

**Provisions in the articles of a company
registered under the Companies Ordinance (Cap. 32)
made void by provisions of the new Companies Ordinance**

Relevant Provisions in the new Companies Ordinance	Provisions in the articles of a company registered under the Companies Ordinance (Cap. 32) – Made Void
Part 3	
Section 99(2) - Articles of company limited by guarantee [Section 24(1) of Companies Ordinance (Cap. 32) (“Cap. 32”)]	A provision in the articles of a company limited by guarantee purporting to give any person a right to participate in the company’s divisible profits otherwise than as a member.
Part 9	
Section 415(1) and (2) - Avoidance of provisions protecting auditor from liability [Modified from section 165(1) of Cap. 32]	A provision exempting an auditor of a company from any liability in connection with any negligence, default, breach of duty or breach of trust in relation to the company in the course of performance of the auditor’s duties.
Section 415(1), (3), (4) and (5) - Avoidance of provisions protecting auditor from liability [Modified from section 165(1), (2) & (3) of Cap. 32]	A provision indemnifying an auditor of the company or its associated company against any liability in connection with any negligence, default, breach of duty or breach of trust in relation to the company or its associated company in the course of performance of the auditor’s duties except as stated in section 415 of the new CO.
Section 419(1)(b) - Company may remove auditor [Modified from section 131(6) of Cap. 32]	A provision preventing removal of a person from the office of auditor by an ordinary resolution.
Part 10	
Section 455(1) - Nomination of reserve director of private company [Section 153A(6) of Cap. 32]	A provision in the articles of a sole member sole director private company preventing the company from nominating a natural person who has attained the age of 18 years as a reserve director to act in place of the sole director in the event of the death of the sole director, by resolution passed at a general meeting.

Relevant Provisions in the new Companies Ordinance	Provisions in the articles of a company registered under the Companies Ordinance (Cap. 32) – Made Void
Section 460(4) - Appointment of directors to be voted on individually [Section 157A(2) of Cap. 32]	A provision for the automatic reappointment of retiring directors in default of another appointment where a resolution for appointment of directors is void under section 460(3) of the new CO.
Section 462(1) - Resolution to remove director [Section 157B(1) of Cap. 32]	A provision preventing the removal of a director before the end of the director's term of office by an ordinary resolution passed at a general meeting.
Section 468(1) and (2) - Avoidance of provisions protecting director from liability [Modified from section 165(1) of Cap. 32]	A provision purporting to exempt a director of the company from any liability in connection with any negligence, default, breach of duty or breach of trust in relation to the company.
Sections 468(1), (3) & (4) and 469 - Avoidance of provisions protecting director from liability [Modified from section 165(1) to (3) of Cap. 32]	A provision providing an indemnity for a director of the company or of the company's associated company against any liability attaching to the director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or associated company (as the case may be) except as stated in sections 468 and 469 of the new CO.
Part 12	
Section 561 - Relationship between this Subdivision and provisions of company's articles [Modified from section 116BB(1) of Cap. 32]	A provision having the effect that a resolution that is required by or otherwise provided for in an Ordinance could not be proposed and passed as a written resolution. However, the articles may set out a different basis or manner for the passing of written resolutions provided that the resolutions are passed by unanimous approval.
Section 591(1) and (2) - Right to demand poll [Modified from section 114D(1) of Cap. 32]	A provision excluding the right to demand a poll at a general meeting on any question other than the election of the chairperson of the meeting or the adjournment of the meeting; and a provision making a demand for a poll ineffective if made by – <ul style="list-style-type: none"> ● at least 5 voting members, ● members representing at least 5% of the total voting rights, or ● by the chairperson of the meeting.

Relevant Provisions in the new Companies Ordinance	Provisions in the articles of a company registered under the Companies Ordinance (Cap. 32) – Made Void
Section 598(2) - Notice required of appointment of proxy etc. [Modified from section 114C(4) of Cap. 32]	A provision having the effect of requiring an appointment of a proxy or any document showing the validity of the appointment, to be received by the company or another person earlier than 48 hours before the time for holding the general meeting or adjourned meeting or 24 hours before the time appointed for the taking of a poll to be taken more than 48 hours after demand.
Section 604(7) - Notice required of termination of proxy's authority [New provision]	A provision having the effect of requiring notice of termination of a proxy's authority to be received by the company or another person earlier than 48 hours before the time for holding the general meeting or adjourned meeting or 24 hours before the time appointed for the taking of a poll to be taken more than 48 hours after demand.

Provisions in the articles of companies registered under the Companies Ordinance (Cap. 32) regarded as deleted by provisions of the new Companies Ordinance

Relevant Provisions in the new Companies Ordinance	Provisions in the articles of a company registered under the Companies Ordinance (Cap. 32) – Regarded as Deleted
Part 3	
Section 98(4)(a) – Authorised share capital [New provision]	A condition in the memorandum of association of an existing company, deemed to be a provision of the articles of association of the company by virtue of section 98(1) of the new CO, which states the amount of share capital with which the existing company proposes to be registered is for all purposes to be regarded as deleted.
Section 98(4)(b) – Division of share capital into shares of a fixed amount [New provision]	A condition in the memorandum of association of an existing company, deemed to be a provision of the articles of association of the company by virtue of section 98(1) of the new CO, which states the division of the share capital of the company into shares of a fixed amount is for all purposes to be regarded as deleted.