

NON-FERROUS METAL INDUSTRY BILL.—The Attorney General addressed the Council and moved the First reading of a Bill intituled An Ordinance to repeal the Non-Ferrous Metal Industry Ordinance, 1919, and the Non-Ferrous Metal Industry Amendment Ordinance, 1920.

The Colonial Secretary seconded.

Question—put and agreed to.

Bill read a first time.

COMPANIES BILL.—The Attorney General addressed the Council and moved the First reading of a Bill intituled An Ordinance to amend further the law relating to companies.

The Colonial Secretary seconded.

Question—put and agreed to.

Bill read a first time.

ADJOURNMENT.—The Council then adjourned until 2.30 p.m. on Thursday, the 30th day of June, 1921.

R. E. STUBBS,
Governor.

Confirmed this 30th day of June, 1921.

S. B. B. McELDERRY,
Clerk of Councils.

No. 287.—His Excellency the Governor has given his assent, in the name and on behalf of His Majesty the KING, to the following Ordinances passed by the Legislative Council :—

Ordinance No. 9 of 1921.—An Ordinance to facilitate the enforcement in the Colony of Maintenance Orders made in England or Ireland and *vice versâ*, and to declare the application of the Married Women (Desertion) Ordinance, 1905, and to amend the said Ordinance.

Ordinance No. 10 of 1921.—An Ordinance to amend the law relating to criminal procedure in the Supreme Court.

Ordinance No. 11 of 1921.—An Ordinance to repeal the Non-Ferrous Metal Industry Ordinance, 1919, and the Non-Ferrous Metal Industry Amendment Ordinance, 1920.

Ordinance No. 12 of 1921.—An Ordinance to amend further the law relating to companies.

HONGKONG.

No. 9 OF 1921.

I assent to this Ordinance.



R. E. STUBBS,
Governor.

30th June, 1921.

An Ordinance to facilitate the enforcement in the Colony of Maintenance Orders made in England or Ireland and *vice versa*, and to declare the application of the Married Women (Desertion) Ordinance, 1905, and to amend the said Ordinance.

[30th June, 1921.]

Be it enacted by the Governor of Hongkong, with the advice and consent of the Legislative Council thereof, as follows:—

1. This Ordinance may be cited as the Maintenance Orders (Facilities for Enforcement) Ordinance, 1921. Short title.
10 & 11 Geo.
5. c. 33, s. 13.
2. In this Ordinance:— Interpreta-
tion.
 - (1) "Certified copy" in relation to an order of court means a copy of the order certified by the proper officer of the court to be a true copy; Certified
copy.
10 & 11 Geo.
5. c. 33, s. 10.
 - (2) "Dependants" means such persons as the person against whom the order or decree is made is, according to the law in force in the part of His Majesty's dominions in which the maintenance order was made, liable to maintain; Dependants.
10 & 11 Geo.
5. c. 33, s. 10.
 - (3) "Maintenance Order" means an order other than an order of affiliation for the periodical payment of sums of money towards the maintenance of the wife or other dependants of the person against whom the order is made, and includes, with reference to Ireland, an order or decree for the recovery or repayment of the cost of relief or maintenance made by virtue of the provisions of the Poor Relief (Ireland) Acts, 1839 to 1914. Maintenance
Order.
10 & 11 Geo.
5. c. 33, ss.
10, 11.
3. Where a maintenance order has, whether before or after the passing of this Ordinance, been made against any person by any court in England or Ireland, and a certified copy of the order has been transmitted by the Secretary of State for the Colonies to the Governor, the Governor shall send a copy of the order to a magistrate for registration; and on receipt thereof the order shall be registered, and shall, from the date of such registration, be of the same force and effect, and, subject to the provisions of this Ordinance, all proceedings may be taken on such order, as if it had been an order originally made by a magistrate and any magistrate shall have power to enforce the order accordingly. Enforcement
in the Colony
of mainten-
ance orders
made in
England and
Ireland.
10 & 11 Geo.
5. c. 33, s. 1.
4. Where a magistrate has, whether before or after the commencement of this Ordinance, made a maintenance order against any person, and it is proved to a magistrate that the person against whom the order was made is resident in England or Ireland, the magistrate shall send to the Governor for transmission to the Secretary of State for the Colonies a certified copy of the order. Transmission
of mainten-
ance orders
made in the
Colony.
10 & 11 Geo.
5. c. 33, s. 2.

