

## Interpretation and General Clauses Ordinance

### Resolution

(Under section 34(2) of the Interpretation and General Clauses Ordinance  
(Cap. 1))

### Companies (Model Articles) Notice

**Resolved** that the Companies (Model Articles) Notice, published in the Gazette as Legal Notice No. 77 of 2013 and laid on the table of the Legislative Council on 29 May 2013, be amended as set out in the Schedule.

## Schedule

### Amendments to Companies (Model Articles) Notice

1. **Schedule 1 amended (model articles for public companies limited by shares)**
  - (1) Schedule 1, Chinese text, contents—
    - Repeal**
    - “54. 代委任代表的成員，執行代表委任”
    - Substitute**
    - “54. 代委任代表的成員，簽立代表委任文書”。
  - (2) Schedule 1, Chinese text, article 16(6)(b)—
    - Repeal**
    - “本公司或”
    - Substitute**
    - “本公司”。
  - (3) Schedule 1, article 31—
    - Repeal paragraph (4)**
    - Substitute**
    - “(4) An alternate director must not be counted or regarded as more than one director for determining whether—
      - (a) a quorum is participating; or
      - (b) a directors’ written resolution is adopted.”。
  - (4) Schedule 1, Chinese text—
    - Repeal article 54**
    - Substitute**

**“54. 代委任代表的成員，簽立代表委任文書**

如代表通知書未經認證，它須隨附書面證據，證明簽立有關代表委任文書的人，有權代作出有關委任的成員，簽立該文書。”。

- (5) Schedule 1, Chinese text, article 66(1)(a)—

**Repeal**

“個別”

**Substitute**

“分開的”。

- (6) Schedule 1, Chinese text, article 67(2)(a)—

**Repeal**

“個別”

**Substitute**

“分開的”。

- (7) Schedule 1, Chinese text, article 69(7)(b)—

**Repeal**

“正式手續”

**Substitute**

“正式轉讓手續”。

- (8) Schedule 1, Chinese text, article 78(2)(b)—

**Repeal**

“正式手續”

**Substitute**

“正式轉讓手續”。

**2. Schedule 2 amended (model articles for private companies limited by shares)**

- (1) Schedule 2, Chinese text, contents—

**Repeal**

“50. 代委任代表的成員，執行代表委任”

**Substitute**

“50. 代委任代表的成員，簽立代表委任文書”。

- (2) Schedule 2, Chinese text, article 17(6)(b)—

**Repeal**

“本公司或”

**Substitute**

“本公司”。

- (3) Schedule 2, article 29—

**Repeal paragraph (4)****Substitute**

“(4) An alternate director must not be counted or regarded as more than one director for determining whether—

(a) a quorum is participating; or

(b) a directors' written resolution is adopted.”。

- (4) Schedule 2, Chinese text—

**Repeal article 50****Substitute****“50. 代委任代表的成員，簽立代表委任文書**

如代表通知書未經認證，它須隨附書面證據，證明簽立有關代表委任文書的人，有權代作出有關委任的成員，簽立該文書。”。

- (5) Schedule 2, Chinese text, article 61(1)(a)—

**Repeal**

“個別”

**Substitute**

“分開的”。

- (6) Schedule 2, Chinese text, article 62(2)(a)—

**Repeal**

“個別”

**Substitute**

“分開的”。

**3. Schedule 3 amended (model articles for companies limited by guarantee)**

- (1) Schedule 3, Chinese text, contents—

**Repeal**

“49. 代委任代表的成員，執行代表委任”

**Substitute**

“49. 代委任代表的成員，簽立代表委任文書”。

- (2) Schedule 3, Chinese text, article 16(6)(b)—

**Repeal**

“本公司或”

**Substitute**

“本公司”。

- (3) Schedule 3, article 27—

**Repeal paragraph (4)****Substitute**

- “4) An alternate director must not be counted or regarded as more than one director for determining whether—

(a) a quorum is participating; or

(b) a directors' written resolution is adopted.”.

- (4) Schedule 3, Chinese text—

**Repeal article 49****Substitute****“49. 代委任代表的成員，簽立代表委任文書**

如代表通知書未經認證，它須隨附書面證據，證明簽立有關代表委任文書的人，有權代作出有關委任的成員，簽立該文書。”。