

公 共 啟 事
PUBLIC NOTICES

《香港合資格環保專業人員學會條例
草案》

**Hong Kong Institute of Qualified
Environmental Professionals Bill**

《香港合資格環保專業人員學會條例草案》

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本條例草案

旨在

對香港合資格環保專業人員學會成為法團及有關連的事宜作出規定。

由立法會制定。

第 1 部

導言

1. 簡稱

本條例可引稱為《香港合資格環保專業人員學會條例》。

2. 釋義

在本條例中——

名冊 (Register) 指根據章程而設立的學會會員名冊；

年度 (year) 指依照章程始於每年某日及終於每年某日的學會財政年度，但學會成為法團之日起至翌年的 3 月 31 日期間，將被視為一財政年度；

A BILL

To

Make provision for the incorporation of the Hong Kong Institute of Qualified Environmental Professionals and for related matters.

Enacted by the Legislative Council.

Part 1

Preliminary

1. Short title

This Ordinance may be cited as the Hong Kong Institute of Qualified Environmental Professionals Ordinance.

2. Interpretation

In this Ordinance—

Constitution (章程) means the constitution of the Institute referred to in section 10 for the time being in force;

General Council (理事會) means the General Council of the Institute established under section 7;

秘書 (Secretary) 指按照章程規定而委任的學會義務秘書；

理事會 (General Council) 指根據第 7 條設立的學會理事會；

章程 (Constitution) 指第 10 條所述現正生效的學會章程；

會長 (President) 指在第 7 條內稱為學會會長的人及根據章程規定擔任會長職責的任何人；

會員 (member) 指現時名列名冊的人；

學會 (Institute) 指根據第 3 條成為法團的“香港合資格環保專業人員學會”。

Institute (學會) means the “Hong Kong Institute of Qualified Environmental Professionals” incorporated by section 3;

member (會員) means a person whose name is currently included in the Register;

President (會長) means the person referred to as President of the Institute in section 7 and any person acting as President in accordance with the provisions of the Constitution;

Register (名冊) means the Register of members of the Institute kept in accordance with the Constitution;

Secretary (秘書) means the honorary secretary of the Institute appointed under the provisions of the Constitution;

year (年度) means the financial year of the Institute commencing and ending on such dates each year in accordance with the Constitution except that the period from the incorporation of the Institute to 31 March next thereafter is to be considered as a financial year.

第 2 部

香港合資格環保專業人員學會

3. 香港合資格環保專業人員學會成為法團

- (1) 香港合資格環保專業人員學會現成為一個法團，稱為“香港合資格環保專業人員學會”。學會以該名義永久延續，並可起訴及被起訴，以及可在符合本條例的情況下進行與經受法團可以合法進行與經受的一切行動及事情。
- (2) 學會備有法團印章，須經理事會通過決議方可使用。法團印章使用時，除章程另行規定外，理事會一名成員與秘書或理事會委派代替秘書的另一人必須在場見證，各人須簽署本身姓名。
- (3) 任何文件，如看來是用學會法團印章妥為簽立，並按第(2)款簽署認證，則須獲接納為證據，而除非反證成立，否則該文件須視作妥為簽立的文件。

4. 學會的宗旨

學會的宗旨如下——

Part 2

Hong Kong Institute of Qualified Environmental Professionals

3. Incorporation of Hong Kong Institute of Qualified Environmental Professionals

- (1) Hong Kong Institute of Qualified Environmental Professionals is to become a body corporate and is to be known as “Hong Kong Institute of Qualified Environmental Professionals” which in that name is to have perpetual succession and is to be capable of suing and being sued and, subject to this Ordinance, of doing and suffering all such other acts and things as bodies corporate may lawfully do and suffer.
- (2) The Institute is to have a common seal which is not to be affixed except pursuant to a resolution of the General Council, and unless provided otherwise in the Constitution, in the presence of a member of the General Council and of the Secretary, or such other person appointed in his or her place by the General Council, each of whom is to sign his or her name.
- (3) Any document purporting to be duly executed under the common seal of the Institute authenticated in accordance with subsection (2) is to be received in evidence and is, unless the contrary is proved, to be considered as a document so executed.