Power to make provisional orders of maintenance against persons resident in England or Ireland.

10 & 11
Geo. 5.
c. 33, s. 3.

5.—(1.) Where an application is made to a magistrate for a maintenance order against any person, and it is proved that that person is resident in England or Ireland, such magistrate may, in the absence of that person, if after hearing the evidence he is satisfied of the justice of the application, make any such order as he might have made if a summons had been duly served on that person and that person had failed to appear at the hearing, but in such case the order shall be provisional only, and shall have no effect unless and until confirmed by a competent court in England or Ireland.

(2.) The evidence of any witness who is examined on any such application shall be put into writing, and such deposition shall be read over to and signed by him.

(3.) Where such an order is made, the magistrate shall send to the Governor for transmission to the Secretary of State for the Colonies the depositions so taken and a certified copy of the order, together with a statement of the grounds on which the making of the order might have been opposed if the person against whom the order is made had been duly served with a summons and had appeared at the hearing, and such information as the magistrate possesses for facilitating the identification of that person, and ascertaining his whereabouts.

(4.) Where any such provisional order has come before a competent court in England or Ireland for confirmation, and the order has by that court been remitted for the purpose of taking further evidence, a magistrate shall proceed to take the evidence in like manner and subject to the like conditions as the evidence in support of the original application.

If upon the hearing of such evidence it appears to such magistrate that the order ought not to have been made, he may rescind the order, but in any other case the depositions shall be sent to the Governor and dealt with in like manner as the original depositions.

(5.) The confirmation of an order made under this section shall not affect any power of a magistrate to vary or rescind that order: provided that on the making of a varying or rescinding order such magistrate shall send a certified copy thereof to the Governor for transmission to the Secretary of State for the Colonies, and that in the case of an order varying the original order the order shall not have any effect unless and until confirmed in like manner as the original order.

(6.) The applicant shall have the same right of appeal, if any, against a refusal to make a provisional order as he would have had against a refusal to make the order had a summons been duly served on the person against whom the order is sought to be made.

Power of magistrate to confirm provisional orders of maintenance made in England or Ireland against persons resident in the Colony.

10 & 11
Geo. 5.
c. 33, s. 4.

6.—(1.) Where a maintenance order has been made by a court in England or Ireland, and the order is provisional only and has no effect unless and until confirmed by a magistrate in the Colony, and a certified copy of the order together with the depositions of witnesses and a statement of the grounds on which the order might have been opposed has been transmitted to the Governor, and it appears to the Governor that the person against whom the order was made is resident in the Colony, the Governor shall send the said documents to a magistrate with a requisition that a summons be issued calling upon the person to show cause why that order should not be confirmed, and upon receipt of such documents and requisition such magistrate shall issue such a summons and cause it to be served upon such person.

(2.) A summons so issued may be served in the same manner as if it had been originally issued under the provisions of the Magistrates Ordinance, 1890.

(3.) At the hearing it shall be open to the person on whom the summons was served to raise any defence which he might have raised in the original proceedings had he been a party thereto, but no other defence, and

Ordinance
No. 3 of 1890.

the certificate from the court which made the provisional order stating the grounds on which the making of the order might have been opposed if the person against whom the order was made had been a party to the proceedings shall be conclusive evidence that those grounds are grounds on which objection may be taken.

(4.) If at the hearing the person served with the summons does not appear or, on appearing, fails to satisfy the magistrate that the order ought not to be confirmed, such magistrate may confirm the order either without modification or with such modifications as may seem just to him after hearing the evidence.

