

**Articles of the
Wikimedia Community
User Group
Hong Kong**

香港維基媒體用戶組
章程細則

PART 3 - DIRECTORS AND SECRETARIES

第三部 — 理事及秘書

Division 1 — Directors' Powers and Responsibilities

第1分部 — 理事的權力和責任

2. Directors' general authority

- (1) Subject to the Company Ordinance and these articles, the business and affairs of the User Group are managed by the directors, who may exercise all the powers of the User Group.
- (2) An alteration of these articles does not invalidate any prior act of the directors that would have been valid if the alteration had not been made.
- (3) The powers given by this article are not limited by any other power given to the directors by these articles.
- (4) A directors' meeting at which a quorum is present may exercise all powers exercisable by the directors.
- (5) The quorum for directors' meeting shall be two.

3. Members' reserve power

- (1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- (2) The special resolution does not invalidate anything that the directors have done before the passing of the resolution.

2. 理事的一般權限

- (1) 在《公司條例》及本《章程細則》的規限下，本用戶組的業務及事務均由理事管理，理事可行使本用戶組的一切權力。
- (2) 如在對本《章程細則》作出某項修改前，理事作出如無該項修改便屬有效的作為，該項修改不會使該作為失效。
- (3) 本條給予的權力，不受本《章程細則》給予理事的任何其他權力局限。
- (4) 凡理事可行使某權力，有達到法定人數的理事出席的理事會議，即可行使該權力。
- (5) 理事會議的法定人數應為二人。

3. 成員的備留權力

- (1) 成員可藉特別決議，指示理事作出某指明的行動，或不得作出某指明的行動。
- (2) 上述特別決議，不會使理事在該決議通過前已作出的任何作為失效。

4. Directors may delegate

- (1) Subject to these articles, the directors may, if they think fit, delegate any of the powers that are conferred on them under these articles—
 - (a) to any person or committee;
 - (b) by any means (including by power of attorney);
 - (c) to any extent and without territorial limit;
 - (d) in relation to any matter; and
 - (e) on any terms and conditions.
- (2) If the directors so specify, the delegation may authorize further delegation of the directors' powers by any person to whom they are delegated.
- (3) The directors may—
 - (a) revoke the delegation wholly or in part; or
 - (b) revoke or alter its terms and conditions.

5. Committees

- (1) The directors may make rules providing for the conduct of business of the committees to which they have delegated any of their powers.
- (2) The committees must comply with the rules.

4. 理事可轉授權力

- (1) 在本《章程細則》的規限下，凡本《章程細則》向理事授予任何權力，而理事認為合適，理事即可按以下規定，轉授該權力——
 - (a) 轉授的對象，可以是任何人或委員會；
 - (b) 可藉任何方法(包括藉授權書)轉授；
 - (c) 可在任何程度上轉授，而轉授可不受地域限制；
 - (d) 可就任何事情作出轉授；
 - (e) 可按任何條款及條件，作出轉授。
- (2) 如理事有所指明，上述理事權力轉授可授權其對象，進一步轉授該權力。
- (3) 理事可——
 - (a) 完全或局部撤銷上述權力轉授；或
 - (b) 撤銷或修改其條款及條件。

5. 委員會

- (1) 理事如已轉授其任何權力予某委員會，可制定該委員會在處理事務上的規則。
- (2) 上述委員會必須遵守上述規則。

Division 2 — Decision-taking by Directors

第2分部 — 理事決策

6. Directors to take decision collectively

A decision of the directors may only be taken—

- (a) by a majority of the directors at a meeting; or
- (b) in accordance with article 7.

7. Unanimous decisions

- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other (either directly or indirectly) by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- (3) A reference in this article to eligible directors is a reference to directors who would have been entitled to vote on the matter if it had been proposed as a resolution at a directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at a directors' meeting.

6. 理事共同作出決定

理事的決定只可——

- (a) 由理事在會議上的過半數票作出；或
- (b) 按照第7條作出。

7. 一致決定

- (1) 凡所有合資格的理事，均以任何方法（不論直接或間接地）向每名其他理事表明，他們在某事宜上持有相同的意見，理事即屬按照本條作出決定。
- (2) 上述決定可以用書面決議方式作出，惟該決議的文本須經每名合資格的理事簽署，或經每名合資格的理事以書面表示同意。
- (3) 在本條中，凡提述合資格的理事，即提述假使有關事宜獲建議提交予理事會議議決，便會有權就該事宜表決的理事。
- (4) 如合資格的理事的人數，不會達到理事會議的法定人數，則不得按照本條作出決定。

8. Convening directors' meetings

- (1) Any director may convene a directors' meeting by giving notice of the meeting to the directors or by authorizing the User Group secretary to give such notice.
- (2) Notice of a directors' meeting must indicate—
 - (a) its proposed date and time; and
 - (b) where it is to take place.
- (3) Notice of a directors' meeting must be given to each director, but need not be in writing.