4. Objects of Institute

The objects of the Institute are—

- (a) 促進、發展和維持香港環保專業人員的資格制度；
- (b) 滿足香港當前和未來的環境專業知識需求；
- (c) 支持香港環保產業的發展；
- (d) 在香港備有合適資格的環保專業人員名冊；
- (e) 促進環保專業人員的持續專業發展，以滿足社會和環境不斷變化的需求；
- (f) 通過會議或出版物，促進環保專業人員之間就當前和新出現的環境相關挑戰和風險、技術、法規、政策和利益相關者交流想法、知識和信息；
- (g) 促進不同專業和行業的環保知識進步，以改善香港的環境；
- (h) 維護環保專業人員的誠信和地位，並在公眾和特區政府面前作為代表；
- (i) 提供行業與本地政府機構和其他組織之間的聯繫，以確保環保專業人員保持活力；及

- (a) to promote, develop and maintain a qualification system for environmental professionals in Hong Kong;
- (b) to meet the current and future environmental expertise needs of Hong Kong;
- (c) to support the development of the environmental industry in Hong Kong;
- (d) to maintain a register of suitably qualified environmental professionals in Hong Kong;
- (e) to promote continuous professional development of environmental professionals to meet the changing needs of the society and the environment;
- (f) to facilitate the exchange of ideas, knowledge and information between environmental professionals on current and emerging environmental-related challenges and risks, technologies, regulations, policies and stakeholder expectations by means of meetings or publications;
- (g) to promote the advancement of environmental knowledge across different professional and industry sectors for the betterment of the environment of Hong Kong;
- (h) to maintain the integrity and status of the environmental professionals and to represent them both to the public and to the Government;
- (i) to provide links between industry and the local governmental bodies and other organizations to ensure that environmental professionals remain dynamic and relevant to both industry and the community; and

- (j) 為實現上述宗旨，辦理理事會認為適當的一切其他有關或有助的事宜。

5. 學會的權力

在符合本條例的規定下，理事會可代表學會，辦理所有必需的、有連帶關係的或有助的事宜，以貫徹學會宗旨，而在不影響本條例條文的原則下，尤其可以——

- (a) 取得、承租、購買、持有和享用任何財產，以及將財產出售、出租或以其他方式處置；
- (b) 訂立任何合約；
- (c) 為會員提供適當設施；
- (d) 僱用職員；
- (e) 為職員及造訪賓客提供住所；
- (f) 為職員提供退休金或分擔退休金的供款；
- (g) 擔任有關退休金計劃及獎學金和獎項基金的受託人；
- (h) 以理事會認為適當或適宜的方式及抵押或條款借入款項；
- (i) 以理事會認為適當或適宜的條件申請及接受任何津貼以資助學會的活動；及
- (j) 以理事會認為適當或適宜的方式及規模將學會基金投資。

- (j) to do all such other things as are incidental or conducive to the attainment of the above objects as the General Council may consider appropriate.

5. Powers of Institute

Subject to this Ordinance, the General Council may, on behalf of the Institute, do all such things as are necessary for, or incidental or conducive to the better carrying out of the objects of the Institute, and, in particular, but without prejudice to the generality of this Ordinance, may—

- (a) acquire, take on lease, purchase, hold and enjoy any property and sell, let or otherwise dispose of any property;
- (b) enter into any contract;
- (c) provide appropriate amenities for members;
- (d) employ staff;
- (e) provide residential accommodation for staff and visiting guests;
- (f) provide or contribute to pensions for staff;
- (g) act as trustee in relation to pension schemes and funds for scholarships and prizes;
- (h) borrow money in such manner and on such securities or terms as the General Council considers appropriate or expedient;
- (i) apply for and receive any grant in aid for the functions of the Institute on such conditions as the General Council considers appropriate or expedient; and
- (j) invest the funds of the Institute in such manner and to such extent as the General Council considers appropriate or expedient.

6. 財產的歸屬

本條例開始實施時，並非法團的香港合資格環保專業人員學會的一切財產、權利、特權、義務及法律責任均歸屬學會所有。

6. Vesting of property

On the commencement of this Ordinance, the Institute is to succeed to all property, rights, privileges, obligations and liabilities of the unincorporated Hong Kong Institute of Qualified Environmental Professionals.

