

ARTICLES OF ASSOCIATION  
OF

C&MA Tai Wo Alliance Church Limited  
基督教宣道會太和堂有限公司

Incorporated the 14th day of August, 2023.

HONG KONG

No. 3308373

[COPY]

CERTIFICATE OF INCORPORATION

I hereby certify that

C&MA Tai Wo Alliance Church Limited  
基督教宣道會太和堂有限公司

is this day incorporated in Hong Kong under the Companies Ordinance  
(Chapter 622 of the Laws of Hong Kong), and that this company is a limited  
Company.

Issued on 14 August 2023.

(Sd.) Miss Helen TANG

Registrar of Companies  
Hong Kong Special Administrative Region

Note :

Registration of a company name with the Companies Registry does not confer any trade mark rights  
or any other intellectual property rights in respect of the company name or any part thereof.

**THE COMPANIES ORDINANCE (Chapter 622)**

**Company Limited by Guarantee**

**ARTICLES OF ASSOCIATION**

**OF**

**C&MA Tai Wo Alliance Church Limited**

**基督教宣道會太和堂有限公司**

**Preliminary**

1. The regulations in Schedule 3 (Model Articles for Companies Limited by Guarantee) to the Companies (Model Articles) Notice (Cap 622H) shall not apply to the Company.
2. The name of the Company is C&MA Tai Wo Alliance Church Limited 基督教宣道會太和堂有限公司 (hereinafter called “the Church”).
3. The registered office of the Church will be situated in Hong Kong.

**Interpretation**

4. In the interpretation of these Articles, unless there is something in the subject inconsistent therewith, the following words and expressions shall have the following meanings -

“Active Member”, in relation to a General Meeting, means a Member who has attended the regular worship service of the Church for at least 26 times during the period of 12 months preceding the month in which the notice of the General Meeting is given;

“Articles” means the articles of association of the Church;

“consent of the Union” means a written consent of the Union for performing the acts or things as required under these Articles, given prior to the performing of such acts or things;

“Doctrinal Statement of the Church” means the Doctrinal Statement stated in the Schedule hereto;

“Deacon” means a Deacon for the time being entitled to hold office and act as a

- Deacon of the Church in accordance with the provisions of these Articles.;
- “electronic facilities” includes, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);
- “founder member” means a person who signs on these Articles for the purposes of the formation of the Company herein;
- “General Meeting” means an Annual General Meeting or an Extraordinary General Meeting convened under these Articles;
- “Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China;
- “Member” means a member of the Church for the time being. Only natural persons may become a Member;
- “month” means calendar month;
- “the Board” or “the Board of Deacons” means the Board of Deacons established in accordance with the provisions of these Articles, and every member of the Board of Deacons shall be deemed to be a ‘director’ of the Church for the purposes of the Ordinance;
- “the Chairman” means the Chairman of the Board of Deacons;
- “the Ordinance” means the Companies Ordinance (Chapter 622) of the laws of Hong Kong including the related subsidiary legislation or any statutory modification or re-enactment thereof for the time being in force;
- “the Union” means the Christian & Missionary Alliance Church Union Hong Kong Limited (基督教宣道會香港區聯會有限公司) and its successors;
- “Voting Member”, in relation to a General Meeting, means an Active Member who is aged 18 years or above on the 1<sup>st</sup> day of January of the year in which the General Meeting is held;
- “year” means calendar year.
5. The word “writing” or “written” means written or produced by any substitute for writing or partly one and partly another and the expressions shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
  6. Words importing the singular number only shall include the plural and the

converse shall also apply.

7. Words importing one gender shall include all genders.
8. Words importing persons include corporations, partnerships, unincorporated associations and societies.
9. Other words or expressions used in these Articles have the same meaning as in the Ordinance as in force on the date these Articles become binding on the Church.
10. For the purposes of these Articles, a document is authenticated if it is authenticated in any way in which section 828(5) or 829(3) of the Ordinance provides for documents or information to be authenticated for the purposes of the Ordinance.
11. These Articles shall be construed in accordance with the English text and no other translation thereof shall operate to vary or affect such construction.

### **Objects**

12. The objects for which the Church is established are -
  - (a) to promote the extension of the Christian religion throughout Hong Kong and elsewhere in accordance with the Doctrinal Basis of the Christian & Missionary Alliance, as enshrined in the Doctrinal Statement of the Church;
  - (b) in furtherance of the objects of the Church but not otherwise, to cultivate fraternal intercourse among the members of the Church;
  - (c) in furtherance of the objects of the Church but not otherwise, to promote co-operation and unity of all assemblies or constituents of the Church in faith, fellowship and work for effective evangelization and Christian nurturing; to hold fast to teachings and values revealed in the Bible; to respect and practice the will of God in creation of man and woman; to safeguard the sacredness of one's biological gender by birth; to advocate and uphold life commitment of one man and woman in marriage as husband and wife, to live together as such in love and care as family, bring up children, and by that, to contribute to the society;
  - (d) to carry out, establish, construct, maintain, improve, manage, and superintend, or to assist in the carrying out, establishment, construction,

maintenance, improvements, management, or superintendence of churches, chapels, Sunday Schools, Missions, Bible Camps, Conferences, theological training schools, Bible seminaries or institutes, colleges, libraries, study rooms and other establishments for study or training, charitable institutions such as hospitals, kindergarten, nurseries, child care centres, Christian youth centres, children's homes and other youth centres, elderly centres, homes for needy and other centres or institutions, publications office and bookstores, clinics and other institutions and establishments, and stations for advancement of Christianity, advancement of education, and for the benefit of the Hong Kong community, advancement of social welfare, provided that the recipients of the funding of the Church which are organisations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Church under or by virtue of Articles 15 and 111;

- (e) to establish, maintain, operate, manage, and carry on a non-profit-making school or schools where students may obtain free of charge or on moderate terms a sound religious and general education, and to provide for the delivery and holding of lectures, exhibitions, meetings, classes and conferences calculated to advance the teaching and doctrines of the Gospel and both general and vocational education;
- (f) to initiate, plan, foster, assist and provide all forms of social welfare services, projects, activities and facilities based on Christian love and doctrines of the Gospel either through the establishment, operation, management, superintendence and maintenance of various kinds of social welfare agents and establishment or otherwise for promotion, development and advancement of Christianity, advancement of education, and for the benefit of the Hong Kong community, advancement of social welfare, provided that the recipients of the funding of the Church which are organisations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Church under or by virtue of Articles 15 and 111; and
- (g) to prevent or relieve poverty or financial hardship in Hong Kong or elsewhere by providing grants, items and services to individuals in need and/or charities, or other organisations working to prevent or relieve poverty, provided that the recipients of the funding of the Church which are organisations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the

Church under or by virtue of Articles 15 and 111.