(5.) If the person against whom the summons was issued appears at the hearing and satisfies the magistrate that for the purpose of any defence it is necessary to remit the case to the court which made the provisional order for the taking of any further evidence, the magistrate may so remit the case and adjourn the proceedings for the purpose.

(6.) Where a provisional order has been confirmed under this section, it may be varied or rescinded in like manner as if it had originally been made by the confirming magistrate and where on an application for rescission or variation the magistrate is satisfied that it is necessary to remit the case to the court which made the order for the purpose of taking further evidence, such magistrate may so remit the case and adjourn the proceedings for the purpose.

(7.) Where an order has been so confirmed, the person bound thereby shall have the same right of appeal, if any, against the confirmation of the order as he would have had against the making of the order had the order been an order made by the magistrate confirming the order.

7. The Governor may make regulations for determining the manner in which a case can be remitted by a court authorised to confirm a provisional order to the court which made the provisional order, for facilitating communications between such courts, and generally for the purpose of regulating the procedure under this Ordinance.

Power of Governor to make regulations.

10 & 11 Geo. 5, c. 33, s. 5.

8. An order which has been registered or which has been confirmed by a magistrate under this Ordinance shall be enforceable either—

Mode of enforcing orders.
10 & 11 Geo. 5, c. 33, s. 6.

- (i) by warrant of distress, or
- (ii) in default of sufficient distress, by imprisonment, or
- (iii) at the discretion of the magistrate by imprisonment in the first instance,

and any such imprisonment shall be in accordance with the scale provided by section 57 of the Magistrates Ordinance, 1890.

Ordinance No. 3 of 1890.

9. Any document purporting to be signed by a judge or officer of a court in England or Ireland shall, until the contrary is proved, be deemed to have been so signed without proof of the signature or judicial or official character of the person appearing to have signed it, and the officer of a court by whom a document is signed shall, until the contrary is proved, be deemed to have been the proper officer of the court to sign the document.

Proof of documents signed by officers of court.
10 & 11 Geo. 5, c. 33, s. 8.

10. Depositions taken in a court in England or Ireland for the purposes of this Ordinance shall be received in evidence in proceedings under this Ordinance.

Depositions to be evidence.
10 & 11 Geo. 5, c. 33, s. 9.

11. The Magistrates Ordinance, 1890, shall apply to proceedings under this Ordinance as it applies to proceedings under that Ordinance.

Application of Ordinance No. 3 of 1890.

Declaration as to construction of Ordinance No. 10 of 1905. 12. It is hereby declared that the Married Women (Desertion) Ordinance, 1905, shall not be deemed to be restricted to persons of Chinese or other Asiatic race.

Amendment of Ordinance No. 10 of 1905, ss. 4 and 6. 13. The Married Women (Desertion) Ordinance, 1905, is amended as follows:—

- (1) by the deletion of the words and figures "not exceeding 20 dollars" in the eleventh and twelfth lines of section 4 thereof, and
- (2) by the deletion of the words and figures "so that it shall not in any case exceed the weekly sum of 20 dollars" in the fifth and sixth lines of section 6 thereof.

Passed the Legislative Council of Hongkong, this 30th day of June, 1921.

S. B. B. McELDERRY,
Clerk of Councils.

Assented to by His Excellency the Governor, the 30th day of June, 1921.

CLAUD SEVERN,
Colonial Secretary.

HONGKONG.

No. 10 OF 1921.

I assent to this Ordinance.

(L.S.)

R. E. STUBBS,
Governor.

30th June, 1921.

An Ordinance to amend the law relating to criminal procedure in the Supreme Court.

[30th June, 1921.]

Be it enacted by the Governor of Hongkong, with the advice and consent of the Legislative Council thereof, as follows:—

Short title and construction. Ordinances Nos. 9 of 1899 and 27 of 1913. 1. This Ordinance may be cited as the Criminal Procedure Ordinance, 1921, and shall be read and construed as one with the Criminal Procedure Ordinance, 1899, and with the Criminal Procedure Amendment Ordinance, 1913, and the said Ordinances and this Ordinance may be cited together as the Criminal Procedure Ordinances, 1899 to 1921.

