

香港戒毒會
(根據註冊(信託立案法團條例成立)
香港灣仔軒尼詩道15號
滙莎公爵社會服務大廈3樓



HOTLINE : 2574 3300
熱線

The Society for the Aid and
Rehabilitation of Drug Abusers
(Incorporated under the Registered
Trustees Incorporation Ordinance)
3/F Duke of Windsor Social
Service Building
15 Hennessy Road, Wanchai,
Hong Kong

本署檔案 Our Ref: (40) in ADM/18/01(R)

來函檔案 Your Ref: CB(3)/PAC/R50

電話 Tel: 2527 7726

圖文傳真 Fax: 2865 5455

中華人民共和國香港特別行政區
政府帳目委員會
(經辦人: Ms. Serena Chu)

朱女士:

審計署署長第五十號報告書
第五章: 香港戒毒會

謝謝您在2008年4月28日來信要求本會提供補充資料,澄清政府代表在本會執行委員會會議中的投票權事宜,及本會一位當然委員於2006-07年度缺席執行委員會會議的原因。本會謹回覆如下:

投票權事宜

關於投票權事宜刊於《香港戒毒會憲章》第18段,其中列明:

「任何分歧將由出席會議者以投票方式決定,得大多數票的提案將獲通過。如贊成和反對之票數相同,則主席或主持會議之委員將享有最後決定投票權。」

現隨函附上《香港戒毒會憲章》一份,以供參考(見附件A)。

《有關接受補足資助金的醫療機構須知》第8段列明「衛生署長有權派員正式出席資助機構的執行委員會(或名為醫務委員會)……。」《香港戒毒會憲章》第14段(a)則闡明執行委員會之組成如下:

「本會設立執行委員會,成員包括主任委員(信託人除外)、正式政府代表、當然委員、特聘委員,和不超過16名本會其他會員。」

上述條文清楚說明,政府代表是本會執行委員會的正式成員,他們享有完全的發言權和投票權。

(備註:本會並無正式翻譯員,有關引述之條文及信件內容均以英文原版為準。)



為免日後再就投票權出現不同理解，我建議將投票權事宜清楚列明於將來本會與衛生署共同磋商訂立之《津貼及服務協議》內。

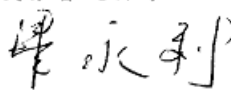
隨函附上本會與衛生署討論此項事宜之有關文件(見附件 B 及附件 C)。

當然委員缺席事宜

該位當然委員缺席 2006-07 年度執行委員會會議的原因如下：

會議日期	缺席原因
2006 年 12 月 4 日	是次為週年大會後第一次執行委員會會議。會議目的是由委員互選主任委員。該當然委員無須一定出席。
2006 年 12 月 11 日	是次為特別召開之會議，主要與衛生署官員討論總幹事延任事宜。該當然委員未獲通知出席。
2007 年 2 月 26 日	為避免涉及討論總幹事延任之敏感議題，該當然委員獲批准缺席是次會議。
2007 年 4 月 30 日	為避免涉及討論總幹事與衛生署的糾紛的敏感話題，該當然委員獲批准缺席是次會議。
2007 年 6 月 18 日	為避免涉及討論總幹事與衛生署的糾紛的敏感話題，該當然委員獲批准缺席是次會議。
2007 年 10 月 29 日	該當然委員是日須於石鼓洲康復院處理緊急事故，是以他未能出席會議。

事後檢討，我同意該當然委員其實可以出席上列會議的部份議程，在討論敏感議題時才避席。本會日後舉行會議時，定當留意此一原則。

香港戒毒會總幹事
(畢永利 )

2008 年 5 月 2 日

副本送：保安局局長
禁毒專員
衛生署署長
社會福利署署長
財經事務及庫務局局長
審計署署長

(備註：本會並無正式翻譯員，有關引述之條文及信件內容均以英文原版為準。)



香港公益金會員機構
A MEMBER AGENCY OF THE COMMUNITY CHEST

*委員會秘書附註：附件 B 及附件 C 並無在此隨附。

**CONSTITUTION
OF THE SOCIETY FOR THE AID
AND REHABILITATION OF DRUG ABUSERS**

* * * * *

NAME

1. (a) The name of the Society shall be THE SOCIETY FOR THE AID AND REHABILITATION OF DRUG ABUSERS, hereinafter referred to as the Society; and
- (b) The Trustees of the Society shall be incorporated in accordance with the provisions of the Registered Trustees Incorporation Ordinance 1958 in the name of THE TRUSTEES OF THE SOCIETY FOR THE AID AND REHABILITATION OF DRUG ABUSERS INCORPORATED, hereafter referred to as the Trustees.