### **Powers of the Church**

13. The Church has power to do any lawful thing which is calculated to further its objects but not otherwise, or is conducive or incidental to doing so. In particular, the Church has powers -

- (a) to acquire and take over the whole of the assets and liabilities of the unincorporated body known as the Christian And Missionary Alliance Tai Wo Church, and to maintain and conduct the same in succession to and in continuance of the said Christian And Missionary Alliance Tai Wo Church as an institution of a purely and exclusively religious, ecclesiastical, educational and charitable character for the purpose of preaching and spreading the Gospel of Jesus Christ, and for the mutual benefit of persons who embrace the Christian faith;
- (b) to carry on business as proprietors and publishers of Christian magazines, tracts, religious books and other Christian Literature and undertakings;
- (c) to establish, undertake, superintend, administer, and contribute to any charitable fund from whence may be made donations or advances to needy persons who may be engaged in educational or religious pursuits, and to contribute to or otherwise assist any educational, religious or charitable institutions or undertakings, provided that none of the funds of the Church shall be paid to any institution or undertaking which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Church under or by virtue of Articles 15 and 111;
- (d) to admit any persons to be members of the Church on such term, and to confer on them such rights as may seem expedient;

For the furtherance of the objects of the Church but not otherwise, subject to Article 90, to do the following -

- (e) to purchase, take on lease or licence or in exchange, hire or otherwise acquire any real or personal estate for the furtherance of the objects of the Church. To construct, maintain, repair, and alter any houses, buildings, or works reasonably necessary for the furtherance of the objects of the Church;
- (f) to obtain, accept and receive donations, sponsors, gifts, legacies and endowments for the furtherance of all or any of the objects herein provided

and to support establishments and institutions for the furtherance of any of the objects herein provided, provided that the recipients of the funding of the Church which are organisations shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the Church under or by virtue of Articles 15 and 111;

- (g) to raise funds by way of donations or any other lawful means for the furtherance of the objects of the Church;
- (h) to act as custodian or manager of any property or fund for any charitable or other organizations or institutions;
- (i) to grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, charge, demise, reassign, transfer, or otherwise dispose of any land, buildings, messuages, tenements, mortgages, debentures, funds, shares, securities or any other properties which are for the time being vested in or belonging to the Church upon such terms as the Church may deem fit;
- (j) to borrow and raise any moneys and loans required for the furtherance of the objects of the Church upon such terms and on such securities as may be reasonably determined;
- (k) to invest the moneys of the Church not immediately required upon such securities or otherwise in such proper and prudent manner as may from time to time be reasonably determined;
- (l) to refrain from all and any commercial business and speculation and from interfering in politics and from having any connection with any political body or party in Hong Kong or elsewhere;
- (m) to act as trustees of properties of any kind or tenure for or on behalf of any charitable or trust body or association and to do and execute all manner of documents in connection therewith;
- (n) to apply to the Government or any competent authority for grants of land or moneys, or for subsidy or aid for the purposes of the above objects;
- (o) to apply for and to withdraw from the membership of the Union, provided always that withdrawal from the membership of the Union shall be agreed by not less than 75% of all Voting Members in a General Meeting, and subject to obtaining the consent of the Union;
- (p) subject to Article 15, to hire, retain and employ all classes of persons and professionals (including members of the Church) necessary for carrying out the works of the Church and to pay to them and other persons in return for services, wages, rent, housing allowance, gratuities, provident funds,

pensions and/or other payments;

- (q) to draw, make, accept, indorse, discount, execute and issue promissory notes, drafts, bills of exchange, cheques and other negotiable or transferrable instruments; and
- (r) to do all such other lawful things as are incidental or conducive to the attainment of all or any of the above objects:

Provided that -

- (i) in case the Church shall take or hold any property which may be subject to any trusts, the Church shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts; and
- (ii) the objects of the Church shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

#### **Alteration of Articles**

- 14. No addition, alteration or amendment shall be made to or in these Articles of Association of the Church, unless the consent of the Union has been obtained, after which the same must be passed by a special resolution at a General Meeting to be convened (by not less than 75% of all Voting Members present) in order to be effective. This Article is subject to Article 112.

#### **Application of Income and Property**

- 15. (1) The income and property of the Church shall be applied solely towards the promotion of the objects of the Church as set out in these Articles.
- (2) Subject to paragraphs (4) and (5) below, none of the income or property of the Church shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to any members of the Church. This does not prevent a member of the Church who is not also a member of the Board of Deacons receiving a benefit from the Church in the capacity of a beneficiary of the objects of the Church herein.
- (3) No member of the Board of Deacons or governing body of the Church shall be appointed to any salaried office of the Church, or any office of the Church paid by fees and no remuneration or other benefit in money or money's worth (except as provided in paragraph (5) below) shall be given by the Church to any member of the Board of Deacons or governing body



except duly qualified members of the pastoral team and the senior pastor provided that the duly qualified members of the pastoral team and the senior pastor shall receive remuneration for services rendered only on condition that -

- (a) the number of remunerated members of the Board of Deacons or governing body must be less than the majority of the quorum for meetings of the Board of Deacons or governing body; and
  - (b) such members of the Board of Deacons or governing body must be absent from meetings and discussion concerning their own appointment, conditions of service and remuneration and must not vote thereon.
- (4) Nothing herein shall prevent the payment, in good faith, by the Church of reasonable and proper remuneration to any officer or servant of the Church, or to any member of the Church not being a member of the Board of Deacons or governing body of the Church (except duly qualified members of the pastoral team and the senior pastor) in return for any goods or services supplied or actually rendered by him or her to the Church.
- (5) The requirement under paragraphs (2) and (3) above do not prevent the payment by the Church -
- (a) of reimbursement to a member of the Church or any member of its Board of Deacons or governing body for out-of-pocket expenses properly incurred by him or her for the Church;
  - (b) of interest on money lent by a member of the Church or any member of its Board of Deacons or governing body to the Church at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (c) of rent to a member of the Church or any member of its Board of Deacons or governing body for premises let by him or her to the Church, provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion; and
  - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Church or any member of its Board of Deacons or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (6) No person shall be bound to account for any benefit he may receive in

respect of any payment properly paid in accordance with paragraphs (4) and (5) above.

### **Liability of Members**

16. The liability of the Members is limited.
17. Each person who is a member of the Church undertakes that if the Church is wound up while the person is a member of the Church, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding Twenty (20) Dollars in the lawful currency of Hong Kong to the Church's assets –
  - (a) for payment of the Church's debts and liabilities contracted before the person ceases to be such a member;
  - (b) for the payment of the costs, charges and expenses of winding up the Church; and
  - (c) for the adjustment, among the contributories, of their rights.