9. Participation in directors' meetings

- (1) Subject to these articles, directors participate in a directors' meeting, or part of a directors' meeting, when—
 - (a) the meeting has been called and takes place in accordance with these articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where a director is and how they communicate with each other.

8. 召開理事會議

- (1) 任何理事均可召開理事會議，召開的方式，是向理事發出該會議的通知，或授權秘書發出該通知。
- (2) 理事會議的通知須顯示——
 - (a) 該會議的建議日期及時間；及
 - (b) 該會議將於何處舉行。
- (3) 理事會議的通知須向每名理事發出，但無需採用書面形式。

9. 參與理事會議

- (1) 除本《章程細則》另有規定外，當有以下情況發生，理事即屬有參與理事會議或其部分——
 - (a) 該會議按照本《章程細則》召開及舉行；及
 - (b) 每名理事均能夠就該會議所處理事務中的任何特定項目，向其他理事傳達自己所持的任何資料，或表達自己所持的任何意見。
- (2) 某理事身處何地，及理事如何彼此溝通，對斷定理事是否正參與理事會議，無關重要。
- (3) 如所有有參與理事會議的理事，並非身處同一地點，他們可

- (3) If all the directors participating in a directors' meeting are not in the same place, they may regard the meeting as taking place wherever any one of them is.

10. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must be at least 2, and unless otherwise fixed it is 2.

11. Meetings if total number of directors less than quorum

If the total number of directors for the time being is less than the quorum required for directors' meetings, the directors must not take any decision other than a decision—

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the members to appoint further directors.

12. Chairing of directors' meetings

- (1) The directors may appoint a director to chair their meetings.
- (2) The person appointed for the time being is known as the chairperson.

將其中任何一人的身處地點，視為該會議的舉行地點。

10. 理事會議的法定人數

- (1) 除非理事會議有達到法定人數的理事參與，否則不得在該會議上就任何建議表決，但如屬召開另一個會議的建議，則不在此限。
- (2) 理事會議的法定人數，可經理事的決定不時訂定，惟最少須為兩人。除非另有訂定，否則上述法定人數是兩人。

11. 在理事總數少於法定人數下進行會議

如在當其時，理事總數少於理事會議的法定人數，則理事只可就以下事宜作出決定——

- (a) 委任更多理事；或
- (b) 召開成員大會，以讓成員能夠委任更多理事。

12. 主持理事會議

- (1) 理事可委任一名理事，主持理事會議。
- (2) 當其時獲委任的理事，稱為主席。

- (3) The directors may terminate the appointment of the chairperson at any time.
- (4) If the chairperson is not participating in a directors' meeting within 10 minutes of the time at which it was to start or is unwilling to chair the meeting, the participating directors may appoint one of themselves to chair it.

13. Chairperson's casting vote at directors' meetings

- (1) If the numbers of votes for and against a proposal are equal, the chairperson or other director chairing the directors' meeting has a casting vote.
- (2) Paragraph (1) does not apply if, in accordance with these articles, the chairperson or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Alternates voting at directors' meetings

A director who is also an alternate director has an additional vote on behalf of each appointor who—

- (a) is not participating in a directors' meeting; and
- (b) would have been entitled to vote if he or she were participating in it.

- (3) 理事可隨時終止主席的委任。
- (4) 如在理事會議的指定開始時間過後的10分鐘內，主席沒有參與會議，或不願意主持會議，有參與會議的理事即可委任他們當中的其中一位，主持會議。

13. 主席在理事會議上的決定票

- (1) 如贊成和反對某建議的票數相同，主席（或主持理事會議的其他理事）即有權投決定票。
- (2) 如按照本《章程細則》，主席（或上述其他理事）不得在法定人數或表決程序上，獲算作有參與作出決定的過程，第(1)款即不適用。