LOCATION

2. The principal offices of the Society and of Trustees shall be situated in the territory of Hong Kong at such place or places as the Executive Committee and the Trustees from time to time shall decide.

THE AIMS OF THE SOCIETY

3. The aims of the Society shall be:
 - (a) to give aid to, to treat and to take all necessary steps to rehabilitate persons who are drug abusers;
 - (b) to promote public education against drug abuse;
 - (c) to consult, advise, or co-operate with any other person or organization in furthering the aims of the Society;
 - (d) to make such recommendations to the Government and to advocate such laws as may be deemed necessary in furthering these aims;

- (c) in furtherance of the aims of the Society:
- (i) to receive and hold monies, right, title or interest in land or any other property proffered in whatsoever manner or form;
 - (ii) to invest monies on deposit in any bank in Hong Kong or in any Government bonds or on mortgage of any land and buildings in Hong Kong, or in or on debentures, stocks, funds, shares or securities of any corporation or company carrying on business in Hong Kong;
 - (iii) to borrow or raise and give security for money by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Society or by mortgage or charge upon all or any part of the property of the Society;
 - (iv) to raise money by public or private subscription.
- (f) to take any other action deemed necessary for the furtherance of the aims of the Society, including without prejudice to the generality of the foregoing:
- (i) building, equipping and managing any property or institution wherein persons are to be housed for treatment and rehabilitation;
 - (ii) building and developing an industrial project or projects wherein persons recovering from the effect of drugs can be employed or taught a trade;
 - (iii) undertaking any research into the problems of drug abuse;
 - (iv) encouraging, participating in, and supporting community education on the problems and prevention of drug abuse.

providing that none of the aims of the Society includes the acquisition of gain by the Society or its individual members.

MEMBERSHIP OF THE SOCIETY

Ordinary Members

4. Ordinary membership of the Society shall be open to any person on payment of the subscription herein prescribed.
5. Persons desiring to become Ordinary Members of the Society shall apply in writing to the Honorary Secretary forwarding the subscription prescribed. The Honorary Secretary shall thereupon:
 - (i) submit the names of applicants to the Executive Committee at the first convenient opportunity;
 - (ii) upon acceptance of the application by the Executive Committee inform the applicant of his or her acceptance as a member of the Society;
 - (iii) forward the subscription to the Honorary Treasurer who shall cause a receipt to be issued;
 - (iv) enter the member's name on a roll of members to be kept for the purpose;
 - (v) send to the member a copy of the Constitution of the Society;
 - (vi) should the Executive Committee not approve any application the subscription accompanying such application shall be returned forthwith to the applicant.
6. Membership in the Society shall cease upon the death or resignation of the member, or on non-payment of the subscriptions prescribed within thirty days after such notice of arrears had been given to the member as the Executive Committee shall direct.

Corporate Members

7. Companies or firms or charitable organizations may become Corporate Members of the Society upon payment of the prescribed fee and acceptance into membership of the Society in like manner to that prescribed for Ordinary Members. Up to three persons, designated by the Corporate Member from time to time for the purpose may represent the Corporate Member in all proceedings of the Society and shall for this purpose be treated in all respects as Ordinary Members.

Honorary Members

8. The Executive Committee of the Society may from time to time invite members of the public to be Honorary Members of the Society and notwithstanding Article 38, shall be entitled to attend and vote at any General Meeting.

Subscription

9. The subscription payable by Ordinary Members of the Society shall be either:

- (a) HK\$100 or any other amount as may be decided by the Society in General Meeting from time to time, payable annually in advance on 1st April; or
- (b) A single payment of HK\$1000 or any other amount as may be decided by the Society in General Meeting from time to time, for life membership, as the applicant for membership shall elect.

