

**LING LIANG WORLD-WIDE EVANGELISTIC MISSION
INCORPORATION (AMENDMENT) ORDINANCE 2004**

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HONG KONG SPECIAL ADMINISTRATIVE REGION

ORDINANCE No. 2 OF 2004

L.S.

TUNG Chee-hwa
Chief Executive
20 January 2004

An Ordinance to amend the Ling Liang World-Wide Evangelistic Mission Incorporation Ordinance.

[1 April 2004]

Enacted by the Legislative Council.

PART 1

PRELIMINARY

1. Short title and commencement

(1) This Ordinance may be cited as the Ling Liang World-Wide Evangelistic Mission Incorporation (Amendment) Ordinance 2004.

(2) This Ordinance shall come into operation on 1 April 2004.

PART 2

**AMENDMENT OF LING LIANG WORLD-WIDE EVANGELISTIC MISSION
INCORPORATION ORDINANCE**

2. Long title amended

The long title to the Ling Liang World-Wide Evangelistic Mission Incorporation Ordinance (Cap. 1079) is amended by repealing “the President in Hong Kong of the Ling Liang World-Wide Evangelistic Mission” and substituting “The Council of Ling Liang World-Wide Evangelistic Mission Hong Kong Ling Liang Church”.

3. Short title amended

Section 1 is amended by repealing “the Ling Liang World-Wide Evangelistic Mission” and substituting “The Council of Ling Liang World-Wide Evangelistic Mission Hong Kong Ling Liang Church”.

4. Sections substituted

Sections 2, 3, 4, 5, 6 and 7 are repealed and the following substituted—

“2. Interpretation

In this Ordinance, unless the context otherwise requires—

“Church” (靈糧堂) means the Ling Liang World-Wide Evangelistic Mission Hong Kong Ling Liang Church (also known as Hong Kong Ling Liang Church) taken as a whole which shall include all its churches, schools and other establishments for the time being;

“Constitution” (會章) means the Constitution of the Council under section 8;

“Council” (堂委會) means The Council of Ling Liang World-Wide Evangelistic Mission Hong Kong Ling Liang Church;

“Council Member” (堂委會成員) means a member of the Council appointed under section 5(1);

“member of the Church” (會友) means a person whose name appears in the register referred to in section 7.

3. Incorporation

The Council—

- (a) shall be a body corporate;
- (b) shall have the English name of “The Council of Ling Liang World-Wide Evangelistic Mission Hong Kong Ling Liang Church” and the Chinese name of “基督教靈糧世界佈道會香港靈糧堂堂務委員會”;
- (c) shall have perpetual succession and may sue and be sued in all courts and tribunals in Hong Kong; and
- (d) shall have and may use a common seal.

4. Power of the Council

The Council shall have full power—

- (a) to manage, administer and operate the Church;

- (b) to establish, manage, administer and operate any church, school or educational or charitable institution as it thinks fit;
- (c) to acquire, accept leases of, purchase, take or otherwise hold and enjoy any land, building or structure;
- (d) to acquire, purchase and possess any goods or chattels;
- (e) to invest moneys on deposit in any bank or in any government bonds or on mortgage of any land or building or in or on debentures, debenture-stocks, stocks, funds, shares or securities of any corporation or company;
- (f) to grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, let, reassign, transfer or otherwise dispose of, any land, building, mortgages, debentures, debenture-stocks, stocks, funds, shares, securities, vessels, goods or chattels for the time being vested in or belonging to the Council, upon such terms as it thinks fit;
- (g) to act as custodian, trustee or manager of any property or fund for any charitable purpose;
- (h) to accept gifts, donations and endowments;
- (i) to subscribe to and to grant donations for any charities or for education, advancement of religion, relief of poverty or other purposes of a charitable nature beneficial to the community;
- (j) to develop either alone or jointly with other or others and turn to account any land acquired by the Council or in which it is interested, by entering into contracts and arrangements of all kinds with any person for that purpose in such manner or on such terms and conditions as it thinks fit;
- (k) to borrow money upon such terms as the Council shall think fit, and to raise money by public or private subscription; and
- (l) generally to do such other things as may appear to be incidental or conducive to the aims and objects of the Council as provided by the Constitution.

5. The Council

(1) The Council shall consist of such members as shall be provided by the Constitution and shall be appointed and removed in accordance with the Constitution.

