

THE COMPANIES ORDINANCE (CHAPTER 622)

**Company Limited by Guarantee
and not having a Share Capital**

**ARTICLES OF ASSOCIATION
OF
EVANGELICAL FREE CHURCH OF CHINA - SPRING CHURCH LIMITED
中國基督教播道會泉福堂有限公司**

PART A

1. The name of the company is “EVANGELICAL FREE CHURCH OF CHINA - SPRING CHURCH LIMITED 中國基督教播道會泉福堂有限公司” (hereinafter referred to as "the Church").
2. The registered office of the Church will be situated in Hong Kong.
3. The objects for which the Church is established are:-
 - (a) For advancement of Christianity, to propagate the Gospel of Jesus Christ (“the Gospel”) and call upon people of all races and nationalities to accept Jesus Christ as their Saviour and Lord for the salvation of man and for the edification of believers in faith, hope, and love in accordance with the Holy Bible.
 - (b) For advancement of Christianity, to worship and serve the Holy Father, Holy Son and Holy Spirit as true God and Blessed Trinity.
 - (c) In furtherance of the objects of the Church but not otherwise, to acquire and take over the whole of the assets and liabilities of the unincorporated body known as EVANGELICAL FREE CHURCH OF CHINA - SPRING CHURCH (中國基督教播道會泉福堂) and to maintain and to conduct the Church as an association of a purely and exclusively ecclesiastical, religious, educational and charitable character.
 - (d) On a non-profit making basis, to establish and maintain churches and to establish, operate, undertake and maintain institutions, centres, nurseries and other work

bodies of charitable and/or social welfare purposes for the promotion of the objects of the Church but not otherwise and provided that such churches, institutions, centres, nurseries and other work bodies 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 5 and 8 of Part A hereof.

- (e) For advancement of education and advancement of Christianity, on a non-profit making basis, to establish and carry on school or schools where students may obtain free of charge or on moderate terms or on grants whether from the authorities or otherwise, a sound general education and religious education, provided that such school or schools shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Church under or by virtue of articles 5 and 8 of Part A hereof, and to provide for the delivery and holding of lectures, exhibitions, meetings, classes, and conferences calculated directly to advance general education and/or the teaching and doctrines of the Gospel.
- (f) For advancement of education, advancement of Christianity and relief of poverty, on a non-profit making basis, to maintain and educate children in particular children suffering from social problems, and of deceased parents and children of persons who from poverty or physical or mental infirmity are unable to provide for their families and to impart to such children, as part of their education religious instruction of a biblical character and to provide the children (as part of their maintenance) with all necessary and proper clothing, boarding, lodging and medicine, and medical and surgical attendance, appliances, nursing and comforts, provided that if the recipients of the funding of the Church are organisations, they 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 5 and 8 of Part A hereof.
- (g) In furtherance of the objects of the Church but not otherwise, to establish, undertake, superintend, administer, and contribute to any charitable fund whence from there would be made donations or advances to needy persons who may be engaged in education and religious pursuits, and to contribute to or otherwise assist any educational, religious and charitable institutions or undertakings, provided that if the recipients of the funding of the Church are organizations, they 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 5 and 8 of Part A hereof.
- (h) In furtherance of the objects of the Church but not otherwise, to admit any persons to

be Members of the Church on such terms and to confer on them such rights as may seem expedient.

- (i) To take any gift, whether subject to any special trust or not, for any one or more of the objects of the Church.
- (j) In furtherance of the objects of the Church but not otherwise, to take steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Church, in the form of donations, annual subscriptions, or otherwise.
- (k) On a non-profit making basis, to print and publish any newspapers, periodicals, books, leaflets etc. that the Church shall think desirable for the promotion of its objects.
- (l) To purchase, take on lease or exchange, hire or otherwise acquire any real and personal estate for any of the objects of the Church and to construct, maintain, and alter any houses, buildings, or works necessary or convenient for the objects of the Church.
- (m) In furtherance of the objects of the Church but not otherwise, to grant, sell, convey, assign, surrender, exchange, partition, yield up, mortgage, demise, reassign, transfer or otherwise dispose of any lands, buildings, messuages, tenements, mortgages, debentures, funds, shares or securities which are for the time being vested in or belonging to the Church upon such terms as the Church may deem fit.
- (n) To borrow any moneys required for the objects of the Church upon such terms and on such securities or otherwise as may be determined by the Board of Deacons.
- (o) In furtherance of the objects of the Church but not otherwise, to invest the moneys of the Church not immediately required in a proper and prudent manner as may from time to time be determined by the Board of Deacons.
- (p) To do all such other lawful things as are incidental or conducive to the attainment of all or any of the objects set out above.