### **Restriction to Hold Other Bodies Corporate**

18. The Church shall not form a subsidiary or hold a controlling interest in another body corporate, unless the consent of the Union has been obtained.

### **Membership**

19. The number of Members with which the Church proposes to be registered is 2,000.
20. The members of the Church shall be -
  - (a) the founder members;
  - (b) all existing members on the members register of the Christian And Missionary Alliance Tai Wo Church as at the date of commencement of operation of the Church (who agree to become members of the Church by completing the membership registration form prescribed by the Board of Deacons); and
  - (c) such other persons as the Board of Deacons shall admit to membership in accordance with these Articles.

The pastors of the Church, if not otherwise members of the Church, are also deemed to be members of the Church (after they have completed the membership application form) during their respective periods of service with the Church, and shall be deemed to have submitted to the Church a notice in writing to withdraw from the Church once the service ended. No other persons shall be members of the Church.

21. A person may be baptized and admitted to membership if he -
  - (a) agrees to subscribe to the Doctrinal Statement of the Church, having professed his faith in Jesus Christ as Saviour and Lord with heartfelt confession and repentance;
  - (b) signs and delivers to the Board of Deacons an application in such form as the Board of Deacons shall from time to time prescribe;
  - (c) regularly attends meetings of the Church, and be aged 16 years or above;
  - (d) attends an interview by representatives of pastors and of Deacons jointly; and
  - (e) is approved by the Board of Deacons.
22. A person may be transferred from another church and be admitted to membership if he -
  - (a) furnishes a letter of recommendation from his original church. Where there is no letter of recommendation, the person must attend gatherings of the Church for over one year;
  - (b) agrees to subscribe to the Doctrinal Statement of the Church and abide by the Articles of the Church;
  - (c) signs and delivers to the Board of Deacons an application in such form as the Board of Deacons shall from time to time prescribe; and
  - (d) is approved by the Board of Deacons.
23. The rights of a Member shall be personal and shall not be transferable by his own act or by operation of law, and shall cease upon his expulsion, death, withdrawal or being required to withdraw by the Church.
24. The Church shall continue to keep and maintain the members register of the Christian And Missionary Alliance Tai Wo Church (hereinafter called "the former church") as follows -
  - (a) record those members of the former church who have agreed to become

members of the Church;

- (b) record those members of the former church who have been transferred to other churches, incorporated or otherwise, whether in Hong Kong or elsewhere; and
- (c) record those members of the former church who are known to have deceased or otherwise would have ceased to be members of the former church:

Provided that the Church shall not add any new names to the members register of the former church.

- 25. The Church shall assist the members on the members register of the former church in processing the transfer of their membership to other churches.
- 26. The Church, if requested, shall assist in the funeral and burial matters of deceased members on the members register of the former church, in the same way as it would have done for deceased members of the Church.

#### **Duties of Members**

- 27. Every Member shall observe the following duties –
  - (a) to pray, study the Holy Scriptures regularly, and obey the Word of God;
  - (b) to behave in daily life, pursuing “In the Service of Man, for the Glory of God”;
  - (c) to be witness of Christ wholeheartedly, lead believers for conversion to Christians;
  - (d) to participate regularly in worship services and other nurturing activities; and
  - (e) to understand the true meaning of stewardship, that is, to make use of possessions, talents, presence and other resources entrusted to Christians as their offerings to God and to serve Him wholeheartedly.
- 28. Every Member shall be bound to further the objects of the Church to the best of his ability and shall observe all regulations and by-laws of the Church made in pursuance of the powers contained in these Articles

#### **Expulsion and Withdrawal of Members**

- 29. Any Member who acts in any way prejudicial to the interests of the Church or

fails in the observance of any regulations or by-laws of the Church shall be liable to be expelled from the Church by resolution of three-fourths of all members of the Board of Deacons voting at a special meeting of the Board. Such Member shall have one month's notice in writing sent to him at his last known address of the time and place of the meeting and he may attend the meeting but shall not be present at the voting or take part in the proceedings otherwise than as the Board may allow.

30. Any Member may withdraw from the Church by giving one month's notice in writing to the Chairman stating his intention to do so and upon the expiration of such notice, and after payment of any outstanding dues and liabilities due from such Member to the Church at the time of his ceasing to be a Member, he shall cease to be a Member.
31. A Member expelled or ceased to be a Member under the preceding Articles shall forfeit all rights in and claims upon the Church and its property but without prejudice to any claim of the Church against the Member in respect of any antecedent breach.

### **General Meetings**

32. The first general meeting shall be held within 9 months after the end of the first accounting reference period, or, if the first accounting reference period is longer than 12 months, within 9 months after the first anniversary of the Church's incorporation or within 3 months after the end of its first accounting reference period, whichever is the later, and at such time and place as the Board of Deacons may determine.
33. Apart from the first general meeting, a general meeting shall be held within 9 months after the end of each accounting reference period, and at such time and place as the Board of Deacons shall appoint. If for any reason the Court thinks fit to do so, it may, on an application made before the end of the period otherwise allowed for holding an Annual General Meeting in respect of a financial year of the Church, by order extend that period by a further period specified in the order.
34. The above-mentioned general meetings shall be called Annual General Meetings; all other general meetings shall be called Extraordinary General Meetings.

35. The Chairman of the Board of Deacons may, whenever he thinks fit, convene a General Meeting, and General Meetings shall also be convened by such requisitions by the majority of the members of the Board in writing addressed to the Chairman, or as provided by section 566 of the Ordinance, or, in default, may be convened by the members of the Church who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, as provided by section 568 of the Ordinance.

### **Notice of General Meetings**

36. (1) An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Church other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place (and if the meeting is to be held in 2 or more places, the principal place of the meeting and the other place or places of the meeting), the day and the hour of meeting and, in the case of special business, the general nature of that business, and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Church in a General Meeting, to such persons as are, under these Articles, entitled to receive such notice from the Church:

Provided that a meeting of the Church shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed –

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all members entitled to attend and vote at that meeting.
- (2) The notice of a General Meeting shall contain a statement informing the Voting Member of his right to appoint another person as a proxy to exercise all or any of his rights to attend and to speak and vote at the General Meeting. The appointment of proxy shall be made in accordance with these Articles.