(2) The Chairman and Vice-Chairman of the Council shall be elected by the members of the Church at its general meeting in accordance with the Constitution.

6. General meetings of members of the Church

(1) There shall be an annual general meeting of the members of the Church to be held in each year at such time and place as the Council may decide and the intervening period between any 2 annual general meetings shall not exceed 15 months.

(2) At the annual general meeting, the Council shall in accordance with the Constitution submit to the meeting its income and expenditure accounts together with the reports of the Council and auditors for consideration and passing by the members of the Church, if thought fit.

(3) The members of the Church can consider and pass appropriate resolutions if they think fit on all other businesses duly set out in the notice of meeting of the annual general meeting.

(4) Extraordinary general meetings of the members of the Church may be convened at any time of the year in accordance with the Constitution.

7. Register of members of the Church

The Council shall—

- (a) keep a register of members of the Church; and
- (b) enter in such register the names of all such persons as are in the opinion of the Council proper persons to be admitted as members of the Church and remove the names of members from the register in accordance with the Constitution.

8. Constitution of the Council

(1) The existing constitution of the Church shall be the Constitution of the Council.

(2) Upon receiving an application signed by at least one-third of the Council Members proposing any addition, alteration or amendment to the Constitution (the “Proposed Amendments”), the Council shall consider such application and if the Proposed Amendments receive the support of three-fourths of the Council Members, a meeting of the members of the Church shall be convened to consider the Proposed Amendments which shall become effective if the resolution to adopt the Proposed Amendments is passed by a majority of the members present at the meeting.

9. Registration

(1) The Council shall forward to the Registrar of Companies for registration the following—

- (a) notice of the address of the principal office of the Council and any change thereto;
- (b) a copy of the Constitution and of any amendment thereto, certified as correct by the Chairman or Vice-Chairman of the Council;
- (c) a list of the names and addresses of the Council Members for the time being and any change therein, certified as correct by the Chairman or Vice-Chairman of the Council;
- (d) the name and address of any person authorized under section 10 to sign deeds, documents and other instruments and any change therein, certified as correct by the Chairman or Vice-Chairman of the Council.

(2) Registration in accordance with subsection (1) shall be made within 28 days of the commencement of the Ling Liang World-Wide Evangelistic Mission Incorporation (Amendment) Ordinance 2004 (2 of 2004) or within 28 days of any amendment, change or appointment of authorized person (as the case may be).

(3) For the purpose of enabling any member of the public who intends to deal with the Council to ascertain the contents of the Constitution and the identities of the Council Members, any person may inspect a copy, in such form as the Registrar of Companies considers appropriate, of any of the documents registered under this section upon payment of such fees as may be prescribed under section 304 of the Companies Ordinance (Cap. 32) for the inspection of a document under section 305 of that Ordinance.

(4) The Council shall pay such fees for registering any document with the Companies Registry as may be prescribed under section 304 of the Companies Ordinance (Cap. 32) for the registration of a document with the Registrar of Companies.

(5) Every document forwarded to the Registrar of Companies under this Ordinance shall comply with such requirements as the Registrar of Companies may specify for the purpose of enabling him to make copies or image records of the document.

10. Use of common seal

All deeds, documents and other instruments requiring the seal of the Council shall be sealed with the common seal of the Council and signed by at least 4 Council Members authorized by the Council in that behalf.

11. 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.”.

PART 3

SAVINGS AND TRANSITIONAL PROVISIONS

5. Interpretation

In this Part—

- “commencement date” (生效日期) means the date on which this Ordinance comes into operation;
- “the corporation sole” (單一法團) means the President for the time being in Hong Kong of the Ling Liang World-Wide Evangelistic Mission incorporated as a corporation sole under the Ling Liang World-Wide Evangelistic Mission Incorporation Ordinance;
- “Council” (堂委會) means The Council of Ling Liang World-Wide Evangelistic Mission Hong Kong Ling Liang Church;
- “Ling Liang World-Wide Evangelistic Mission Incorporation Ordinance” (《基督教靈糧世界佈道會法團條例》) means the Ordinance known as the Ling Liang World-Wide Evangelistic Mission Incorporation Ordinance (Cap. 1079) that was in force immediately before the commencement date.

6. Vesting of rights, obligations, assets and liabilities

(1) All rights, obligations, assets and liabilities of the corporation sole shall be vested in the Council as from the commencement date by virtue of this section without any conveyance, assignment or instrument of transfer whatever.

