

**Subcommittee on Subsidiary Legislation Made under
the New Companies Ordinance**

**List of follow-up actions arising from the discussion
at the meeting on 20 June 2013**

Company (Model Articles) Notice

1. The Administration is requested to –
 - (a) explain the policy intent of Part 2 Division 4 – Alternate Directors in Schedule 1 to the Notice (i.e. Articles 30 to 32) in respect of the appointment, rights and responsibilities of an alternate director who is (i) a director of the company; and (ii) another person who is not a director of the company;
 - (b) clarify the difference between appointing an alternative director and giving a proxy for company business;
 - (c) clarify how an alternate director in paragraph (a) (i) and (ii) above will be counted for the purposes of determination of quorum at meeting and signing of written resolution; and
 - (d) review whether the relevant provisions of the Notice had clearly reflected the policy intent.

Letter from The Hong Kong Institute of Directors ("HKIoD")

2. The Administration is requested to provide a written response to the views raised by HKIoD in its letter dated 20 June 2013 on certain subsidiary legislation made under the new Companies Ordinance.