37. Subject to any regulations made by the Church to the contrary, all Voting Members are entitled to receive notices of all General Meetings, and to attend and vote at all such meetings. A copy of the meeting notices must also be given to the auditor of the Church.
38. A notice of General Meeting is deemed to have sufficiently been given to all Voting Members if such notice is posted on the notice board at the registered office or official website or electronic social media platform or electronic device application of the Church and is announced in a worship service of the Church. The notice shall be deemed to have been served at the expiration of the period of 24 hours from the date of the notice. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of meeting by, any person entitled to receive notice shall not invalidate the proceedings at any meeting.

#### **Proceedings at General Meetings**

39. All business that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheet, and the reports of the Board of Deacons and of the auditors, the election of Deacons and the appointment of the auditors as well as specifying the manner for fixing the remuneration of the auditors which is subject to Article 15, shall be deemed special.
40. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, 50% of the Voting Members, present in person or by proxy, shall be a quorum.
41. The Church may hold a General Meeting at two or more places using any technology that enables the Voting Members who are not together at the same place to listen, speak and vote at the meeting. The Board of Deacons may designate an electronic facility or electronic facilities as a place of meeting. Any Voting Member who attends, participates in, and is entitled to vote at a General Meeting by way of electronic facility or electronic facilities as designated by the Board of Deacons shall be deemed to be present at the meeting and shall be counted towards the quorum of the meeting for the purpose of Article 40.

42. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members having the right to vote, shall be dissolved; in any other case it shall stand adjourned for 14 days, at the same time and place or to such other day and at such other time and place(s) as the Board of Deacons may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those Voting Members present shall be a quorum and may transact the business for which the meeting was called.
43. The Chairman of the Board of Deacons and in his absence the Vice-Chairman, shall preside as chairman at every General Meeting of the Church.
44. If there be no such Chairman and Vice-Chairman as stipulated in Article 43, or if at any General Meeting they shall not be present within 15 minutes after the time appointed for holding the meeting or they are unwilling to act as chairman, the Voting Members present shall choose one of the members of the Board of Deacons present, if any, or if none, any of their number to be the chairman of and for that meeting.

#### **Voting and Demand for Poll**

45. Subject to the provisions of these Articles and of the Ordinance, all resolutions put to vote of any General Meeting shall, if passed, be passed by way of an ordinary resolution.
46. At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is demanded -
  - (a) by the chairman of the meeting;
  - (b) by at least 5 Voting Members, present in person or by proxy; or
  - (c) by a Voting Member or Voting Members present in person or by proxy and representing at least 5% of the total voting rights of all the Voting Members at the meeting.

Unless a poll be so demanded before or on the declaration of the result of a show of hands and the demand is not withdrawn, a declaration by the chairman of the meeting that a resolution has been carried unanimously, or by a particular majority, or not carried by a particular majority on a show of hands, shall be conclusive evidence of that fact without proof of the number or proportion of the votes



recorded in favour of or against such resolution.

47. Subject to Article 48, if a poll be duly demanded, it shall be taken in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
48. A poll demanded on the election of a chairman of the meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.
49. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
50. (1) Every Voting Member shall have one vote, provided that at the first general meeting any person who agrees to the Doctrinal Statement of the Church and being sponsored by not less than two Deacons shall be entitled to vote.  
(2) Any disputes relating to the voting or resolutions passed shall be referred to the chairman of the General Meeting for consideration. The decision of the chairman shall be final.
51. A Voting Member may vote in person or by proxy. A proxy shall have as many votes on a show of hands or on a poll as the number of Voting Members appointing him.
52. No Voting Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Church have been paid.

### **Proxies**

53. A proxy must be a Voting Member.
54. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorized in writing and shall be deemed to confer authority to demand or join in demanding a poll.
55. An instrument appointing a proxy shall be delivered in the particular form approved by the Board of Deacons from time to time which may specify different

forms for different purposes.

56. A proxy notice does not take effect unless it is received by the Church -
- (a) for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.

In calculating the periods mentioned in this paragraph, no account is to be taken of any part of a day that is a general holiday.

57. An appointment under a proxy notice may be revoked by delivering to the Church a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
58. A notice revoking the appointment of a proxy only takes effect if it is received by the Church -
- (a) for a General Meeting or adjourned General Meeting, at least 48 hours before the time appointed for holding the meeting or adjourned meeting; and
  - (b) for a poll taken more than 48 hours after it was demanded, at least 24 hours before the time appointed for taking the poll.
59. The instrument appointing a proxy or revoking the appointment thereof shall be deposited at the registered office of the Church, or delivered electronically to the Church in the manner specified by the Church.

### **Deacons**

60. (1) Deacons are elected at General Meetings by ordinary resolutions. The election of Deacons shall be voted on individually. The candidates for election to Deacons, who have been elected by ordinary resolutions, with the highest votes casted in their respective favour satisfying the number of Deacons to be elected under Article 63 shall be the Deacons-elect.
- (2) A Deacon-elect who has confirmed in writing that he will serve in the office of Deacon shall be a Deacon under these Articles.

61. Any Voting Member who has become a member of the Church for two full years (including the time he was a member of the former church) by the time the Board of Deacons nominates candidates for election as Deacons, and aged 23 years or above, is eligible for election as Deacon.

62. Before each General Meeting at which Deacons are to be elected, the Board of Deacons shall nominate candidates for election as Deacons, provided that a person shall not be nominated for election if his/her spouse will serve as a Deacon in the forthcoming Board of Deacons (irrespective of the duration of such service). The Board of Deacons shall cause a list of their nominations to be sent to the Voting Members together with the notice of the General Meeting.

63. The number of Deacons elected shall be determined by the General Meeting from time to time upon the recommendation of the Board:

Provided that after each election of Deacons, if the total number of Deacons who will serve in the next term is less than three, the Union shall be entitled to appoint from time to time such number of persons as to fill the shortfall, who shall be deemed to be members of the Board of Deacons.

64. For married persons standing for election, if both the husband and the wife are elected as Deacons at a General Meeting, only the one with the higher number of votes shall be deemed elected to the exclusion of the other.

65. (1) Subject to paragraph (4), each term of office of the Deacons shall be 2 years, commencing on 1 January of the year following that in which the Deacon is elected.

(2) Retiring Deacons may be nominated for re-election, provided that any Deacon who has served as a Deacon continuously for 2 terms shall not be nominated for election for the next term to come after which he may stand for election again.

(3) For the avoidance of doubt, it is declared that the time in office served by a Deacon who was appointed to fill a vacancy under Article 82 shall, irrespective of its duration, be counted as one term of office for the purposes of paragraph (2) herein.

(4) The first Deacons shall hold office up to and until the time when the Deacons elected in the first General Meeting of the Church after incorporation in which Deacons were elected, commenced their term of

office.

- (5) This Article is subject to any other provisions of these Articles specifying the term of office of a Deacon.