Amendment of Ordinance No. 9 of 1889, s. 78 (2). 2. Sub-section (2) of sections 78 of the Criminal Procedure Ordinance, 1899, is repealed and the following sub-section is substituted therefor:—

- (2.) Upon the consideration of the question so reserved it shall be lawful for the Full Court to affirm or to quash the conviction or to direct a new trial, and to make such other orders as may be necessary to give effect to its decision, provided that the Full Court may, notwithstanding that it is of opinion that the question so reserved might be decided in favour of the convicted person, affirm the conviction if it considers that no substantial miscarriage of justice has actually occurred.

3. It shall not be necessary in any case whatsoever when a verdict of guilty has been returned by the jury to ask the accused whether he has anything to say why judgment should not be given against him, but upon a verdict of guilty being returned by the jury in any case it shall be lawful for the judge, failing any motion in arrest of judgment, forthwith to pass sentence upon the accused.

calling upon
the accused
after verdict
declared
unnecessary.

Passed the Legislative Council of Hongkong, this 30th day of June, 1921.

S. B. B. McELDERRY,
Clerk of Councils.

Assented to by His Excellency the Governor, the 30th day of June, 1921.

CLAUD SEVERN,
Colonial Secretary.

HONGKONG.

No. 11 OF 1921.

I assent to this Ordinance.



R. E. STUBBS,
Governor.

30th June, 1921.

An Ordinance to repeal the Non-Ferrous Metal Industry Ordinance, 1919, and the Non-Ferrous Metal Industry Amendment Ordinance, 1920.

[30th June, 1921.]

Be it enacted by the Governor of Hongkong, with the advice and consent of the Legislative Council thereof, as follows:—

1. This Ordinance may be cited as the Non-Ferrous Metal Industry Ordinance, 1921.

2. The Non-Ferrous Metal Industry Ordinance, 1919, and the Non-Ferrous Metal Industry Amendment Ordinance, 1920, are repealed.

Repeal of
Ordinances
No. 1 of 1919
and 4 of 1920.

Passed the Legislative Council of Hongkong, this 30th day of June, 1921.

S. B. B. McELDERRY,
Clerk of Councils.

Assented to by His Excellency the Governor, the 30th day of June, 1921.

CLAUD SEVERN,
Colonial Secretary.

HONGKONG.

No. 12 of 1921.

I assent to this Ordinance.

R. E. STUBBS,
Governor.

30th June, 1921.

An Ordinance to amend further the law relating
to companies.

[30th June, 1921.]

BE it enacted by the Governor of Hongkong, with the
advice and consent of the Legislative Council thereof,
as follows :—Short title
and con-
struction.
Ordinances
Nos. 58 of
1911, 22 of
1913, and 31
of 1915.1. This Ordinance may be cited as the Companies
Ordinance, 1921, and shall be read and construed as
one with the Companies Ordinances, 1911-1915, and
the said Ordinances and this Ordinance may be cited
together as the Companies Ordinances, 1911 to 1921.Amendment
of Ordinance
No. 58 of
1911, s. 3.2. The first seven lines of section 3 of the Compa-
nies Ordinance, 1911, as amended by section 2 of the
Companies Amendment Ordinance, 1913, are amended
so as to read as follows :—3. Any 7 or more persons (or, where the company
to be formed will be a private company
within the meaning of this Ordinance, any 2
or more persons) associated for any lawful
purpose may, by subscribing their names to
a memorandum of association (which must
be printed and in the English language) and
otherwise complying with the requirements
of this Ordinance in respect of registration,
form an incorporated company, with or
without limited liability, (that is to say),
either—Amendment
of Ordinance
No. 58 of
1911, s. 9.3. Section 9 of the Companies Ordinance, 1911, as
amended by section 6 (3) of the Companies Ordinance,
1915, is further amended as follows :—

- (a) by the addition at the end of sub-section (1)
thereof of the words "Provided that the
Registrar may require that the year of its
incorporation shall form part of the name of
the last incorporated company.";
- (b) by the repeal in sub-section (2) thereof of the
words "may with the sanction of the
Registrar," and by the substitution therefor
of the words "shall, within three months
after the sending by the Registrar to its
registered address of a notice requiring it so
to do,";
- (c) by the insertion in sub-section (3) thereof of
the words "or, in the case of a China com-
pany, with the approval of the Minister,"
immediately after the word "Governor".

