

立法會
Legislative Council

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Tel : 2869 9550

Date : 2 July 2010

From : Clerk to the Legislative Council

To : All Members of the Legislative Council

Council meeting of 7 July 2010

Companies (Amendment) Bill 2010

Committee stage amendments

The Second Reading debate on the above Bill will be resumed on 7 July 2010. Subject to the Bill receiving a Second Reading, the President has given permission for the Secretary for Financial Services and the Treasury to move amendments to the Bill at its Committee stage.

2. As directed by the President, the amendments are attached for Members' consideration.

(Ms Jessica CHAN)
for Clerk to the Legislative Council

Encl.

COMPANIES (AMENDMENT) BILL 2010

COMMITTEE STAGE

Amendments to be moved by the Secretary for Financial Services and the Treasury

<u>Clause</u>	<u>Amendment Proposed</u>
New	By adding – “3A. Articles prescribing regulations for companies Section 9 is amended by repealing “signed by the founder members and”.”.
5(3)	In the proposed section 14A(2)(k)(ii), by deleting “and”.
5(3)	In the proposed section 14A(2)(l)(ii), by deleting the full stop and substituting a semicolon.
5(3)	By adding – “(m) a statement that the company’s memorandum and articles (if any) have been signed in accordance with sections 6 and 12; and (n) a statement that the contents of the copies of the company’s memorandum and articles (if any) delivered under section 15, with or without the part showing the signature and the date of signing as they appear on the original documents, are the same as those of the

memorandum and articles.”.

New By adding –

**“5A. Delivery and registration
of incorporation form,
memorandum and articles**

Section 15(1) is amended by repealing “, certified to be a true copy of the original by a founder member”.

5B. Effect of registration

Section 16(1) is amended by repealing “certified under section 15,”.”.

10(1) In the proposed section 22(3A), by deleting “in the opinion of the Registrar”.

11(2) In the proposed section 22A(1A), by deleting “in the opinion of the Registrar”.

New By adding –

**“22A. Certificates to be sent by
private company with
annual return**

(1) Section 110 is amended by renumbering it as section 110(1).

(2) Section 110(1) is amended by repealing “signed by a director or the secretary of the company”.

(3) Section 110(1) is amended by repealing “so signed”.

(4) Section 110 is amended by adding –

“(2) A certificate sent for the purposes of subsection (1) in relation to a private company must –

- (a) if sent in the form of an electronic record –
 - (i) be signed by a director or the secretary of the company; or
 - (ii) contain an acknowledgment, by a person who is authorized by the company to deliver any document under this Ordinance on the company’s behalf and whose authorization has been notified to the Registrar, to the effect that the person is authorized by a director or the secretary of the company to send the certificate; or
- (b) if sent in paper form, be signed by a director or the secretary of the company.”.”.

- 24(2) In the proposed section 346(2A)(b), by deleting everything after “if the person” and substituting “so consents, in the form of an electronic record.”.
- 27 By deleting the proposed section 348BA(2) and substituting –
“(2) Without limiting the powers of the Registrar under subsection (1), the Registrar may issue a certificate in the form of an electronic record.”.
- 31 In the proposed section 168BAH(4)(c)(ii), by deleting “a prior” and substituting “any prior”.
- 31 In the proposed section 168BAH(5)(c)(ii), by deleting “a prior” and substituting “any prior”.
- 31 In the proposed section 168BAI(2)(b), by deleting everything after “holder” and substituting “, within 7 days after the date of receiving the request.”.
- 31 By deleting the proposed section 168BAI(3).