66. If any vacancy in the office of Deacon shall remain after an election of Deacons has taken place at a General Meeting, the Board of Deacons shall have power to appoint any member of the Church to fill such vacancy. The person so appointed shall be subject to retirement at the same time as if he had been elected as a Deacon at such General Meeting.

### **Board of Deacons**

67. The operations of the Church shall be managed by the Board of Deacons established in accordance with the provisions of these Articles.
68. The Board of Deacons shall consist of Deacons elected at the General Meetings or otherwise elected or appointed in accordance with these Articles, the persons appointed by the Union under Article 63 (if any), the senior pastor and such members of the pastoral team of the Church as may be selected by the senior pastor and approved by the Board, provided that for married persons, the husband and the wife shall not both be members of the Board at the same time.
69. The selected members of the pastoral team shall hold office for a term up to the end of the year in which he is selected. All of the selected members shall retire at the end of each year and new selected members of the pastoral team shall be appointed at the beginning of each year. There is no restriction on how many terms a selected member of the pastoral team may serve in the Board of Deacons.
70. The total number of the senior pastor and the selected members of the pastoral team shall not be more than the total number of Deacons elected or appointed in accordance with these Articles, and persons appointed by the Union under Article 63, if any.
71. The total number of the senior pastor and the selected members of the pastoral team shall be less than the majority of the quorum for Board of Deacons meeting.
72. (1) The Board of Deacons shall consist of the Chairman, a Vice-Chairman, a Secretary, a Treasurer and such other posts as may be established by the

Board. The senior pastor shall be the Chairman. The other posts of the Board shall be elected amongst the other members of the Board, provided that the number of members of the Board shall not be less than four. The Chairman shall oversee all ministries of the Church, and chair meetings of the Church and of the Board. The duties of the other posts shall be decided by the Board. During the period in which the Chairman is on leave or such post is vacant, another member of the Board appointed by the Board shall act in his place.

- (2) The Chairman shall chair all meetings of the Board. In the absence of the Chairman, the person appointed under paragraph (1) to act in the place of the Chairman while the Chairman is on leave or such post is vacant, or in the absence of such a person, a member of the Board appointed by the Board of Deacons, shall take up the chair of such meeting.

73. Those members of the pastoral team who are not selected as members of the Board can attend meetings of the Board and participate in the discussion in the Board meetings, but they shall have no voting rights.
74. The senior pastor shall have the primary responsibility for oversight of the Board and of the Church.
75. The quorum necessary for the transaction of business of the Board of Deacons shall be not less than one half of the members of the Board, but in any event not less than three, personally present at a meeting of the Board. All votes at a meeting of the Board shall be given personally.

For the avoidance of doubt, and notwithstanding Article 92(2), it is hereby declared that the members of the Board who are absent from Board meetings and discussion, and who must not vote thereon, as required under Article 15(3)(b) shall be taken into account in determining the quorum of the Board meetings concerned.

76. If the members of the Board for the time being is less than the quorum required for Board meetings, the Board must not take any decision other than a decision -
- (a) to appoint further Deacons as provided under Article 82; or
  - (b) to call a General Meeting so as to enable the members of the Church to appoint further Deacons.

A Deacon appointed under paragraph (b) shall hold office for a term determined

by the General Meeting at which he is appointed.

77. The Board shall hold at least 10 meetings every year, provided that the Board may change the frequency of its meetings as it deems fit.
78. The persons named as the directors in the incorporation form delivered to the Registrar of Companies in relation to the incorporation of the Company shall be the first Deacons.
79. Except for the first Deacons, all Deacons must be members of the Church.
80. Every member of the Board of Deacons and the Board of Deacons collectively shall perform all such functions and duties as required of directors and of the board of directors under or by virtue of the Ordinance.
81. After the Board is duly formed, the Board shall inform the Union of the persons composed in such Board, as well as any changes thereto, for record purposes.

#### **Appointment of Deacons to Fill Casual Vacancies**

82. Where a vacancy arises out of the resignation or otherwise of any Deacon, the Board of Deacons may appoint another candidate who has been elected by an ordinary resolution at the last General Meeting at which Deacons were elected to fill the vacancy according to the order of the next highest votes casted in his favour in the election. If no such candidate is available or willing to fill such vacancy, the Board may appoint any member of the Church to fill such vacancy. The person so appointed shall be subject to retirement at the same time as if he had become a Deacon on the day on which the Deacon in whose place he is appointed was last elected a Deacon.

#### **Calling Board meetings**

83. (1) Any member of the Board may call a Board meeting by giving seven days' notice of the meeting to the members of the Board or by authorizing the company secretary to give such notice:

Provided that a Board meeting may be called by shorter notice if it is so agreed by not less than 85% of all members of the Board.

- (2) Notice of a Board meeting must indicate -
  - (a) its proposed date and time; and
  - (b) where it is to take place.
- (3) Notice of a Board meeting must be given to each member of the Board, but need not be in writing.

### **Board's Resolutions in Writing**

- 84. A resolution in writing and signed by all members of the Board of Deacons for the time being shall be as valid and effectual as a resolution duly passed at a meeting of the Board duly convened and held notwithstanding that such signing may take place at different time or place.

### **Minutes**

- 85. The Board of Deacons shall cause minutes to be duly entered in the books provided for that purpose -
  - (a) of all appointments of officers;
  - (b) of the names of the members of the Board present at each Meeting of the Board of Deacons and of any committee of the Board; and
  - (c) of all resolutions and proceedings at all meetings of the Church, and of the Board of Deacons and of all committees of the Board.

The minutes of any meeting of the Church, or of the Board of Deacons, or of any committee of the Board, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be evidence of the proceedings of such meeting.

### **Conference Meetings**

- 86. (1) A meeting of the Board of Deacons or of a committee may consist of a conference between members of the Board or members of the committee some or all of whom are in different places, provided that each member of the Board, or as the case may be, member of the committee, who participates is able -
  - (a) to hear each of the other participating members of the Board or members of the committee addressing the meeting; and

- (b) if he so wishes, to address all of the other participating members of the Board or members of the committee simultaneously and instantaneously,

whether directly, by conference telephone or by any other form of communications equipment or facilities (whether or not such equipment or facilities are available when this Article is adopted) or by a combination of those methods, and he is able to cast his vote by any such means, and participation in such a meeting shall constitute presence in person at such meeting.

- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members of the Board or members of the committee required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members of the Board or, as the case may be, members of the committee is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

#### **Powers and Duties of the Board of Deacons**

87. (1) The Board of Deacons may at all times in addition to the powers and authorities of these Articles expressly conferred upon it exercise all such powers of the Church as are not by the Ordinance, or by these Articles, required to be exercised by the Church in general meeting, subject nevertheless at all times to the Ordinance and to these Articles, and to such regulations (if any) as shall from time to time be prescribed by the Church in general meeting, but no regulation made by the Church in general meeting shall invalidate any prior act of the Board of Deacons which would have been valid if no such regulation had been made:

Provided always that the Union shall have the overriding right in respect of matters concerning the Christian faith and, subject to paragraph (2), the personnel management of the Church.

- (2) The Union's overriding right in respect of the personnel management of the Church shall be limited to –
  - (a) the appointment of the senior pastor of the Church;
  - (b) the ordination of pastors of the Church; and



- (c) any other personnel management of the Church where one or more of the following circumstances existed –
  - (i) the Church has violated any of the Doctrinal Statements of the Church under these Articles;
  - (ii) the Church has violated the objects of the Church under these Articles;
  - (iii) the Church has acted in excess of the powers of the Church under these Articles;
  - (iv) the Church cannot form a valid Board of Deacons in accordance with these Articles;
  - (v) the Board of Deacons has invited the Union to participate in the management and/or operation of the Church;
  - (vi) the Church has repeatedly violated any other provisions of these Articles.

88. Without prejudice to the general powers contained in the preceding Article, the Board of Deacons shall have power, subject to Article 90 -

- (a) to pay all the costs and expenses of and incidental to the promotion, formation, registration and establishment of the Church;
- (b) to acquire by purchase or otherwise, any property, land, buildings, rights or privileges, capable of being validly acquired by the Church and to settle the consideration terms and conditions;
- (c) to grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, charge, demise, reassign, transfer, or otherwise dispose of any property, land, buildings, messuages, tenements, mortgages, debentures, funds, shares or securities which are for the time being owned by the Church;
- (d) to prosecute and to defend any legal or other proceedings, to compromise, settle, abandon, or refer to arbitration any such proceedings, or any claim by or against the Church and to give time to any debtor of the Church;
- (e) subject to Article 15, to appoint and at their discretion remove or suspend such pastors, preachers, teachers, clerks, servants and other employees for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments;

- (f) to delegate, subject to such conditions as they shall think fit, any of their powers to committees consisting of such member or members of the Board of Deacons and of other person or persons as they shall think fit, and to make such regulations as to the proceedings of such committees as may seem expedient;
- (g) from time to time to make, vary and repeal by-laws for the regulation of the affairs of the Church, its officers and servants;
- (h) to make, fulfill, rescind, modify, or vary any contract, and to do all such lawful acts and things as they may think expedient for the attainment of the objects of the Church; and
- (i) to pay all costs, charges and expenses of and incidental to the carrying out of the objects for which the Church is established:

Provided that in respect of the acquisition or purchase of any property, land or buildings under paragraph (b), and of the grant, sale, conveyance, assignment, mortgage, charge, transfer or disposition of any property, land, or buildings under paragraph (c) hereof, the relevant resolutions of the Board of Deacons must be passed by not less than 75% of the members of the Board present and voting at the Board meetings concerned; and that in respect of the appointment and removal or suspension of pastors under paragraph (e) hereof, the relevant resolutions of the Board of Deacons must be passed by not less than two-thirds of the members of the Board present and voting at the Board meetings concerned.

- 89. The Board shall be entitled from time to time to appoint one or more lawful attorneys to act on behalf of the Church in Hong Kong or elsewhere for any general or specific purposes and on such terms as the Board may by resolution determine and to revoke the same as and when they may deem fit. The relevant power of attorney may be executed in like manner as provided in Article 95.

### **Real Property**

- 90. Any acquisition, mortgage or disposition of real property shall be subject to obtaining the consent of the Union, provided that such consent shall not be required for a lease or tenancy agreement of property entered into by the Church

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- (a) which is for a term not exceeding 3 years;
- (b) which does not contain an option to purchase;

- (c) under which no premium is payable; and
- (d) where the Church is the tenant under such agreement, the average yearly rental payable by the Church does not exceed 40% of the regular offerings received by the Church during the financial year immediately preceding that in which the agreement is signed.

In this Article, the words "acquisition" and "disposition" in relation to a property include entering into a lease or tenancy agreement for taking or letting the property, as the case may be.

91. For the purpose of Article 90, the consent of the Union shall not be deemed to have been given for any acquisition, mortgage or disposition of real property unless a true copy of the consent of the Union certified by the Chairman of the Board of Deacons is annexed to the instrument or instruments effecting such acquisition, mortgage or disposition, as the case may be.

#### **Conflict of Interest**

92. (1) A member of the Board who is in any way, whether directly or indirectly, materially interested in a contract, arrangement or transaction or proposed contract, arrangement or transaction with the Church and which is of significance in relation to the Church's operations must declare the nature and extent of his interest to the other members of the Board in accordance with section 536 of the Ordinance.
- (2) A member of the Board shall not be entitled to vote in respect of any contract, arrangement or transaction or proposed contract, arrangement or transaction in which he is so interested, and he shall not be taken into account in determining the quorum for the meeting held for such contract, arrangement or transaction; if he does so vote, his vote shall not be counted.
- (3) Paragraph (2) shall not apply to -
- (a) an arrangement for giving a member of the Board any security or indemnity in respect of money lent by the member to or obligation undertaken by the member for the benefit of the Church;
  - (b) an arrangement for the Church to give any security to a third party in respect of a debt or obligation of the Church for which the member of the Board has assumed responsibility wholly or in part under a guarantee or indemnity or by the deposit of a security; or
  - (c) subject to Article 15, an arrangement under which benefits are made available to employees and members of the Board or former

employees and former members of the Board, which do not provide special benefits for the members or the former members.

### **Disqualification and Removal of Member of the Board**

93. The office of a member of the Board of Deacons shall be vacated, if the member

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- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (b) becomes a mentally incapacitated person found under the Mental Health Ordinance (Cap. 136);
- (c) resigns his office by one month's notice in writing to the Board given in accordance with section 464(5) of the Ordinance;
- (d) deviates his faith from that of the Church;
- (e) is absent from the meetings of the Board for more than twelve months without the Board's permission;
- (f) has contravened or deviated from the Church's rules and disciplinary regulations;
- (g) is convicted of an indictable offence under the laws of Hong Kong with criminal records;
- (h) in the case of an elected or appointed Deacon, holds a salaried office or any office of profit under the Church;
- (i) fails to comply with Article 92(1) or 92(2), where applicable; or
- (j) ceases to be a director under the Ordinance or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) or is prohibited from being a director by law.