10. The subscription fee payable by Corporate Members shall be HK\$1000 or any other amount as may be decided by the Society in General Meeting from time to time, payable annually in advance on 1st April. Honorary Members are not required to pay any subscription.

MANAGEMENT OF THE SOCIETY

11. Besides the Trustees, who shall not be less than three nor more than seven in number, the members of the Executive Committee shall be elected in general meeting from members of the Society, and thereafter members of the Executive Committee shall elect among themselves the following Officers:

- (i) A Chairman
- (ii) A Vice Chairman
- (iii) An Honorary Treasurer
- (iv) An Honorary Secretary
- (v) An Immediate Past Chairman and
- (vi) such other officer(s) as the Executive Committee shall from time to time see fit.

12. (a) The Officers of the Society other than the Trustees shall be elected at the first meeting of the Executive Committee held immediately after the Annual General Meeting.
 - (b) The said Officers shall severally and jointly be the principal Executive Officers of the Society authorised to act in the name of the Society in accordance with these Articles and the General Direction of the Executive Committee.
 - (c) The individual term of each of the Officers other than the Trustees will not normally extend beyond five years, however the same member may continue beyond five years with the consent of at least two-thirds of the members present and voting at the meeting of the Executive Committee in which such member is nominated.
13. (a) The several Trustees shall be any persons (whether members of the Society or not) invited to serve in that capacity by resolution of the Executive Committee from time to time and willing so to serve. They shall hold office until death or resignation or until removed from office by a resolution of the Executive Committee who may for any reason which may seem sufficient to a majority of them present and voting at any meeting remove any Trustee or Trustees from the office of Trustee.
 - (b) If by reason of any such death, resignation or removal it shall appear necessary to the Executive Committee that a new Trustee or Trustees shall be appointed or if the Executive Committee shall deem it expedient to appoint an additional Trustee or additional Trustees the Executive Committee shall by resolution nominate the person or persons to be appointed the new Trustee or Trustees, and invited so to serve.

Executive Committee

14. (a) There shall be an Executive Committee consisting of the Officers (other than the Trustees) and not more than sixteen other members of the Society excluding official Government representatives, ex-officio members and co-opted members.
- (b) Ex-officio members shall comprise the Executive Director and such other senior staff of the Society as the Executive Committee may from time to

time deem appropriate.

- (c) The first Executive Committee shall consist of the persons whose names are listed in a schedule attached hereto.
 - (d) An Executive Committee shall hold office until the conclusion of the next Annual General Meeting at which a new Executive Committee shall have been elected.
15. The Executive Committee other than the first Executive Committee shall be elected by resolution at each Annual General Meeting but any vacancy in the Executive Committee can be filled by resolution of the Executive Committee.
 16. Six members of the Executive Committee shall form a quorum.
 17. The Chairman, or the Vice-Chairman, or in their absence, such other member of the Executive Committee as shall be appointed by resolution of the members present, shall preside at meetings of the Executive Committee.
 18. Questions arising shall be decided by a majority of votes of those present. In the event of any equality of votes, the Presiding Member shall be entitled to a casting vote.
 19. The Executive Committee shall meet at such time and place as shall be decided by the Chairman, and in any event not less than four times during its term of office.
 20. The Honorary Secretary shall give seven days notice in writing of all meetings of the Executive Committee.
 21. The Executive Committee may regulate its proceedings in such manner as it may determine.

Power and duties of the Executive Committee

22. The general management of the affairs of the Society shall be conducted by the Executive Committee who may take any action or exercise any powers in the name of the Society deemed necessary to further the aims of the Society, save that:
 - (a) no action may be taken or any directions made at variance with any of the express terms of any other provision in this Constitution, or with a resolution of a General

Meeting of the Society;