Amendment
of Ordinance
No. 58 of
1911, s. 10.4. Sub-section (6) of section 10 of the Companies
Ordinance, 1911, is amended by the repeal of the words
"An office" in the first line thereof and by the substi-
tution therefor of the words "A sealed".

5. Sub-section (2) of section 18 of the Companies Ordinance, 1911, is amended by the insertion of the words "and shall register every such declaration" at the end thereof. Amendment of Ordinance No. 58 of 1911, s. 18.

6. Section 27 of the Companies Ordinance, 1911, as amended by section 5 of the Companies Amendment Ordinance, 1913, is further amended as follows:— Amendment of Ordinance No. 58 of 1911, s. 27.

(a) by the repeal of sub-section (4) thereof and by the substitution therefor of the following sub-sections:—

(4.) The above list and summary shall (except where the company is a private company) contain, in the English language, the auditors' report required under the provisions of sub-section (2) of section 114 of this Ordinance and also any letter or communication subject to which the auditors' report is made.

(5.) The above list and summary shall be in the English language, and shall be contained in a separate part of the register of members, and shall be completed within 31 days after the ordinary annual general meeting aforesaid, and the company shall forthwith forward to the Registrar of Companies a copy signed by the manager or by the secretary of the company.

(b) by the renumbering of sub-section (5) thereof as sub-section (6).

7. Section 35 of the Companies Ordinance, 1911, as amended by section 2 and the First Schedule to the Estate Duty Ordinance, 1915, is further amended as follows:— Amendment of Ordinance No. 58 of 1911, s. 35.

(a) by the insertion of the words "or otherwise," immediately after the word "him" in the ninth line of sub-section (1) thereof; Ordinance No. 16 of 1915.

(b) by the repeal of the words "a licence" in the fourteenth line of sub-section (1) thereof and by the substitution therefor of the words "the first annual licence to a company";

(c) by the repeal of the words "unless executed within the Colony" in sub-section (8) (a) thereof.

8. Section 64 of the Companies Ordinance, 1911, as amended by section 6 (6) of the Companies Ordinance, 1915, is further amended as follows:— Amendment of Ordinance No. 58 of 1911, s. 64.

(a) by inserting the following paragraph after paragraph (c) of sub-section (1) thereof:—

(d) shall have the names of two principal officers of the company printed in legible characters on all trade catalogues, trade circulars, show cards, and business letters on or in which the name of the company appears.

(b) by the repeal of paragraph (d) of sub-section (1) thereof and by the substitution therefor of the following sub-section:—

(2.) Every limited company which has a Chinese name or uses a Chinese equivalent shall append thereto the Chinese characters 有限公司, and every China company which has a Chinese name or uses a

Chinese equivalent shall prefix thereto the Chinese characters 英商 and shall append thereto the Chinese characters 有限公司.

(c) by the repeal of sub-section (2) thereof and by the substitution therefor of the following sub-section :—

(3.) If a limited company makes any default in complying with any of the provisions of sub-sections (1) and (2) of this section it shall be liable to a fine not exceeding 500 dollars for each default, and in the case of a continuing default to a fine not exceeding 50 dollars for every day during which the default continues, and every director and manager of a company who knowingly and wilfully authorises or permits the default shall be liable to the like penalty: Provided that no director or manager shall be liable to be fined both under this sub-section and also under sub-section (4) of this section in respect of the same default.