第 3 部

理事會

7. 理事會的設立

- (1) 現設立名為“香港合資格環保專業人員學會理事會”的理事會。
- (2) 本條例實施時，理事會的成員包括於緊接本條例實施前原為並非法團的香港合資格環保專業人員學會的在職會長、高級副會長、副會長、義務秘書和義務司庫及於緊接本條例實施前原為並非法團的香港合資格環保專業人員學會理事會的所有成員。
- (3) 第 (2) 款所述的人的任期，直至在學會首次週年大會上或按章程規定的其他方式選舉出理事會職員及成員時終止。

8. 理事會的權力

除本條例或章程另有規定外，學會的管理權屬於理事會，而學會的一切權力亦由理事會行使。

Part 3

General Council

7. Establishment of General Council

- (1) There is established a General Council to be known as the “General Council of Hong Kong Institute of Qualified Environmental Professionals”.
- (2) At the commencement of this Ordinance, the General Council is to consist of the persons holding the offices of President, Senior Vice-president, Junior Vice-president, Honorary Secretary and Honorary Treasurer of the unincorporated Hong Kong Institute of Qualified Environmental Professionals immediately before the commencement of this Ordinance, and all other persons who were members of the general council of the unincorporated Hong Kong Institute of Qualified Environmental Professionals immediately before the commencement of this Ordinance.
- (3) The persons specified in subsection (2) are to hold office until the election of officers and members of the General Council at the first annual general meeting of the Institute or otherwise in accordance with the provisions of the Constitution.

8. Powers of General Council

The management of the Institute is to be vested in the General Council and all the powers of the Institute are to be vested in and exercisable by the General Council except so far as this Ordinance or the Constitution otherwise requires.

第 4 部

會籍與章程

9. 會籍

名列名冊的人是學會的會員，即——

- (a) 本條例實施時，並非法團的香港合資格環保專業人員學會的全部會員；及
- (b) 根據章程獲得會籍的其他人。

10. 現行章程成為學會章程

- (1) 學會須採納並非法團的香港合資格環保專業人員學會於本條例實施時的章程及則例作為學會的章程。
 - (2) 本條例實施後 14 天內，會長須將按第 (1) 款所採納的章程副本一份，呈交公司註冊處處長註冊，該副本須經會長證明為真確副本。
 - (3) 學會可隨時按照章程的條文修訂章程。
 - (4) 章程及對它所作的修訂，均無須在憲報刊登。
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Part 4

Membership and Constitution

9. Membership

The members of the Institute are to be those persons whose names are included in the Register, being—

- (a) all the members of the unincorporated Hong Kong Institute of Qualified Environmental Professionals at the commencement of this Ordinance; and
- (b) other persons elected to membership in accordance with the Constitution.

10. Existing constitution to become Constitution of Institute

- (1) The constitution and by-laws of the unincorporated Hong Kong Institute of Qualified Environmental Professionals at the commencement of this Ordinance is to be adopted as the Constitution of the Institute.
 - (2) Within 14 days after the commencement of this Ordinance, the President is to deliver to the Registrar of Companies for registration a copy of the Constitution adopted under subsection (1), certified by the President as being a true copy.
 - (3) The Constitution may be amended by the Institute at any time in accordance with its provisions.
 - (4) It is not necessary to publish the Constitution or any amendment of it in the Gazette.
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第 5 部

一般規定

11. 須呈交公司註冊處處長的資料

- (1) 本條例實施後 14 天內，會長須將下列資料呈交公司註冊處處長註冊——
 - (a) 學會地址通知；
 - (b) 理事會成員姓名及地址名單；及
 - (c) 秘書姓名及地址。
- (2) 章程內任何條款在任何時候根據第 10 條修訂後 14 天內，會長須將修訂後的章程副本一份呈交公司註冊處處長註冊，並證明該副本為真確副本。
- (3) 第 (1)(a)、(b) 或 (c) 款規定必須呈交公司註冊處處長的資料如有任何更改，會長須於隨後 14 天內將更改通知書呈交公司註冊處處長註冊。
- (4) 在每個年度完結後 6 個月內，會長須將根據章程擬備的該年度學會收支結算表及以該年度完結之日為準的學會資產負債表，以及根據章程擬備的核數師報告書呈交公司註冊處處長註冊。

