



香港社會服務聯會  
The Hong Kong Council of Social Service

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## MEMORANDUM

To: All Agency Members, Social Enterprise Units and Related Organizations  
From: Anthony Wong, Business Director, Policy Research and Advocacy  
Subject: Legal Seminar Series  
Brief Introduction to the major new changes under the Companies Ordinance and the implications to Social Enterprises  
Date: 12 May 2015

The Hong Kong Council of Social Service and The Law Society of Hong Kong co-organize “Social Enterprise Legal Seminar Series” for the fourth consecutive years to examine and share the latest legal issues with the sector.

The **new Companies Ordinance** (Cap.622 of the Laws of Hong Kong, “the new CO”) became effective on 3 March 2014. . According to survey findings, most of the social enterprises in Hong Kong are established in the form of companies **limited by guarantee** or **limited by shares**. The seminar will give participants a briefing on the major changes introduced into the new CO compared to the previous one (Cap.32 of the Laws of Hong Kong), such as the new Model Articles and the fair dealing by directors, as well as the implications of such changes to social enterprises in Hong Kong. The seminar will also discuss the major differences of the Articles of Association between the above two types of companies.

The seminar will include a one-hour lecture followed by two concurrent discussion sessions (Group A & Group B). Participants may attend both discussion sessions by joining Group A (45 minutes) and then Group B (45 minutes) or vice versa. Limited seat will be served. Please refer details as below:

Date 5 June 2015 (Friday)  
Time 2 p.m. – 5 p.m.  
Venue Rm 202, 2/F., Duke of Windsor Social Service Bldg., 15 Hennessy Rd., Wanchai, H.K. (separate rooms for concurrent sessions)  
Speakers Dr Teresa Chu and Mr Raymond Siu  
The Working Group for Social Enterprise of  
The Law Society of Hong Kong  
Target HKCSS Agency Members & Social Enterprise Practitioners  
Seat 50  
Fee Free Admission  
Enquiry / Ms Charlotte Kwok (2876 2491; charlotte.kwok@hkcss.org.hk)  
Registration

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**Part One - Lecture** (1 hour)

**Brief Introduction to the major new changes under the Companies Ordinance and the implications to Social Enterprises**

- Types of companies under the new CO
- Constitutional documents and issues to be considered before incorporation
- Ongoing obligations of a company
- Role, duties and obligations of a director

**Part Two - Concurrent Discussion Sessions** (90 minutes)

**(Group A) (2 identical sessions of 45 minutes each)**

**Articles of Association of a Company Limited by Guarantee**

Speaker: Dr Teresa Chu

- What is a company limited by guarantee?
- Application for tax exemption
- Structure of the Articles of Association
- Objects Clause v. Powers Clause
- Mandatory provisions in the Articles of Associations of a company limited by guarantee applying for tax exemption

**(Group B) (2 identical sessions of 45 minutes each)**

**Articles of Association of a Company Limited by Shares**

Speaker : Mr Raymond Siu

- What is a company limited by shares?
- The major consideration of establishing a social enterprise in the form of company limited by shares
- Normal circumstances in which a company limited by shares is preferred
- Structure of the Articles of Association
- General Meeting and Members' Resolution
- Directors' Meeting and Directors' Resolution
- Disclosure of Interests