(d) by renumbering sub-section (3) as sub-section (4).

Amendment of Ordinance No. 58 of 1911, s. 77.

9. Section 77 of the Companies Ordinance, 1911, as amended by section 9 of the Companies Amendment Ordinance, 1913, is further amended by the addition of the following sub-section at the end thereof :—

(8.) Sub-sections (4), (5) and (6) of this section shall not apply to private companies.

Amendment of Ordinance No. 58 of 1911, s. 89.

10. Section 89 of the Companies Ordinance, 1911, as amended by section 12 of the Companies Amendment Ordinance, 1913, and by section 6 (10) of the Companies Ordinance, 1915, is further amended by renumbering sub-section (6) as sub-section (7) and by inserting the following sub-section :—

(6) If a company shall have failed to obtain a certificate to commence business within one year of the date of its incorporation the name of the company shall be struck off the register and the company shall be dissolved.

Amendment of Ordinance No. 58 of 1911, s. 90.

11. Section 90 of the Companies Ordinance, 1911, as amended by section 13 of the Companies Amendment Ordinance, 1913, is further amended by the insertion of the words "and, in the case of Chinese allottees, their names, addresses and descriptions both in English and in Chinese characters," after the word "allottees" in the third line of sub-section (1) (a) thereof.

Amendment of Ordinance No. 58 of 1911, s. 95.

12. Sub-section (1) of section 95 of the Companies Ordinance, 1911, as amended by section 6 (11) of the Companies Ordinance, 1915, is further amended by the repeal of the words "in the prescribed manner" in the fourth and fifth lines of proviso (i) thereto and by the substitution therefor of the words "to the satisfaction of the Registrar".

Amendment of Ordinance No. 58 of 1911, s. 119.

13. Sub-sections (2) and (3) of section 119 of the Companies Ordinance, 1911, are repealed and the following sub-sections are substituted therefor :—

(2.) The Governor in Council may rescind, add to or amend in any way whatsoever any of the tables and forms contained in the schedules hereto, and may rescind, add to or amend in any way whatsoever any of the fees contained in Table B in the First

Schedule hereto, provided that no alteration made by the Governor in Council in Table A in the First Schedule hereto shall affect any company registered before such alteration shall have been made.

- (3.) Every Order in Council made under this section shall be laid on the table of the Legislative Council at the first meeting thereof held after the publication of such Order in Council in the *Gazette*, and if a resolution be passed at the first meeting of the Legislative Council held after such Order in Council shall have been laid on the table of the said Council resolving that any such Order in Council shall be rescinded or amended in any manner whatsoever, the said Order in Council shall, without prejudice to anything done thereunder, be deemed to be rescinded, or amended as the case may be, as from the date of publication in the *Gazette* of the passing of such resolution.

14. Section 141 of the Companies Ordinance, 1911, as amended by section 6 (16) of the Companies Ordinance, 1915, is further amended as follows:—

Amendment of Ordinance No. 58 of 1911, s. 141.

- (a) by the repeal of the words "by the Court" in the second line of sub-section (1) thereof.
- (b) by the repeal of sub-section (2) thereof, as enacted by section 6 (16) (b) of the Companies Ordinance, 1915, and by the substitution therefor of the following sub-section:—

(2) For the purpose of this Ordinance, so far as it relates to the winding up of China Companies or Hongkong China Companies by or under the supervision of the Supreme Court for China, and so far as it relates to the voluntary winding up of China Companies or Hongkong China Companies by liquidators appointed to act within the limits of the China Orders-in-Council, the term "Official Receiver" shall mean any person appointed in that behalf by the Judge of the Supreme Court for China.

15. Section 150 of the Companies Ordinance, 1911, is amended by the repeal of sub-section (5) thereof, and by the substitution therefor of the following sub-section:—

Amendment of Ordinance No. 58 of 1911, s. 150.

- (5) The Official Receiver shall cause the account, when audited, or a summary thereof, to be published in the *Gazette*.