94. The Church may by ordinary resolution remove any Deacon before the expiration of his term of office, and may by an ordinary resolution at the same meeting appoint another person being a member of the Church in his stead. A vacancy created by the removal of a Deacon, if not filled as aforesaid, may be filled as a causal vacancy in accordance with Article 82.

### **Seal, Cheques and Funds of the Church**

95. The Seal of the Church shall not be affixed to any instrument except by the

authority of a resolution of the Board of Deacons, and in the presence of any two members of the Board, or one member of the Board together with such another person as the Board may appoint for the purpose; and that member or members of the Board or appointee shall sign every instrument to which the Seal of the Church is so affixed in their presence.

96. All cheques, drafts or orders for the payment of money shall be signed by any two members of the Board of Deacons or by such other person or persons as the Board shall from time to time appoint.
97. The funds of the Church shall not be used for any purpose other than those specified in these Articles.

#### **Accounts and Audits**

98. The Board of Deacons shall cause true accounts to be kept of the moneys received and expended by the Church and the matters in respect of which such receipt and expenditure take place, and of the assets and liabilities of the Church. Such accounts shall be kept in accordance with the applicable statutory requirements.
99. Once at least in every year the accounts of the Church shall be examined, and the correctness of the accounts and balance sheet ascertained by one or more authorised auditor or auditors.
100. The books of account shall be kept at the registered office of the Church or at such other place or places as the Board of Deacons think fit, and shall always be open to the inspection of the members of the Board.
101. The Board of Deacons shall from time to time determine at what time and places and under what conditions or regulations, the accounts and books of the Church, or any of them, shall be open to the inspection of Members not being members of the Board, and no Member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Church, except as conferred by statute or authorised by the Board of Deacons, or by the Church in general meeting.
102. The Board of Deacons shall from time to time in accordance with section 379 and section 429 of the Ordinance, cause to be prepared and to be laid before the

Church in general meeting the financial statements as are referred to in section 357(1) of the Ordinance. In particular, the financial statements must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and adhere to all of its recommended practices. The Board of Deacons must also send a copy of the financial statements required to be laid before an annual general meeting, to every member of the Church at least 21 days before the date of such meeting.

### **Permitted Indemnity**

103. Subject to the provisions of and so far as may be consistent with the Ordinance, every member or former member of the Board, the company secretary or other officers of the Church shall be entitled to be indemnified by the Church against all costs, charges, losses, expenses and liabilities incurred by him to a person other than the Church or a member of the Church in the execution or discharge of his duties, or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, provided that such indemnity shall not cover -
- (a) any liability of a member of the Board to pay -
    - (i) a fine imposed in criminal proceedings; or
    - (ii) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
  - (b) any liability incurred by a member of the Board -
    - (i) in defending criminal proceedings in which the member is convicted;
    - (ii) in defending civil proceedings brought by the Church in which judgment is given against the member;
    - (iii) in defending civil proceedings brought on behalf of the Church by a member of the Church in which judgment is given against the member;
    - (iv) in connection with any application under any laws for relief from liability in which the court refuses to grant the member relief; or
    - (v) to the Church in connection with any negligence, default, breach of duty or breach of trust in relation to the Church.
104. A reference in the immediately preceding Article to a conviction, judgment or refusal of relief is a reference to the final decision in the proceedings, and for these purposes, a conviction, judgment or refusal of relief -
- (a) if not appealed against, becomes final at the end of the period for bringing an appeal; or
  - (b) if appealed against, becomes final when the appeal, or any further appeal,

is disposed of (and for these purposes, an appeal is disposed of if it is determined and the period for bringing any further appeal has ended, or it is abandoned or otherwise ceases to have effect).

105. The Board of Deacons may decide to purchase and maintain insurance, at the expense of the Church, for a member of the Board against -

- (a) any liability to any person attaching to the member in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the Church; or
- (b) any liability incurred by the member in defending any proceedings (whether civil or criminal) taken against the member for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the Church.

#### **Communications by Church**

106. Any notice, document or communication may be served, delivered, sent or supplied by the Church to another person by any of the following means to such extent permitted by the Ordinance and any applicable laws, rules and regulations -

- (a) personally by hand, in hard copy form or in electronic form;
- (b) by sending or supplying it by post in a properly prepaid envelope or wrapper addressed to a Member at his last known address in Hong Kong or to such address as that other person (whether or not he is a Member) may provide for the purpose;
- (c) by advertisement twice in one or more daily newspaper circulating in Hong Kong;
- (d) by any facsimile or other electronic means to any transmission number, address or other communications details supplied by such Member or person enabling the Church to communicate with him in electronic form;
- (e) subject to compliance with part 18 of the Ordinance, by posting it on the Church's official website; or
- (f) by such other means as may be permitted under the Ordinance and any applicable laws, rules and regulations.

107. Any Member, who does not reside in Hong Kong, may notify in writing to the Church an address within Hong Kong to which any notice, document or

communication may be sent, and the address so notified shall for the purpose of service of notices, documents or communications be deemed to be the last known address of that Member.

108. A notice, document or communication may be served on any Member who has no address within Hong Kong, and who has not notified the Church of the address under the preceding Article by posting the same on the notice board at the registered office of the Church.
109. Any notice, document or communication given or issued by or on behalf of the Church to another person as provided in Article 106 shall, to such extent permitted by the Ordinance and any applicable laws, rules and regulations:
- (a) if sent or supplied by hand, be deemed to have been served at the time when the notice, document or communication is delivered;
  - (b) if sent or given by post, be deemed to have been served on the second day after the day on which a prepaid envelope containing the same is put into the post, and in proof of such service, it shall be sufficient to show that the letter containing the notice, document or communication was properly addressed and posted;
  - (c) if advertised, be deemed to have been duly served on the day following that on which the second of such advertisements appeared in the newspaper;
  - (d) if sent or given by facsimile or other electronic means (other than by making it available on the Church's website), be deemed to have been served twenty-four hours after it has been sent; and
  - (e) if made available on the Church's website, be deemed to have been served twenty-four hours after the notice, document or communication has been made available on the website and a notification specifying the presence of the notice, document or communication and other matters required by the Ordinance has been sent to the Members by publishing it on the weekly worship bulletins of the Church or by posting it on the notice board at the registered office of the Church;

Provided always that a notice, document or communication served on a Member under Article 108 shall be deemed to have been served upon him at the expiration of the period of twenty-four hours from the date of the notice, document or communication.