- (b) notwithstanding anything contained in any other part of this Constitution, no disposition may be made of any donation gift or other property accruing to the Trustees under the Registered Trustees Incorporation Ordinance 1958, except in accordance with the terms of a resolution of the Executive Committee which has been approved in writing by the Trustees in such manner as the Trustees shall determine;
 - (c) nothing contained in this Constitution shall be construed as authorizing any action on behalf of the Society at variance with any of the provisions of the Registered Trustees Incorporation Ordinance 1958 or any other enactment affecting the Society or the Trustees thereof.
23. (a) The Executive Committee may by resolution appoint any sub-committee, board, firm or person to undertake under its general direction and as the Society's agent any duties of the Executive Committee particularized in the resolution, or to advise on the proper performance of such duties; and may make remuneration from the funds of the Society for any services so rendered.
- (b) The Executive Committee may by resolution revoke or vary in any manner any such appointment.
24. (a) The Executive Committee may by resolution delegate the performance under its general direction of any of its duties, which shall be particularized in the resolution, to any member or members of the Executive Committee or of the Society.
- (b) The Executive Committee may by resolution revoke or vary in any manner any such delegation.
25. The Executive Committee shall cause proper minutes to be kept of all meetings of the Society and of the Executive Committee, and proper records to be kept of all transactions of the Society.
26. The Executive Committee shall cause proper accounts to be kept of all the monies received and disbursed by the Society, and proper records to be kept of all the property of the Society.

27. (a) The Executive Committee may invite any person to attend any meeting of the Executive Committee or any General Meeting of the Society in an advisory capacity or in the capacity of an observer.
- (b) The Executive Committee may appoint up to four members of the Society to serve as co-opted members of the Committee with full voting rights in committee proceedings.
28. No contracts may be entered into by the Society except in accordance with the directions of the Executive Committee. The Chairman and Honorary Secretary shall sign all contracts entered into on behalf of the Society.
29. All cheques drawn by the Society shall be signed by any two of the following Officers namely the Chairman, the Vice Chairman, the Honorary Treasurer, the Honorary Secretary, or the Immediate Past Chairman; or alternatively signed by either the Chairman, the Vice Chairman, the Honorary Treasurer, the Honorary Secretary, or the Immediate Past Chairman and countersigned by such person or persons as the Executive Committee may direct.
30. The Executive Committee may take directions for the better performance of its duties, or for the establishment or regulation of any board or committee, person or firm, appointed to perform any of its duties in accordance with Article 23 or for the regulation of any delegation made under Article 24.

Powers and duties of the Trustees

31. The Trustees shall have power to acquire, accept lease of, purchase, take, hold and enjoy lands, buildings, messuages and tenements of what nature or kind soever and wheresoever situated, and also invest monies upon mortgage of any lands, buildings, messuages or tenements, or upon the mortgages, debentures, stock, funds, shares or securities of any government, municipality, corporation or company, and to purchase, acquire and possess goods and chattels of what nature and kind soever for the purpose of endowing, supporting, maintaining, carrying on or otherwise promoting in Hong Kong the aims of the Society.

32. The Trustees shall further have power, in accordance with the terms of a resolution of the Executive Committee, and subject to Article 35 hereof, by deed or writing under their common seal to grant, sell, convey, assign, surrender, yield up, mortgage, demise, reconvey, reassign, transfer or otherwise dispose of or deal with any lands, buildings, messuages, tenements, goods and chattels or other properties which are for the time being vested in or

belonging to the Society, upon such terms as the Trustees may see fit, provided that nothing in this article shall be construed so as to authorize any breach of trust on the part of the Trustees.

33. The Trustees shall provide for the safe custody of all documents of title relating to the property of the Society.

34. (a) The Trustees shall provide for the safe custody of the Common Seal of the Trustees.

(b) All deeds or other instruments requiring the Common Seal of the Trustees shall be signed by the Chairman and by one of the Trustees for and on behalf of the Society.

35. Subject to the Condition and Direction in the Certificate of Incorporation granted under the provision of the Registered Trustees Incorporation Ordinance 1958, the Trustees shall perform their duties in such manner as may be directed by the Executive Committee, save and except that in the event of any dispute or dis-agreement arising between the Trustees and Executive Committee, the Trustees or any of them may by notice in writing to the Honorary Secretary require that the direction of the Executive Committee be confirmed by resolution of the Society in General Meeting.

Meeting of Members

36. An Annual General Meeting of the Society shall be held not earlier than 1st June and not later than 31st December each year, at a time and place to be determined by the Executive Committee.

37. Twenty-one days notice at least will be given of all General Meetings, and such notice shall be conveyed through the post to the last known address of all members and by any other means as decided by the Executive Committee from time to time.