14. 候補者在理事會議上表決

如某理事亦兼任候補理事，該理事有權額外代表各委任者表決，前提是該委任者——

- (a) 沒有參與理事會議；而
- (b) 假若有參與理事會議，會有權表決。

15. Conflicts of interest

- (1) This article applies if—
 - (a) a director is in any way (directly or indirectly) interested in a transaction, arrangement or contract with the User Group that is significant in relation to the User Group’s business; and
 - (b) the director’s interest is material.
- (2) The director must declare the nature and extent of the director’s interest to the other directors in accordance with section 536 of the Company Ordinance.
- (3) The director and the director’s alternate must neither—
 - (a) vote in respect of the transaction, arrangement or contract in which the director is so interested; nor
 - (b) be counted for quorum purposes in respect of the transaction, arrangement or contract.
- (4) Paragraph does not preclude the alternate from—
 - (a) voting in respect of the transaction, arrangement or contract on behalf of another appointor who does not have such an interest; and
 - (b) being counted for quorum purposes in respect of the transaction, arrangement or contract.
- (5) If the director or the director’s alternate contravenes paragraph (3)(a), the vote must not be counted.

15. 利益衝突

- (1) 如符合如下情況，本條即適用 ——
 - (a) 某理事在任何與本用戶組訂立的交易、安排或合約中，以任何方式有(直接或間接的)利害關係，而該項交易、安排或合約對本用戶組的業務來說是重大的；而且
 - (b) 該理事的利害關係具相當分量。
- (2) 有關理事須按照《公司條例》第536條，向其他理事申報該理事的利害關係的性質及範圍。
- (3) 上述理事及其候補者 ——
 - (a) 於該理事在某項交易、安排或合約中有上述利害關係的情況下，不得就該項交易、安排或合約表決；亦
 - (b) 不得在關乎該項交易、安排或合約的情況下，計入法定人數內。
- (4) 第(3)款並不排除有關候補者 ——
 - (a) 在另一名委任者沒有上述利害關係的情況下，代該委任者就有關交易、安排或合約表決；及
 - (b) 在關乎該項交易、安排或合約的情況下，計入法定人數內。
- (5) 如上述理事或其候補者違反第(3)(a)款，有關票數即不獲點算。
- (6) 第(3)款不適用於 ——

(6) Paragraph (3) does not apply to—

- (a) an arrangement for giving a director any security or indemnity in respect of money lent by the director to or obligations undertaken by the director for the benefit of the User Group;
- (b) an arrangement for the User Group to give any security to a third party in respect of a debt or obligation of the User Group for which the director has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
- (c) an arrangement under which benefits are made available to employees and directors or former employees and directors of the User Group or any of its subsidiaries, which do not provide special benefits for directors or former directors.

(7) A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.

16. Supplementary provisions as to conflicts of interest

- (1) A director may hold any other office or position of profit under the User Group (other than the office of auditor) in conjunction with the office of director for a period and on terms (as to remuneration or otherwise) that the directors determine.
- (2) A director or intending director is not disqualified by the office

- (a) 為以下目的作出的安排：就某理事貸給本用戶組的款項，或就某理事為本用戶組的利益而承擔的義務，給予該理事保證或彌償；
- (b) 本用戶組就其債項或義務，向第三方提供保證的安排，前提是理事已根據一項擔保或彌償，或藉存交一項保證，承擔該債項或義務的全部或部分責任；及
- (c) 符合以下說明的安排：本用戶組及其任何附屬用戶組並不向理事或前理事提供特別的利益，但根據該項安排，本用戶組或該附屬用戶組的僱員及理事（或前僱員及理事）可得到利益。

(7) 在本條中，凡提述交易、安排或合約，即包括建議的交易、安排或合約。

16. 利益衝突的補充條文

- (1) 任何理事除擔任理事職位外，亦可兼任本用戶組轄下任何其他職位或有酬崗位（核數師職位除外），該兼任職位或崗位的任期及（關於酬金或其他方面的）任用條款，由理事決定。
- (2) 理事或準理事並不因為其理事職位，而喪失作出以下作為的
of director from contracting with the User Group —

- (a) with regard to the tenure of the other office or position of profit mentioned in paragraph (1); or
 - (b) as a vendor, a purchaser or otherwise.
- (3) The contract mentioned in paragraph (2) or any transaction, arrangement or contract entered into by or on behalf of the User Group in which any director is in any way interested is not liable to be avoided.
- (4) A director who has entered into a contract mentioned in paragraph (2) or is interested in a transaction, arrangement or contract mentioned in paragraph (3) is not liable to account to the User Group for any profit realized by the transaction, arrangement or contract by reason of—
- (a) the director holding the office; or
 - (b) the fiduciary relation established by the office.
- (5) Paragraph (1), (2), (3) or (4) only applies if the director has declared the nature and extent of the director's interest under the paragraph to the other directors in accordance with section 536 of the Company Ordinance.
- (6) A director of the User Group may be a director or other officer of, or be otherwise interested in—
- (a) any affiliated user group promoted by the User Group; or
 - (b) any user group in which the User Group may be interested as a member, a director, or otherwise.

