

The New Companies Ordinance (Cap.622) and the Specified Forms: Questions From a Company Secretary

by

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Belinda Wong is the author of Hong Kong Company Secretary's Practice Manual published by CCH Hong Kong, a Wolters Kluwer business and has written a number of articles which had been published in overseas newspapers and portals.



Currently Director of Leader Corporate Services Limited, having previously worked at big audit and larger international law firms namely, Ernst & Young, PricewaterhouseCoopers, DLA Piper Hong Kong, and King and Wood, Hong Kong for more than 25 years. Having extensive experience in serving local, multi-national, non-profit and listed companies, Belinda Wong is an expert in dealing with all types of company secretarial work including corporate restructuring, merger and acquisitions, business transfer, etc. She also provides pro bono services to charities.

Fellow Member of the Hong Kong Institute of Directors, Associate Member of the Hong Kong Institute of Chartered Secretaries as well as the Hong Kong Securities and Investment Institute. Holder of a Master Degree in Business Administration (University of Strathclyde, UK) and a Bachelor Degree in Social Sciences (Chinese University of Hong Kong).

Belinda Wong will discuss the questions on some of the sections of the Companies Ordinance and some specified forms with a view to raising awareness of the issues involved and will also propose ways to handle some of the issues.

These questions will be explored in the course:

▪ What legal regime we are in

1. In respect of passing a members' resolution for reporting exemption, why a special notice is required to be issued by a member to the company
2. Division 2 Part 4 permits the issue of partly paid shares, why model articles for private companies limited by shares (Cap.622H) only allow the issue of fully paid shares
3. Why is the new concept of 'potential member' necessary
4. What may happen when an alternate director appointed by a director is removed by his/her fellow directors

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■ **What types of companies are we getting**

1. What are the differences between a limited company and an unlimited company
2. How is s.359(3) feasible in view of the definition of a 'company limited by guarantee'
3. Should companies limited by guarantee be used for 'for-profit business' purpose as change of membership does not incur stamp duty payment

■ **Meeting and voting**

1. Why members have to be notified of the passing of a resolution when it is not yet effective under the law
2. Why it seems there are more than one vote counting systems in the Companies Ordinance
3. Is a signature to a written resolution of members being equivalent to voting 'by a show of hands' or by 'poll'

■ **Amalgamation**

1. Do we have the procedures yet

■ **Specified Forms**

1. Can the Registrar of Companies design a specified form conferring signing authority to persons not specified in the Companies Ordinance
2. Who can be appointed as company secretary in accordance with the specified forms and under the Companies Ordinance
3. Solvency statement
4. Why some specified forms are not there

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Code:	EVT000000105	Level:	Intermediate
Date:	25 November 2015 (Wednesday)	Language:	English
Time:	15:00 - 17:10 (Reception starts at 14:30)	Accreditation(s):	LSHK 2.0 CPD Points (LSHK Allocated Number: 20154108) SFC 2.0 CPT Hours
Venue:	Kornerstone Institute 15/F, Hip Shing Hong Centre 55 Des Voeux Road Central Central, Hong Kong	Request for Rerun:	Please Contact Us for Details



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