38. All members of the Society whose subscriptions are fully paid up shall be entitled to attend and to vote at any General Meeting.

39. At any General Meeting fifteen members shall form a quorum. If a quorum be not present within 15 minutes after the time appointed for the meeting then the presiding member shall adjourn the meeting to such time and place as he may appoint, not being more than 14 days thereafter. At such adjourned meeting the number of members present shall be deemed to be a quorum, provided there are 2 or more.

40. The Chairman shall preside at all General Meetings save that the Chairman may prior to the meeting request the Vice-Chairman to preside at any General Meeting. If, after 15 minutes, the Chairman or the Vice-Chairman who has been appointed to preside is absent, the members present shall appoint a member to preside by resolution.
41. (a) Questions arising at any General Meeting shall be decided by a majority of votes of those present and voting. In the event of any equality of votes, the presiding member shall have a casting vote.
- (b) Voting shall be by a show of hands unless a majority of the members present at a General Meeting request a secret ballot.
42. The following shall be included in the order of business of an Annual General Meeting:
- (a) Presentation of an annual report on the activities of the Society during the past year.
- (b) Receipt and consideration of an annual statement of Accounts and the Auditor's report thereon.
- (c) Election of Committee Members.
- (d) Election of an Auditor to the Society.
- (e) Any other business.
43. The Executive Committee may at any time call an Extraordinary General Meeting for the purpose of considering any matter which in their judgement requires to be considered at a General Meeting.
44. (a) The Executive Committee shall within 21 days call an Extraordinary General Meeting upon petition in writing of not less than one fifth of the number of members whose subscriptions are fully paid up. Such petition shall be signed by all members desiring the meeting, the signatures of all members whose subscriptions are not fully paid up being invalid. The petition shall include a statement of the motion upon which it is desired to call the meeting, and such motion shall be included by the Executive Committee in the notice calling the meeting.
- (b) In the event of the Executive Committee failing to call an Extraordinary

General Meeting in the manner prescribed in Article 44(a), the petitioners may in like manner call an Extraordinary General Meeting of the Society.

45. No motion shall be considered at any Extraordinary General Meeting other than a motion whose terms are included in the notice calling the meeting.

Termination of the Society

46. The Society may only be terminated by resolution of not less than three quarters of the members present at a General Meeting called to consider such resolution. Such resolution must further be confirmed by a majority of the members of the first Executive Committee (whose names appear in a schedule hereto) who are still members of the Society at that time. These members shall be called Founder Members. Upon such termination as aforesaid the Trustees shall dispose of the remaining assets of the Society at their discretion save that the assets shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having aims similar to those of the Society, and which shall prohibit the acquisition of gain by such institution or institutions or by its or their individual members to an extent at least as great as is imposed on the Society and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

Amendment to the Constitution

47. (a) This Constitution may at any time be amended by resolution of not less than two-thirds of the members present and voting at a General Meeting; save that it may not be amended in any manner such as to invalidate any prior act of the Society or of the Executive Committee or of any person acting on behalf of the Executive Committee which would have been valid had the Constitution not been amended.
- (b) The proposed amendment shall be circulated in writing to all members of the Society not less than twenty-one days prior to the General Meeting at which action on the amendment is to be taken.
- (c) No amendment shall be made to the Constitution that would be in breach of the provisions of the Registered Trustees Incorporation Ordinance 1958.

- (d) No amendment shall be made to the Constitution in respect to the provisions as to termination of the Society nor shall any amendment be made affecting the primary object of the Society, that is to say, the Aid, Treatment and Rehabilitation of Drug Abusers.

SCHEDULE

List of Founder Members

Dr. the Hon. Sir Albert Rodrigues

Gus Borgeest

Dr. C. Gruhzt

Dr. P. F. Woo

C. N. Li

Dr. R. H. S. Lee

R. S. Sheldon

Solomon Rafeek

C. J. Norman

Miss C. M. Newcombe

Dr. Alison Bell

Gerald de Basto

Cheung Wing In

Brook Bernacchi, Q. C.

Sir Roger Lobo

Tse Yu Chuen

Cheng Tung Choy

Richard Lee

***委員會秘書附註：本文件只備英文本。**