 儘管有第 (1) 及 (2) 款的規定，該兩款所賦予的權力只可為捐助、支持、維持、進行或以其他方式促進章程所指明的基金會工作而行使。

9. 印章

所有須蓋上基金會的印章的契據、文件及其他文書，均須在兩名董事面前蓋上基金會的法團印章，並須由他們簽署，而上述簽署須視為該等契據、文件及其他文書經妥為蓋章的充分表面證據。

- (b) to operate, manage and supervise the operation and management of non-profit-making child care centres, play centres, nurseries and kindergartens for the care and education of young children.
- (2) The Foundation shall also have power—
- (a) to acquire, accept leases of, purchase, take, hold and enjoy any lands, buildings, messuages or tenements of what nature or kind soever and wheresoever situate, and also to invest moneys upon any lands, buildings and any debentures, stocks, funds, shares or securities of any government, corporation or company and also upon mortgage of any lands and buildings, and also to purchase and acquire all goods and chattels of what nature or kind soever;
- (b) to grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages or tenements, mortgages, debentures, stocks, funds, shares, securities, goods and chattels vested in the Foundation on such terms as the Foundation may seem fit;
- (c) to accept grants, donations and subsidies as the Board of Governors may consider expedient and to make grants, donations and subsidies to such charities and charitable institutions or purposes on such terms and conditions as the Board of Governors may consider expedient; and
- (d) to conduct any businesses, matters or things for the furtherance of or incidental to the fulfilment of its objects as set out in the constitution.

(3) Notwithstanding the provisions of subsections (1) and (2), the powers conferred by those subsections shall only be exercised for the purpose of endowing, supporting, maintaining, carrying on or otherwise promoting the work of the Foundation as specified in the constitution.

9. Seal

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

10. 內部管理

基金會的所有內部管理事宜，包括章程的任何修訂，均須按照當其時有效的章程定案和進行。

11. 財產

執行委員會的所有財產及歸屬執行委員會的所有財產，須自本條例生效時起歸屬基金會。

12. 廢除

《香港雅麗氏何妙齡那打素醫院法團條例》(第 1072 章) 現予廢除。

13. 過渡性條文

(1) 本條適用於任何藉遺囑、契據、遺囑性質的產權處置或以其他方式為執行委員會的利益而作出的已歸屬或待確定饋贈或產權處置，不論是在本條例生效之前或之後作出的。

(2) 在本條例生效之後，本條所適用的饋贈或產權處置須就所有目的而言，在猶如該饋贈或產權處置是表明是為基金會的利益而作出一樣的情況下予以解釋，而由主席或義務司庫代表基金會發出的收據，即充分解除任何按照本款就該饋贈或產權處置作出付款或以其他方式行事的人的責任。

14. 保留條文

本條例的條文不影響亦不得當作影響中央或香港特別行政區政府根據《基本法》和其他法律的規定所享有的權利或任何政治體或法人團體或任何其他人的權利，但本條例所述及者和經由、透過或藉著他們提出申索者除外。

10. Internal management

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

11. Properties

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

12. Repeal

The Alice Ho Miu Ling Nethersole Hospital Incorporation Ordinance (Cap. 1072) is repealed.

13. Transitional

(1) This section applies to any vested or contingent gift or disposition, made either before or after the commencement of this Ordinance, by will, deed, testamentary disposition, or in any other manner for the benefit of The Executive Committee.

(2) A gift or disposition to which this section applies is to be construed for all purposes after the commencement of this Ordinance as if the gift or disposition were expressed to be for the benefit of the Foundation, and a receipt given by the Chairman or the Honorary Treasurer on behalf of the Foundation shall be a sufficient discharge to any person making a payment or otherwise acting in respect of such a gift or disposition in accordance with this subsection.

14. Saving

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

摘要說明

本條例草案旨在就廢除《香港雅麗氏何妙齡那打素醫院法團條例》(第 1072 章)(簡稱“已廢除條例”)及使根據已廢除條例設立的“The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital”(“執行委員會”)以“雅麗氏何妙齡那打素慈善基金會”的法團名稱持續，訂定條文，並就與執行委員會的權力相比更為廣泛的基金會權力，訂定條文。

雅麗氏何妙齡那打素慈善基金會
的代表律師
蔡克剛律師事務所

Explanatory Memorandum

The object of this Bill is to provide for the repeal of the Alice Ho Miu Ling Nethersole Hospital Incorporation Ordinance (Cap. 1072) (the “repealed Ordinance”) and the continuance of The Executive Committee of The Alice Ho Miu Ling Nethersole Hospital (“The Executive Committee”) incorporated under the repealed Ordinance under the corporate name of the Alice Ho Miu Ling Nethersole Charity Foundation, and to provide for the wider powers of the Foundation as compared with The Executive Committee.

Herbert Tsoi & Partners
Solicitors for the Alice
Ho Miu Ling Nethersole
Charity Foundation