

公 共 啟 事
PUBLIC NOTICES

《**2019 年聖約翰學院 (修訂) 條例草案**》

St. John's College
(Amendment) Bill 2019

本條例草案

旨在

修訂《聖約翰學院條例》以保障該條例下成立的法人團體的成員及在該條例下述及的某些其他人士；及給予該法人團體某些明示權力。

由立法會制定。

1. 簡稱

本條例可引稱為《2019 年聖約翰學院 (修訂) 條例》。

2. 修訂《聖約翰學院條例》

《聖約翰學院條例》(第 1089 章) 現予修訂，修訂方式列於第 3 及 4 條。

3. 修訂第 4 條 (權力)

在第 4(2) 條之後——

加入

“(3) 在不局限第 (1) 及 (2) 款的原則下，學院有權——

A BILL

To

Amend the St. John's College Ordinance to give protection to members of the body corporate incorporated under the Ordinance and some other persons mentioned in the Ordinance; and to give the body corporate certain express powers.

Enacted by the Legislative Council.

1. Short title

This Ordinance may be cited as the St. John's College (Amendment) Ordinance 2019.

2. St. John's College Ordinance amended

The St. John's College Ordinance (Cap. 1089) is amended as set out in sections 3 and 4.

3. Section 4 amended (powers)

After section 4(2)—

Add

“(3) Without limiting subsections (1) and (2), the College has the powers to—

- (a) 借入款項或籌集款項，並可以其認為合宜的保證或條款 (包括，但不限於，提供擔保，向財務與非財務機構簽發支持信) 進行該等行為；及
 - (b) 按其認為合宜的規模及方式將屬於學院的任何款項用作投資。
- (4) 為免生疑問，在第 (1) 及 (2) 款所包含的權力包括學院有權獲取、持有及處置其他法人團體權益，及參與組成法人團體。
- (5) 學院可以獨自或聯同其他人士或法人團體行使任何其具有的權力。”。

4. 加入第 8A 及 8B 條

在第 8 條之後——

加入

“8A. 保障有牽涉執行職能或行使權力的成員及其他人士

- (1) 如本款所適用的人真誠地行事，即就其有關的作為或錯失免受法律責任或任何申索，而有關的作為或錯失是指——
 - (a) 在行使或其意是在行使本條例賦予的權力；或

- (a) borrow or otherwise raise moneys and may do so on the securities or terms (including, without limitation, the giving of guarantee, the issuance of letter of support to financial and non-financial institutions) that it thinks expedient; and
- (b) invest any money belonging to the College in the manner and to the extent that it thinks expedient.
- (4) To avoid doubt, the powers contained in subsections (1) and (2) include the powers for the College to acquire, hold and dispose of interest in other corporate bodies and take part in forming corporate bodies.
- (5) In exercising any of its powers, the College may either exercise alone or in association with any other person or body corporate.”.

4. Sections 8A and 8B added

After section 8—

Add

“8A. Protection of members and other persons involved in performing functions or exercising powers

- (1) A person to whom this subsection applies, acting in good faith, is not personally liable for any liability or any claim in respect of any act done or default made—
 - (a) in the exercise or purported exercise of the powers conferred by this Ordinance; or

- (b) 在執行或其意是在執行本條例賦予的職能或職責。
- (2) 按照第 (1) 款提述就有關作為或錯失而對個人賦予的保障，不會影響學院就有關作為或錯失的任何法律責任。
- (3) 第 (1) 款適用於——
 - (a) 任何人士符合第 2 條中**成員**的定義；
 - (b) 任何人士為依第 8 條成立的任何委員會的成員；及
 - (c) 任何人士為附表中第 3 條所指的學院主管人員。

8B. 成員保障概括而言

為免生疑問，任何人只因符合第 2 條中**成員**的定義，並不會僅因此身分而須為學院的責任負上個人法律責任。”。

5. 保留條文

本條例的條文不影響亦不得當作影響中央或香港特別行政區政府根據《基本法》和其他法律的規定所享有的權利或任何政治體或法人團體或任何其他人的權利，但本條例所述及者和經由、透過或藉著他們提出申索者除外。

- (b) in the performance or purported performance of the functions or duties imposed under this Ordinance.
- (2) The protection conferred on a person by subsection (1) in respect of any act or default does not affect any liability of the College for that act or default.
- (3) Subsection (1) applies to—
 - (a) any person who falls within the definition of *members* in section 2;
 - (b) any person who is a member of any committee established under section 8; and
 - (c) any person who is an officer of the College as referred to in section 3 of the Schedule.

