

**MUNSANG COLLEGE AND HEEP YUNN SCHOOL  
(CHANGE OF CORPORATE NAMES AND GENERAL  
AMENDMENTS) BILL 2008**

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# A BILL

## To

Amend the Munsang College Incorporation Ordinance and the Council of Heep Yunn School Incorporation Ordinance—

- (a) to change the corporate name of “Munsang College”;
- (b) to change the corporate name of “The Council of Heep Yunn School”;
- (c) to make miscellaneous amendments to the 2 Ordinances; and
- (d) to bring the provisions of the 2 Ordinances into conformity with the Education Ordinance.

Enacted by the Legislative Council.

### PART 1

#### PRELIMINARY

##### **1. Short title**

This Ordinance may be cited as the Munsang College and Heep Yunn School (Change of Corporate Names and General Amendments) Ordinance 2008.

## PART 2

### AMENDMENTS TO MUNSANG COLLEGE INCORPORATION ORDINANCE

#### 2. Long title amended

The long title to the Munsang College Incorporation Ordinance (Cap. 1094) is amended by repealing “the incorporation of the council of the Munsang College, Hong Kong” and substituting “the incorporation of Munsang Education Council”.

#### 3. Short title amended

Section 1 is amended by repealing “College” and substituting “Education Council”.

#### 4. Section added

The following is added—

##### “1A. Interpretation

In this Ordinance, unless the context otherwise requires—  
“Constitution” (章程) means the Constitution of the Council;  
“Council” (委員會) means Munsang Education Council.”.

#### 5. Section substituted

Section 2 is repealed and the following substituted—

##### “2. Incorporation

(1) The body corporate incorporated under this section as in force immediately before the commencement of the amending Ordinance as “Munsang College” is preserved and continues in existence as a body corporate under the corporate name of “Munsang Education Council” in English and “民生教育機構委員會” in Chinese.

(2) The enactment of the amending Ordinance does not affect the legality or validity of anything done by the body corporate referred to in subsection (1) before the commencement of the amending Ordinance.

(3) The Council—

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

(4) In this section, “amending Ordinance” (《修訂條例》) means the Munsang College and Heep Yunn School (Change of Corporate Names and General Amendments) Ordinance 2008 ( of 2008).”.

## 6. Section substituted

Section 3 is repealed and the following substituted—

### “3. Purposes of Council

The purposes of the Council are—

- (a) to offer to the youth of Hong Kong a modern liberal education; and
- (b) to encourage them to lead a Christian life.”.

## 7. Section substituted

Section 4 is repealed and the following substituted—

### “4. Members of Council

(1) The Council shall consist of such members as provided for in the Constitution.

(2) The members of the Council shall be appointed and removed from office in accordance with the Constitution.”.

## 8. Sections repealed

Sections 5 and 6 are repealed.

## 9. Powers of corporation

(1) Section 7 is amended, in the heading, by repealing “**corporation**” and substituting “**Council**”.

(2) Section 7(1) is amended by repealing “corporation” where it first appears and substituting “Council”.

(3) Section 7(2) is amended by repealing “corporation” wherever it appears and substituting “Council”.

**10. Execution of deeds**

(1) Section 8 is amended by repealing “corporation” and substituting “Council”.

(2) Section 8 is amended by repealing “officers” where it twice appears and substituting “members of the Council”.

**11. Power to make rules**

Section 9 is repealed.

**12. Section added**

The following is added—

**“9A. Internal management of Council**

All matters of internal management of the Council, including any amendment of the Constitution, shall be settled and carried out in accordance with the Constitution.”.

**13. Registration with Registrar of Companies**

Section 10 is repealed.

**14. Prohibition against payment of dividend or bonus**

(1) Section 11 is amended by repealing “corporation” where it twice appears and substituting “Council”.

(2) Section 11 is amended by repealing “council” where it twice appears and substituting “Council”.

**PART 3**

**REPEAL OF MUNSANG COLLEGE RULES**

**15. Repeal**

The Munsang College Rules (Cap. 1094 sub. leg. A) are repealed.

**PART 4**

**AMENDMENTS TO COUNCIL OF HEEP YUNN SCHOOL  
INCORPORATION ORDINANCE**

**16. Long title amended**

The long title to the Council of Heep Yunn School Incorporation Ordinance (Cap. 1099) is amended by repealing “the incorporation of the Council of Heep Yunn School” and substituting “the incorporation of The Council of Heep Yunn School”.

**17. Short title amended**

Section 1 is amended by repealing “the Council of Heep Yunn School” and substituting “The Council of Heep Yunn School”.

**18. Section substituted**

Section 2 is repealed and the following substituted—

**“2. Interpretation**

In this Ordinance, unless the context otherwise requires—  
“Constitution” (章程) means the Constitution of the Council;  
“Council” (管委會) means The Council of Heep Yunn School.”

**19. Section substituted**

Section 3 is repealed and the following substituted—

**“3. Incorporation**

(1) The body corporate incorporated under this section as in force immediately before the commencement of the amending Ordinance as “The Council of Heep Yunn School” is preserved and continues in existence as a body corporate under the corporate name of “The Council of Heep Yunn School” in English and “協恩學校管治委員會” in Chinese.

(2) The enactment of the amending Ordinance does not affect the legality or validity of anything done by the body corporate referred to in subsection (1) before the commencement of the amending Ordinance.

(3) The Council—

(a) has perpetual succession under its corporate name;

(b) is capable of suing and being sued in its corporate name; and

(c) has and may use a seal.

(4) In this section, “amending Ordinance” (《修訂條例》) means the Munsang College and Heep Yunn School (Change of Corporate Names and General Amendments) Ordinance 2008 ( of 2008).”.