110. The signature to any notice, document or communication to be given by the Church may be written or printed.

#### **Net Assets on Winding up and Dissolution**

111. If upon the winding up or dissolution of the Church there remains, after the satisfaction of all its debts and liabilities, any property whatsoever ("the net assets"), the net assets shall not be paid to or distributed among the members of the Church but shall be given or transferred to the Union, if the Union shall have objects similar to the objects of the Church under these Articles and shall prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Church under or by virtue of Article 15 and this Article, or to some other institution or institutions having objects similar to the objects of the Church under these Articles, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Church under or by virtue of Article 15 and this Article, as directed by the Union, or in default thereof, as determined by a resolution of the members of the Church at or before the time of winding up or dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter. If and so far as effect cannot be given to the aforesaid provisions, the net assets shall be applied for charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

#### **Doctrinal Statement**

112. No alteration whatsoever shall be made by the Church to the Doctrinal Statement of the Church, except where any such alteration is directed by the Union, the Church shall thereupon make such alteration in conformity therewith as soon as practicable.

#### **Abrogation and Suspension of The Union's Consent**

113. (1) When any of the events specified in paragraph (3) occurs, the following provisions shall have effect forthwith notwithstanding any other provisions in these Articles –
- (a) the requirement for obtaining the consent of the Union under Article 13(o), Article 14, Article 18 and Article 90 shall be deemed to have

been abrogated and shall cease to have any effect whatsoever;

- (b) any entitlement of the Union to make appointments under Article 63 shall be deemed to have been abrogated and shall cease to have any effect whatsoever;
- (c) the overriding rights of the Union under Article 87(1) shall be deemed to have been abrogated and shall cease to have any effect whatsoever; and
- (d) the right to direct alterations by the Union under Article 112 shall be deemed to have been abrogated and shall cease to have any effect whatsoever.

- (2) When any event specified in paragraph (4) occurs, the following provisions shall have effect forthwith notwithstanding any other provisions in these Articles –

- (a) the requirement for obtaining the consent of the Union under Article 13(o), Article 14, Article 18 and Article 90 shall be suspended during the period mentioned in paragraph (4);
- (b) any entitlement of the Union to make appointments under Article 63 shall be suspended during the period mentioned in paragraph (4);
- (c) the overriding rights of the Union under Article 87(1) shall be suspended during the period mentioned in paragraph (4); and
- (d) the right to direct alterations by the Union under Article 112 shall be suspended during the period mentioned in paragraph (4).

For the avoidance of doubt, it is hereby declared that upon the expiration of the period mentioned in paragraph (4), the provisions of sub-paragraphs (a) to (d) herein shall cease to have effect, whereupon the requirements, entitlement, overriding rights and right to direct alterations under the articles referred to in these sub-paragraphs shall be restored.

- (3) The events referred to in paragraph (1) are –

- (a) the Union has passed a resolution to be wound up or dissolved, or otherwise enters into a winding up or dissolution howsoever, under the Ordinance; and
- (b) the Union has passed a special resolution in a meeting of its members to the effect that the consent of the Union, which was hitherto before required for the performance of the various acts or things under the articles of its incorporated members, shall cease to be required henceforth.

(4) The event referred to in paragraph (2) is -

- the Union has passed a special resolution in a meeting of its members to the effect that the consent of the Union, which was hitherto before required for the performance of the various acts or things under the articles of its incorporated members, shall cease to be required during the period specified in such resolution.

#### **Interpretation of Articles**

114. The power of final interpretation of these Articles shall as between the Church and its members be vested in the Board of Deacons, provided that any interpretation made by the Board of Deacons in pursuance of this Article shall be reasonable and proper in all the circumstances of the case.

## THE SCHEDULE

### Doctrinal Statement

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- (a) There is one God, who is infinitely perfect, existing eternally in three persons: Father, Son, and Holy Spirit.
- (b) Jesus Christ is true God and true man. He was conceived by the Holy Spirit and born of the Virgin Mary. He died upon the cross, the Just for the unjust, as a substitutionary sacrifice, and all who believe in Him are justified on the ground of His shed blood. He arose from the dead according to the Scriptures. He is now at the right hand of the Majesty on high as our great High Priest. He will come again to establish His Kingdom of righteousness and peace.
- (c) The Holy Spirit is a divine person, sent to indwell, guide, teach and empower the believer, and to convince the world of sin, of righteousness, and of judgement.
- (d) The Old and New Testaments, inerrant as originally given, were verbally inspired by God and are a complete revelation of His will for the salvation of men. They constitute the divine and only rule of Christian faith and practice.
- (e) Man was originally created in the image and likeness of God; he fell through disobedience, incurring thereby both physical and spiritual death. All men are born with a sinful nature, are separated from the life of God, and can be saved only through the atoning work of the Lord Jesus Christ. The destiny of the impenitent and unbelieving is existence forever in conscious torment, but that of the believer is everlasting joy and bliss.
- (f) Salvation has been provided through Jesus Christ for all men; those who repent and believe in Him are born again of the Holy Spirit, receive the gift of eternal life, and become the children of God.
- (g) It is the will of God that each believer should be filled with the Holy Spirit and be sanctified wholly, thereby being separated from sin and the world and fully dedicated to the will of God, receiving power for holy living and effective service. This is both a crisis and a progressive experience wrought in the life of the believer subsequent to conversion.
- (h) Provision is made in the redemptive work of the Lord Jesus Christ for the healing of the mortal body. Prayer for the sick and anointing with oil as taught in the Scriptures are privileges for the Church in this present age.
- (i) The Church consists of all those who believe on the Lord Jesus Christ, are redeemed through His blood, and are born again of the Holy Spirit. Christ is the Head of the Body, the Church, which has been commissioned by Him to go into all the world as a witness, preaching the gospel to all nations. The local church is a body of believers in Christ who are joined together for the worship of God, for edification through the Word of God, for prayer, fellowship, and proclamation of the gospel, and observance of the ordinances of Baptism and the Lord's Supper.
- (j) There shall be a bodily resurrection of the just and of the unjust; for the former, a resurrection unto life; for the latter, a resurrection unto judgement.
- (k) The second coming of the Lord Jesus Christ is imminent and will be personal, visible, and premillennial. This is the believer's blessed hope and is a vital truth which is an incentive to holy living and faithful service.

We, the several persons, whose names are hereto subscribed, are desirous of being formed into a Company in pursuance of these Articles of Association.

Names of Founder Members	
LAM Ho Keung 林豪強 (sd.)	CHAU Yin Hung 周燕紅 (sd.)
LAI Kwong Wah Ricky 賴廣華 (sd.)	SO Lok Man 蘇諾文 (sd.)
WONG Chiu Sang 黃潮生 (sd.)	WONG Chung Keung 黃仲強 (sd.)
WONG Shun Ngor 黃順娥 (sd.)	TSO Chung Hon 曹宗罕 (sd.)