16. Section 214 of the Companies Ordinance, 1911, is amended as follows:—

Amendment of Ordinance No. 58 of 1911, s. 214.

- (a) by the repeal of the words "at the bank" in the sixth line of sub-section (4) thereof.
- (b) by the repeal of the words "into the bank" in the second line of sub-section (5) thereof.
- (c) by the repeal of the words "into the bank" in the first and second lines of sub-section (6) thereof.

17. Section 217 of the Companies Ordinance, 1911, is amended as follows:—

Amendment of Ordinance No. 58 of 1911, s. 217.

- (a) by the repeal of the words "at such bank as the Colonial Treasurer may direct" in the second and third lines of sub-section (1) thereof, and by the substitution therefor of the words "with the Colonial Treasurer,

or, in the case of a China Company, at such bank as the Judge of the Supreme Court for China may direct".

- (b) by the repeal of the words "by the said bank" in the third line of sub-section (2) thereof.

Amendment of Ordinance No. 58 of 1911, s. 223. 18. Section 223 of the Companies Ordinance, 1911, is amended by the insertion of the words "made and" immediately before the word "certified" in the fifth line of sub-section (5) thereof.

Amendment of Ordinance No. 58 of 1911, s. 224. 19. Section 224 of the Companies Ordinance, 1911, is amended by the repeal of the word "smaller" and by the substitution therefor of the word "other", and by the addition of the words "in Council" immediately after the word "Governor", in the third line thereof.

Amendment of Ordinance No. 58 of 1911, s. 252. 20. Section 252 of the Companies Ordinance, 1911, is amended as follows:—

- (a) by the repeal of the words "the prescribed" in the sixteenth line of sub-section (1) thereof and by the substitution therefor of the words "a reasonable".
- (b) by the repeal of the words "in the prescribed manner" in the second line of sub-section (6) thereof and the substitution therefor of the words "to the satisfaction of the Registrar of Companies".

Amendment of Ordinance No. 58 of 1911, s. 261. 21. Section 261 of the Companies Ordinance, 1911, is amended by the addition of the following definition at the end thereof:—

"Prescribed" means, as respects the provisions of this Ordinance relating to the winding-up of companies, prescribed by general rules, and as respects the other provisions of this Ordinance, prescribed by the Governor.

Amendment of Ordinance No. 58 of 1911, First Schedule. 22. Table B in the First Schedule to the Companies Ordinance, 1911, is amended by the insertion of the following list of fees at the end of Part I and also at the end of Part II thereof:—

For registering a mortgage or charge created by a company	\$10.00
For registering the particulars of a series of debentures created by a company...	\$10.00
(Note.—These fees include the filing of particulars and the issue to the company of a certificate of registration.)	
For collating a copy not made by the Registrar—per folio of 72 words	\$ 0.10
For initialling alterations in such copy—per alteration	\$ 0.10
For certifying such collated copy	\$ 2.00
For filing any document not hereinbefore referred to	\$ 3.00

Amendment of Ordinance No. 31 of 1915, s. 4. 23. Sub-section (2) (b) of section 4 of the Companies Ordinance, 1915, is hereby amended so as to read as follows:—

- (b) The promoters of every intended Hongkong China Company and of every intended China Company shall on or before the date of delivery for registration of the memorandum and articles of the company send notice in writing to the Registrar of Companies and to the Registrar of Companies at Shanghai of the place from which the operations of the company are intended

to be directed and controlled. If the promoters make default in complying with the provisions of this paragraph every promoter of the company in question shall be liable to a fine not exceeding 50 dollars for each day of the company's existence up to the date on which the said promoters or the company shall give notice in writing to the Registrar of Companies and the Registrar of Companies at Shanghai of the place from which operations of the company are intended to be directed and controlled.

24. Section 7 of the Companies Ordinance, 1915, is amended by the repeal of the words "unless executed by the transferor within the Colony" in sub-section (2) thereof. Amendment of Ordinance No. 31 of 1915, s. 7.

