

30 July, 1998

**Legal Advisory and Conveyancing Office**  
**Circular Memorandum No. 33**

**Applications for alteration of**  
**Memorandum and Articles of Association under Land Leases**

There are a number of recreational leases which contain covenants that the lessees, which are normally limited companies, will not make alterations or additions to their Memorandum and Articles of Association which either alter their objects or affect their obligations under the leases without first having obtained the consent in writing of the Director of Lands (or the Registrar General (Land Officer) in the case of older lease).

2. Section 21(6)(b) of the Companies Ordinance, Cap. 32 imposes a requirement that any proposed alteration of the Memorandum and Articles of Association by a company, dispensing with "Limited" etc. in the name of charitable and other companies will require the approval in writing of the Registrar of Companies. When an application is received by the Registrar, it is his practice to seek comments from the Director of Lands before giving approval.

3. It was agreed internally that the Legal Advisory and Conveyancing Office ("LACO") will deal with and issue approvals in respect of applications for alterations of Memorandum or Articles of Association submitted by lessees or those referred to this department by the Registrar of Companies, subject to obtaining policy support on a case by case basis from the Recreation and Sports Division of the Home Affairs Bureau or other appropriate policy Bureau. Officers in the District Lands Offices will not in future be involved in handling these applications.

4. In future, the above applications should be addressed to the Senior Solicitors in the relevant district offices of LACO and approval, if it is to be given, will be issued by LACO on behalf of the Director of Lands (or the Registrar General (Land Officer) as the case may be).

(T. E. Berry)  
Deputy Director/Legal  
for Director of Lands

To: All Solicitors