## 20. Sections substituted

Section 4 is repealed and the following substituted—

### “4. Object of Council

The object of the Council is, subject to sections 32 and 40AD of the Education Ordinance (Cap. 279), to establish, sponsor, operate and manage—

- (a) Heep Yunn School;
- (b) Heep Yunn Primary School;
- (c) Heep Yunn School Private Kindergarten; and
- (d) other educational institutions in Hong Kong and elsewhere.

### 4A. Powers and duties of Council

(1) The Council shall have all powers and duties specified in the Constitution which do not conflict with this Ordinance.

(2) Without limiting subsection (1), the Council may—

- (a) oversee the performance of—
  - (i) the management committee or the incorporated management committee of Heep Yunn School; and
  - (ii) the management committee or the incorporated management committee of Heep Yunn Primary School; and
- (b) upon the establishment of the incorporated management committee of Heep Yunn School and the incorporated management committee of Heep Yunn Primary School, grant, sell, assign, demise, let or license to the incorporated management committee of Heep Yunn School or the incorporated management committee of Heep Yunn Primary School or both the whole or any part of the relevant lands together with all or any part of the erections and buildings on those lands and together with any rights, easements and appurtenances belonging to those lands, upon such terms as the Council may deem fit.



- (3) In this section—
- “incorporated management committee” (法團校董會)—
- (a) in relation to Heep Yunn School, means the incorporated management committee established in respect of the school under section 40BN of the Education Ordinance (Cap. 279);
  - (b) in relation to Heep Yunn Primary School, means the incorporated management committee established in respect of the school under section 40BN of the Education Ordinance (Cap. 279);
- “management committee” (校董會)—
- (a) in relation to Heep Yunn School, means the managers of the school;
  - (b) in relation to Heep Yunn Primary School, means the managers of the school;
- “relevant lands” (有關土地) means the following lands that are vested in the Council—
- (a) all that piece or parcel of ground known and registered in the Land Registry as Kowloon Inland Lot No. 3394 and the Extension thereto; and
  - (b) all that piece or parcel of ground known and registered in the Land Registry as Kowloon Inland Lot No. 6272.”.

## 21. Section substituted

Section 5 is repealed and the following substituted—

### “5. Members of Council

(1) The Council shall consist of such members as provided for in the Constitution.

(2) The members of the Council shall be appointed and removed from office in accordance with the Constitution.”.

## 22. Section substituted

Section 6 is repealed and the following substituted—

### “6. Constitution

(1) The constitution of the pre-existing body corporate in operation immediately before the commencement of the amending Ordinance shall, as from the commencement of the amending Ordinance, be the Constitution of the Council.

(2) Subject to the provisions of this Ordinance and the Constitution and to the prior approval of the Standing Committee, the Council may from time to time adopt, alter, amend, add to or repeal the Constitution.

- (3) In this section—
- “amending Ordinance” (《修訂條例》) means the Munsang College and Heep Yunn School (Change of Corporate Names and General Amendments) Ordinance 2008 ( of 2008);
- “Church” (香港聖公會) means the Hong Kong Sheng Kung Hui, a body corporate existing under and by virtue of the Hong Kong Sheng Kung Hui Ordinance (Cap. 1157) and includes its predecessor, the Diocese of Hong Kong and Macao of the Chinese Anglican Church in Hong Kong;
- “pre-existing body corporate” (先前法人團體) means the body corporate incorporated under section 3 as in force immediately before the commencement of the amending Ordinance;
- “Standing Committee” (常備委員會) means the Standing Committee of the Synod of the Diocese of Eastern Kowloon of the Church or its successor or its replacement from time to time.”.

### **23. Registration with Registrar of Companies**

Section 7 is repealed.

### **24. Sealing of deeds**

Section 8 is amended by repealing “corporation” wherever it appears and substituting “Council”.

### **25. Section added**

The following is added—

#### **“8A. Protection of members, officers, etc.**

(1) A member, officer or office-bearer of the Council, acting in good faith, shall not be personally liable for any act done or default made by—

(a) the Council; or

(b) any such member, officer or office-bearer,

in the exercise or purported exercise of the powers conferred by this Ordinance on the Council or in the performance or purported performance of the functions or duties imposed by this Ordinance on the Council.

(2) The protection conferred by subsection (1) on any member, officer or office-bearer of the Council in respect of any act or default shall not affect any liability of the Council for that act or default.

(3) In this section, “officer” (主管人員) includes a member of any sub-committee of the Council and any person to whom the Council has delegated any of its powers.”.

### **Explanatory Memorandum**

The purposes of this Bill are to amend the Munsang College Incorporation Ordinance (Cap. 1094) and the Council of Heep Yunn School Incorporation Ordinance (Cap. 1099) to change the corporate name of “Munsang College” and to change the corporate name of “The Council of Heep Yunn School”, to bring the provisions of those 2 Ordinances into conformity with the Education Ordinance (Cap. 279) and to make miscellaneous amendments.

2. Part 2 amends the Munsang College Incorporation Ordinance (Cap. 1094) to—

- (a) change the corporate name of “Munsang College” (clause 5);
- (b) set out the purposes of Munsang Education Council (clause 6); and
- (c) make provision for the internal management of Munsang Education Council (clause 12).

3. Part 3 repeals the Munsang College Rules (Cap. 1094 sub. leg. A).

4. Part 4 amends the Council of Heep Yunn School Incorporation Ordinance (Cap. 1099) to—

- (a) change the corporate name of “The Council of Heep Yunn School” (clause 19);
- (b) set out the object, powers and duties of The Council of Heep Yunn School (clause 20);
- (c) make provisions for the Constitution of The Council of Heep Yunn School (clause 22); and
- (d) make provisions for the protection of members, officers and office-bearers of The Council of Heep Yunn School (clause 25).