Part 5

General Provisions

11. Particulars to be delivered to Registrar of Companies

- (1) Within 14 days after the commencement of this Ordinance, the President is to deliver to the Registrar of Companies for registration—
 - (a) notice of the address of the Institute;
 - (b) a list containing the names and addresses of the members of the General Council; and
 - (c) the name and address of the Secretary.
- (2) Within 14 days after the Constitution has been amended at any time under section 10, the President is to deliver to the Registrar of Companies for registration a copy of the Constitution as amended, certified by the President as being a true copy.
- (3) Within 14 days following any change in any of the particulars required by subsection (1)(a), (b) or (c) to be delivered to the Registrar of Companies, the President is to deliver notice of change to the Registrar of Companies for registration.
- (4) Not later than 6 months after the end of each year, a statement of income and expenditure during that year and of the assets and liabilities of the Institute on the last day of that year prepared in accordance with the Constitution, and the report of the auditors made under the Constitution is to be delivered by the President to the Registrar of Companies for registration.

- (5) 任何人在繳付按根據《公司條例》(第 622 章)第 26 條訂立的規例須就根據該條例第 45(3) 條查閱文件而繳付的費用後，均可查閱按本條註冊的任何文件。
- (6) 學會於按照本條例註冊任何文件時，須繳付按根據《公司條例》(第 622 章)第 26 條訂立的規例須繳付的費用，猶如學會為一並無股本的公司。

12. 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。

- (5) Any person may inspect any of the documents registered under this section on payment of such fees as may be payable under the regulations made under section 26 of the Companies Ordinance (Cap. 622) for the inspection of a document under section 45(3) of that Ordinance.
- (6) The Institute is to pay such fees for registering any document under this Ordinance as may be payable under the regulations made under section 26 of the Companies Ordinance (Cap. 622) as if the Institute were a company not having a share capital.

12. 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，是對香港合資格環保專業人員學會成為法團及有關連的事宜作出規定。

2. 草案第 1 條列出條例簡稱。
3. 草案第 2 條界定本條例草案所用的詞語。
4. 草案第 3 條訂明香港合資格環保專業人員學會成為法團。
5. 草案第 4 條列出香港合資格環保專業人員學會的宗旨。
6. 草案第 5 條列出香港合資格環保專業人員學會的權力。
7. 草案第 6 條列出香港合資格環保專業人員學會的財產歸屬事宜。
8. 草案第 7 條訂明香港合資格環保專業人員學會理事會的設立。
9. 草案第 8 條列出香港合資格環保專業人員學會理事會的權力。
10. 草案第 9 條處理會籍事宜。

Explanatory Memorandum

The object of this Bill is to make provision for the incorporation of the Hong Kong Institute of Qualified Environmental Professionals and for other related matters.

2. Clause 1 sets out the short title.
3. Clause 2 provides for the interpretation of the terms used.
4. Clause 3 stipulates the incorporation of the Hong Kong Institute of Qualified Environmental Professionals.
5. Clause 4 sets out the objects of the Hong Kong Institute of Qualified Environmental Professionals.
6. Clause 5 sets out the powers of the Hong Kong Institute of Qualified Environmental Professionals.
7. Clause 6 sets out the vesting of property of the Hong Kong Institute of Qualified Environmental Professionals.
8. Clause 7 stipulates the establishment of the General Council of the Hong Kong Institute of Qualified Environmental Professionals.
9. Clause 8 sets out the powers of the General Council of the Hong Kong Institute of Qualified Environmental Professionals.
10. Clause 9 deals with the membership matters.

11. 草案第 10 條訂明現行章程成為學會章程。
12. 草案第 11 條列出須呈交公司註冊處處長的資料。
13. 草案第 12 條是《香港特別行政區立法會議事規則》第 50(8) 條所要求的保留條文。

11. Clause 10 stipulates that the existing constitution is to become the constitution of the incorporated Hong Kong Institute of Qualified Environmental Professionals.
12. Clause 11 lists out the particulars to be delivered to the Registrar of Companies.
13. Clause 12 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.