Provided that:

- (i) In case the Church shall take or hold any property which may be subject to any trusts, the Church will only deal with or invest the same in such manner as allowed by law,

having regard to such trusts.

- (ii) The objects of the Church shall not extend to the regulation of relations between workers and employers or between organisations of workers and organisations of employers.

4. The Church holds firmly to the following 7 tenets of faith based on the Holy Bible :-

- (a) There is only one God, self-existent and eternal, who is one in three Persons: Father, Son and Holy Spirit, and who is the creator of all things and sovereign of the whole universe. (Eph. 4:6; II Cor. 13:14; Jn. 1:1-3; Matt.28:19).
- (b) Jesus Christ is the Son of God, the incarnate Word, who is true God and true man. He was conceived by the Holy Spirit and born of the virgin Mary. He laid down his life and shed his blood upon the cross to redeem men from the penalty and bondage of sin. He resurrected from the dead after three days, ascended into heaven and now sits on the right side of God as the Mediator and High Priest, interceding and praying on behalf of the believers. He is the Head of the Church. He will surely come again from heaven and manifest Himself to establish His kingdom and to judge the living and the dead (Heb. 1:1-4; Isa. 53:4-7; Heb.4:14-16; Jn. 1:18).
- (c) The Holy Spirit is the third Person of the triune God. He descended at Pentecost. His ministry is to glorify Jesus Christ, convict sinners of sin and lead them to repentance and regeneration. He also indwells in the hearts of believers, guiding and empowering them to live holy and victorious lives, and uniting them in Jesus Christ to become one body as a church (Jn. 16:13-15).
- (d) That man was created in the image of God. Through rebellion against God, man lost his spiritual life. Ever since the sin of our first parents, men have become sinners, living under the wrath of God. Only through genuine repentance and acceptance of the salvation that Jesus Christ has bought with His own Blood, can men be cleansed from sin, regenerated through the Holy Spirit and enter into the kingdom of God (Gen 1:26-27; Gen 3:1-9; Rm 5:18-19).
- (e) That the Scriptures, both the Old Testament and New Testament, are inspired by God. They are the inerrant Word of God, the complete revelation of His will for salvation of men, absolutely trustworthy, actively leading to life and form the highest standard and final authority of Christian faith and practice (II Pet.1:20-21; II Tim.3:15-17; Isa.40:8).

- (f) The resurrection of the dead; those who believe will be resurrected to life and enter into the eternal blessedness of heaven, and those who do not believe will be condemned and thrown into hell to suffer the eternal death of the lake of fire. Both heaven and hell are everlasting (I Cor. 15:12-13, 42-44; Rev.20:11:15).
 - (g) That the Devil Satan is an evil spirit that works in the hearts of rebellious men. He is the original source of all evil and sin, and he will be condemned to eternal punishment (Rev.20:1-3, 7-10).
5. (a) The income and property of the Church, whensoever derived, shall be applied solely towards the promotion of the objects of the Church as set out in these Articles of Association.
- (b) Subject to sub-articles (d) and (e) below, no portion of the income and property of the Church shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the Members of the Church.
- (c) 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 sub-article (e) below) shall be given by the Church to any member of the Board of Deacons or governing body except where such a member is a duly qualified member of the pastoral team or 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:
- (i) the number of remunerated members of the pastoral team and the Senior Pastor must be less than a majority of the quorum for Board of Deacons meeting; and
 - (ii) such members of the pastoral team and the Senior Pastor must be absent from meetings and discussion concerning their own appointment, conditions of service and remunerations and must not vote thereon.
- (d) Nothing herein shall prevent the payment, in good faith, by the Church of reasonable and proper remuneration to any staff officer or servant of the Church, or to any Member of the Church (not being the members 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 services actually rendered to the Church whether as staff, officer or

servant of the Church or any expenses actually incurred on behalf of the Church.