資格——

- (a) 在第(1)款所述的其他職位或有酬崗位的任期方面，與本用戶組訂立合約；或
 - (b) 以售賣人、購買人或其他身分，與本用戶組訂立合約。
- (3) 第(2)款所述的合約，或本用戶組（或由他人代本用戶組）訂立的、任何理事在其中以任何方式具有利害關係的交易、安排或合約，均不可被致使無效。
- (4) 訂立第(2)款所述的合約的理事，或在第(3)款所述的交易、安排或合約中具有利害關係的理事，均無法律責任因如下地位，而向本用戶組交出因該項交易、安排或合約而得到的任何利益——
- (a) 因為擔任理事職位；或
 - (b) 因為該職位所建立的受信人關係。
- (5) 第(1)、(2)、(3)或(4)款適用的前提是，有關理事已按照《公司條例》第536條，向其他理事申報（該款所指的）該理事的利害關係的性質及範圍。
- (6) 本用戶組的理事可以是下述用戶組的理事或其他高級人員，亦可以在其他情況下，在下述用戶組中具有利益——
- (a) 本用戶組發起的用戶組；或
 - (b) 本用戶組作為股東或以其他身分於其中具有利益的用戶組。
- (7) 除非《公司條例》另有規定或本用戶組另有指示，否則上述
- (7) Subject to the Company Ordinance, the director is not accountable to the User Group for any remuneration or other benefits received

by the director as a director or officer of, or from the director's interest in, the other User Group unless the User Group otherwise directs.

17. Validity of acts of meeting of directors

The acts of any meeting of directors or of a committee of directors or the acts of any person acting as a director are as valid as if the directors or the person had been duly appointed as a director and was qualified to be a director, even if it is afterwards discovered that—

- (a) there was a defect in the appointment of any of the directors or of the person acting as a director;
- (b) any one or more of them were not qualified to be a director or were disqualified from being a director;
- (c) any one or more of them had ceased to hold office as a director; or
- (d) any one or more of them were not entitled to vote on the matter in question.

18. Record of decisions

- (1) The directors must ensure that the User Group keeps a written record of every decision taken by the directors under Article 6 for at least 10 years from the date of the decision.

理事無須就該理事作為其他用戶組的理事或高級人員而收取的任何酬金或其他得益，或就源自該理事在其他用戶組中具有的任何利益的任何酬金或其他得益，向本用戶組作出交代。

17. 理事會議的作為的有效性

理事會議或理事委員會會議的作為的有效性，或任何人以理事身分作出的作為的有效性，均猶如有關理事或人士均經妥為委任為理事並具有資格擔任理事一樣，即使事後發現有以下情況亦然——

- (a) 任何理事的委任，或上述以理事身分行事的人的委任，有欠妥之處；
- (b) 他們當中的任何一人或多於一人在當時不具備擔任理事的資格，或已喪失該資格；
- (c) 他們當中的任何一人或多於一人在當時已不再擔任理事；或
- (d) 他們當中的任何一人或多於一人在當時無權就有關事宜表決。

18. 決定紀錄

- (1) 理事須確保，本用戶組備存理事根據第6條作出的每項決定的書面紀錄，備存期最少10年，自該決定作出的日期起計。
- (2) Nobody may access, amend, record, copy or in any other means to use a record of decision except for whom—

- (a) is a director or secretary;
- (b) is authorised by the director to access; or
- (c) has been granted a court order so as for him or her or them to access a particular record of decision.

19. Directors' discretion to make further rules

Subject to these articles, the directors may make any rule that they think fit about—

- (a) how they take decisions; and
- (b) how the rules are to be recorded or communicated to directors.

- (2) 沒有人可獲閱、更動、記錄、拷貝或以其他任何方式使用決定紀錄，除非他或她——

- (a) 是理事或秘書；
- (b) 已經受理事授權獲閱；或
- (c) 獲得法院手令，以令他或她可獲閱特定的決定紀錄。

19. 理事訂立更多規則的酌情決定權

在本《章程細則》的規限下，理事可——

- (a) 就他們如何作出決定，訂立他們認為合適的規則；並
- (b) 就如何記錄或向理事傳達該等規則，訂立他們認為合適的規則。