8B. Protection of members generally

To avoid doubt, a person who is within the definition of *members* in section 2 is not personally liable for any liability of the College solely because he or she is one of the members of the College.”.

5. 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.

摘要說明

本條例草案的主要目的，是修訂《聖約翰學院條例》(第 1089 章) (《條例》) 保障《條例》下成立的法人團體 (學院) 的成員及《條例》下述及的某些其他人士；及給予學院某些明訂權力。

2. 草案第 3 條在《條例》中第 4 條加入新訂第 (3)、(4) 及 (5) 款——
 - (a) 給予學院明訂權力——
 - (i) 借入款項或籌集款項，並可以其認為合宜的保證或條款進行該等行為；及
 - (ii) 按其認為合宜的規模及方式將屬於學院的任何款項用作投資；
 - (b) 為免生疑問，明確指明在《條例》第 4(1) 及 (2) 條所包含的權力包括學院有權獲取、持有及處置其他法人團體權益，及參與組成法人團體；及
 - (c) 賦予學院可以獨自或聯同其他人士或法人團體行使任何其具有的權力。
3. 草案第 4 條在《條例》中加入新訂第 8A 條，保障授予若干人士，包括任何人士符合學院**成員**的定義，任何人士為依《條例》第 8 條成立的任何委員會的成員及任何人士為《條例》附表中第 3 條所指的學院主管人員。該條款所適用的人如真誠地行

Explanatory Memorandum

The purpose of this Bill is to amend the St. John's College Ordinance (Cap. 1089) (*Ordinance*) to give protection to members of the body corporate incorporated under the Ordinance (*College*) and some other persons mentioned in the Ordinance, and to give the College certain express powers.

2. Clause 3 adds new subsections (3), (4) and (5) to section 4 of the Ordinance—
 - (a) to include express powers to the College—
 - (i) to borrow or raise moneys and to do so on the securities or terms that it thinks expedient; and
 - (ii) to invest money belonging to the College in the manner and to the extent that it thinks expedient;
 - (b) to avoid doubt, to state expressly that the powers contained in section 4(1) and (2) of the Ordinance include the powers for the College to acquire, hold and dispose of interest in other corporate bodies and take part in forming corporate bodies; and
 - (c) to provide that the College may exercise its powers either alone or in association with any other person or body corporate.

3. Clause 4 adds a new section 8A to the Ordinance to give protection to certain persons, namely, any person who is within the definition of *members* of the College, any person who is a member of any committee established under section 8 of the Ordinance and any person who is an officer of the College as referred to in section 3 of the Schedule to the Ordinance. The person acting in good faith, is not to be held personally liable

事，即就其有關的作為或錯失免受法律責任，而有關作為或錯失是指——

- (a) 在行使或其意是在行使《條例》賦予的權力；或
- (b) 在執行或其意是在執行《條例》賦予的職能或職責。

4. 加入新訂第 8A(2) 條明確保留學院的法律責任。
5. 草案第 4 條在《條例》中亦加入新訂第 8B 條，目的是為免除疑問，明示確定任何人士只因符合《條例》第 2 條中**成員**的定義，不會僅因此身分而須為學院的責任負上個人法律責任。
6. 草案第 5 條為《香港特別行政區立法會議事規則》第 50(8) 條要求下的保留條文。

for any act done or default made by the College or the person—

- (a) in the exercise or purported exercise of the powers conferred by the Ordinance; or
- (b) in the performance or purported performance of the functions or duties imposed under the Ordinance.

4. The new section 8A(2) expressly preserves the liability of the College.
5. Clause 4 also adds a new section 8B to the Ordinance. The intention of the new section 8B is to remove any doubt by stipulating expressly that a person who is within the definition of *members* in section 2 of the Ordinance is not personally liable for any liability of the College solely because he or she is one of the members of the College.
6. Clause 5 is a saving provision required under Rule 50(8) of the Rules of Procedure of the Legislative Council of the Hong Kong Special Administrative Region.