(e) Nothing herein shall prevent the payment, in good faith, by the Church:-

- (i) to any member of its Board of Deacons of expenses properly incurred by him or her for the Church;
- (ii) of reasonable and proper rent for premises demised or let by any Member of the Church or any member of its Board of Deacons provided that such Member must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
- (iii) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Board of Deacons or the spouse of such member 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.

(f) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with sub-articles (d) and (e) above.

6. The liability of the members is limited.

7. Every member of the Church undertakes to contribute to the assets of the Church in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Church contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding HK\$10.00.

8. 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 some other institution or institutions, having objects similar to the objects of the Church, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Church under or by virtue of Article 5 of Part A hereof and this Article, such institution or institutions to be determined by a resolution of the Members of the Church in a General Meeting at or before the time of 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.

PART B

INTERPRETATION OF TERMS

1. In these Articles (including Part A hereof), unless already defined elsewhere herein in these Articles or there is something in the subject inconsistent therewith, the following words and expressions shall have the following meanings:-
 - (a) “The Association” means “THE ASSOCIATION OF EVANGELICAL FREE CHURCHES OF HONG KONG (香港基督教播道會聯會) ”.
 - (b) “The Church” means “EVANGELICAL FREE CHURCH OF CHINA - SPRING CHURCH LIMITED 中國基督教播道會泉福堂有限公司”.
 - (c) “The Board of Deacons” means all Deacons elected by the members of the Church pursuant to Articles 47 and 48 of Part B hereof and the Senior Pastor and the selected members of the pastoral team of the Church as appointed in Article 35 of Part B hereof and the First Deacons as defined in Article 36 of Part B.
 - (d) “Chairman”, “Vice-Chairman”, “Church Secretary”, “Treasurer” mean the persons holding those offices in the Board of Deacons.
 - (e) “Deacon” means any member of the Board of Deacons of the Church for the time being and every Deacon shall be a ‘director’ of the Church for the purpose of the Ordinance.
 - (f) “General Meeting” means an Extraordinary General Meeting or the Annual General Meeting.
 - (g) “Member” means any member of the Church for the time being. Only natural persons may become a Member.
 - (h) “Objects” means the objects of the Church as expressed in Article 3 of Part A of the Articles of Association.
 - (i) “Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong and shall be deemed to include any statutory re-enactment thereof or any statutory modification thereof having substantially the same legal effect but not having retrospective effect.

- (j) “The Senior Pastor” means the person selected by the Board of Deacons pursuant to Article 34 of Part B hereof.
 - (k) “Simple Majority of votes” means a majority whereby the number of votes casted (whether by show of hands or by poll) for any resolution proposed in a Board of Deacons’ meeting or in General Meeting exceeds half of the number of the Deacons present in person or half the number of Members who are present in person or by proxy (as the case may be) and voting in relation to that proposed resolution in that Board of Deacons’ meeting or General Meeting (as the case may be) and a “seventy five percent (75%) majority of votes” means a majority whereby the number of votes casted (whether by show of hands or by poll) for any resolution (whether a special resolution or otherwise) proposed in a General Meeting equals to or exceeds 75% of Members who are present in person or by proxy and voting.
 - (l) “Church Secretary” means the secretary of the Church for the time being and the person holding such office shall be the ‘company secretary’ of the Church for the purpose of the Ordinance.
 - (m) “the reporting documents” means the reporting documents for a financial year as referred to in section 357(2) of the Ordinance.
- 2. In these Articles, the masculine gender shall include the feminine gender and the feminine gender shall include the masculine gender. Words importing the singular shall include the plural and vice versa.
 - 3. 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.
 - 4. For the purposes of these Articles, a document of the Church 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.
 - 5. The regulations in Schedule 3 to the Companies (Model Articles) Notice, Cap.622H, shall form part of these Articles save insofar as they are hereby excluded or modified or are inconsistent with the Articles contained herein.