25. Section 9 of the Companies Ordinance, 1915, is amended by the addition at the end thereof of the words "and the China (Companies) Amendment Order in Council, 1919". Amendment of Ordinance No. 31 of 1915, s. 9.

26. Where the general or substantial control of the business of a company incorporated under the Companies Ordinance, 1911, is exercised by a person or persons ordinarily resident within the limits of the China (Companies) Amendment Order in Council, 1919, such company shall, irrespective of the place at which the board of directors may meet, or of any other circumstances, be deemed to be a company of which the operations are directed and controlled from a place within the limits of the said Order and shall be a China company within the meaning of the China (Companies) Order in Council, 1915, and within the meaning of the Companies Ordinance, 1915. China company, further definition.

27.—(1.) No person other than a British subject resident within the limits of the China (Companies) Amendment Order in Council, 1919, shall act as managing director or in any position similar to that of managing director, or shall otherwise exercise general or substantial control of the business of a China company. China company, control of.

(2.) If default is made in compliance with this section the company shall be liable to a fine not exceeding 50 dollars for every day during which the default continues, and every director and every manager of the company who knowingly authorises or permits the default shall be liable to the like penalty.

(3.) Failure to comply with the provisions of this section shall be a ground upon which an order for winding up the company may be made by the court.

28.—(1.) Where the articles of a company include the provisions which, by section 122 of the Companies Ordinance, 1911, are required to be included therein in order to constitute the company a private company for the purposes of that Ordinance, and default is made in complying with any of those provisions, the company shall cease to be entitled to the privileges and exemptions conferred on private companies under the provisions of that Ordinance mentioned in the schedule to this Ordinance, and thereupon the said provisions shall apply to the company as if it were not a private company: Amendment of the law relating to private companies. 3 & 4 Geo. 5, c. 25, s. 1.

Provided that the court, on being satisfied that the failure to comply with the conditions was accidental or due to inadvertence or to some other sufficient cause, or that on other grounds it is just and equitable to grant relief, may, on the application of the company or any other person interested and on such terms and conditions as seem to the court just and expedient, order that the company be relieved from such consequences as aforesaid.

(2.) In sub-section (1) of the said section 122 of the Companies Ordinance, 1911, for paragraph (b) the following paragraph shall be substituted:—

“(b) limits the number of its members (exclusive of persons who are in the employment of the company and of persons who having been formerly in the employment of the company, were while in such employment and have continued after the determination of such employment to be members of the company) to fifty; and”

(3.) Every private company shall send with the annual list of members and summary required to be sent under section 27 of the Companies Ordinance, 1911, a certificate signed by a director or the secretary that the company has not, since the date of the last return, or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any shares or debentures of the company; and, where the list of members discloses the fact that the number of members of the company exceeds fifty, also a certificate so signed that such excess consists wholly of persons who under section 122 of that Ordinance, as amended by this section, are to be excluded in reckoning the number of fifty.

Passed the Legislative Council of Hongkong, this 30th day of June, 1921.

S. B. B. McELDERRY,
Clerk of Councils.

Assented to by His Excellency the Governor, the 30th day of June, 1921.

CLAUD SEVERN,
Colonial Secretary.

SCHEDULE.

[s. 28.]

PROVISIONS OF THE COMPANIES ORDINANCE, 1911.

Sub-sections (3) and (4) of section 28 (which relate to the making of an annual return in the form of a balance sheet, and to the insertion, in the annual list and summary, of the auditors' report and of any communication subject to which the auditors' report is made).

Sub-sections (4), (5) and (6) of section 77 (which relate to the laying of profit and loss accounts, balance sheets and reports before the general meeting, and to the circulation of balance sheets and reports).

Section 115 (which relates to the right of preference shareholders and debenture holders to receive and inspect balance sheets and reports).

Section 116 (which relates to the minimum number of members with which a company may continue to carry on business).

Paragraph (iv) of section 130 (which makes the reduction of the number of members of a company below the minimum a ground for the winding up of the company).