(2) The production of a Government Printer’s copy, or a document certified by a solicitor to be a true copy of a Government Printer’s copy, of this Ordinance shall be conclusive evidence for all purposes of any vesting effected by this section.

(3) Without affecting the generality of subsection (2), a certificate given by or on behalf of the Council on or after the commencement date that any right, obligation, asset or liability specified in the certificate (being any right,

obligation, asset or liability which immediately before the commencement date was that of the corporation sole) is vested in the Council under this section shall, in the absence of error, be conclusive evidence for all purposes of the fact so certified.

(4) The vesting in the Council of any rights, obligations, assets or liabilities under this section does not constitute a sale or other disposal of those rights, obligations, assets or liabilities for the purposes of any provisions contained in any instrument concerning or affecting such rights, obligations, assets or liabilities.

7. Interests in land

(1) The vesting in the Council of an interest in land effected by section 6 does not—

- (a) operate as a breach of covenant or condition against alienation;
- (b) give rise to any right of pre-emption, right of forfeiture, right of re-entry, option, damages or other right of action affecting land;
- (c) invalidate or discharge any contract or security;
- (d) operate so as to merge any leasehold interest in the reversion expectant on it; or
- (e) extinguish, affect, vary, diminish or postpone any priority of that interest, whether under the Land Registration Ordinance (Cap. 128), at law or in equity.

(2) The Council shall, after the commencement date, register or cause to be registered in the Land Registry a Government Printer's copy of this Ordinance or a certificate under section 6(3) in relation to any interest in land affected by section 6.

(3) For the avoidance of doubt, any delay or omission to register a Government Printer's copy of this Ordinance or a certificate under section 6(3) shall not affect the vesting by virtue of section 6.

8. Continuance of employment

(1) Subject to subsection (2)—

- (a) a person who immediately before the commencement date was employed by the corporation sole continues to be employed by the Council on the same terms and conditions, including the remuneration payable, as applied to that person immediately before that date; and
- (b) there is no break or interruption in the employment of such person only because of the commencement of Part 2.

(2) The employment of a person referred to in subsection (1) may be terminated, or the terms and conditions of such employment varied, after the commencement date by the Council in the same manner and to the same extent as immediately before that date.

9. Completion of acts already commenced

Anything which immediately before the commencement date is being done by, on behalf of or in relation to the corporation sole may be carried on or completed by, on behalf of or in relation to the Council (as the case may be).

10. Right of action

(1) The Council may be sued for the obligations and liabilities to which it is subject under section 6.

(2) The Council may sue on, recover or enforce a chose in action vested in it under section 6 without having to give notice of the vesting to a person bound by the chose in action.

11. Continuance of pending legal proceedings

Where, immediately before the commencement date, any legal proceedings to which the corporation sole is a party are pending, the name of the Council shall be substituted for that of the corporation sole and the proceedings shall not abate by reason only of such substitution.

12. Evidence: books and documents

(1) Books and any other document which would, before the commencement date, have been evidence in respect of any matter for or against the corporation sole are admissible in evidence in respect of the same matter for or against the Council (as the case may be).

(2) In this section “document” (文件) has the same meaning as in section 46 of the Evidence Ordinance (Cap. 8).

13. Effect of existing agreements, etc.

Any agreement, arrangement or contract made or entered into or transaction effected or other thing done by, to or in relation to the corporation sole which is in force or effective immediately before the commencement date or which is to take effect on or after that date shall have effect as from that date as if made, entered into, effected or done by, to or in relation to the Council (as the case may be).

14. References to the corporation sole

References to the corporation sole—

- (a) in any agreement, arrangement, contract, bond or instrument;
- (b) in any process or other document issued or prepared for the purpose of any legal proceedings; and
- (c) in any other document (other than an enactment) relating to or affecting any right, obligation, asset or liability of the corporation sole which vests in the Council under section 6,

shall be taken as from the commencement date as referring to the Council.

15. Record of property

The record of property of the corporation sole immediately before the commencement date that is in the form of an entry in the books of a bank, company or other corporation is to be transferred in those books to the Council upon the request of the Council made to the bank, company or corporation.

16. Delivery of books, etc.

All books, papers, minutes, receipts, accounts or other document relating to the corporation sole that were under the care and custody of the corporation sole immediately before the commencement date shall be delivered to the Council on that date by the person who has the care and custody of those documents on the commencement of that date.

17. 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.