OBJECTS OF THE CHURCH

6. The Church is established for the Objects expressed in Article 3 of Part A of the Articles of Association.

NUMBER OF MEMBERS

7. The number of Members shall be 1,500 and the Board of Deacons may from time to time register an increase of Members.

QUALIFICATION OF MEMBERS

8. No person shall be admitted as a Member of the Church unless:-
 - (a) He accepts each of the beliefs as set out in Article 4 of Part A of the Articles of Association of the Church;
 - (b) He has been baptised, whether by immersion or otherwise;
 - (c) He is not less than 16 years of age;
 - (d) He has been approved by the Board of Deacons as being suitable to become a Member.

MEMBERS

9.
 - (a) The Members of the Church shall be the founder members of these Articles of Association of the Church and all existing members on the roll of the unincorporated body known as EVANGELICAL FREE CHURCH OF CHINA - SPRING CHURCH 中國基督教播道會泉福堂 (“the Unincorporated Church”) on the date when the Church is incorporated and declared operational by the Board of Deacons and such other persons as the Board of Deacons shall admit to membership.
 - (b) Any person who wishes to become a Member of the Church shall submit an application to the Board of Deacons which shall, if it considers necessary, require the applicant to be interviewed and such person shall not become a Member unless approved by the Board of Deacons.

- (c) The rights of each and every Member shall be personal and shall not be transferable by his own act or by operation of law.
- (d) Every Member shall be bound to further the Objects and influence of the Church, and shall observe all regulations and by-laws of the Church made pursuant to the powers in that behalf hereinafter contained.

RETIREMENT OF MEMBERS

- 10. Any Member may resign from the Church by giving not less one (1) month's notice in writing to the Church of his intention so to do, and upon the expiration of the notice he shall subject to the approval of the Board of Deacons cease to be a Member. Any person whose membership has been voluntarily withdrawn may make application to the Board of Deacons for restoration as a Member. For any Member who has passed away, his membership is terminated automatically right after his death.
- 11. Subject to the decision of the Board of Deacons, any Member who has not been regularly attending church service of the Church for a period of 3 years may be removed from the roll of Members. Before making such decision, the concerned Member shall be given an opportunity to meet the Board of Deacons or representative of the Board of Deacons to explain why he has failed to attend church service of the Church on a regular basis, and the Board of Deacons shall consider such explanations in making the decision.
- 12. Any Member who has been removed from the roll of Members in accordance with Article 11 of Part B may make application to the Board of Deacons for restoration as a Member provided that he has resumed attending church service of the Church on a regular basis and such application for restoration shall be subject to the approval of the Board of Deacons.

GENERAL MEETINGS

- 13. (a) Subject to section 107 of Schedule 11 to and sections 611, 612 and 613 of the Ordinance, the Church must, in respect of each financial year of the Church, hold a general meeting as its Annual General Meeting in accordance with section 610 of the Ordinance. The Annual General Meeting shall be held at such time and place as the Board of Deacons may decide. These meetings shall be called Annual General Meetings; and any other general meetings shall be called Extraordinary General Meetings.

- (b) The business of an Annual General Meeting shall be to receive and consider the reporting documents, to elect and appoint Deacons, to appoint auditors and to transact such other business as the Board of Deacons shall deem fit.
 - (c) The Church may hold Annual General Meeting or any other general meetings at two (2) or more places by using technology that enables Members who are not at the same place to listen, speak and vote at the meeting.
- 14. Advance written notice specifying the place, the day and hour, and the general nature of business of a General Meeting, shall be given to such persons as are, under these Articles, entitled to notice, but the accidental omission to give the notice to, or the non-receipt of the notice by any Member, shall not invalidate the proceedings at any General Meeting. In the case of business at Annual General Meetings at least twenty-one (21) days' notice shall be given. In case of Special Resolutions in Extraordinary General Meetings at least twenty-one (21) days' notice shall be given. In the case of Ordinary Resolutions in Extraordinary General Meetings at least fourteen (14) days' notice shall be given. Notwithstanding anything to the contrary in the Ordinance, a resolution in writing signed by all Members for the time being entitled to receive notice of and to attend and vote at the General Meetings of the Church shall, for the purposes of the Ordinance and the Articles of Association of the Church, be treated as a resolution duly passed at the General Meetings of the Church and, where relevant, as a special resolution so passed.
- 15. An Extraordinary General Meeting may be convened by the Board of Deacons.
- 16. Members of the Church representing not less than one-third (1/3) of all Members or not less than two hundred (200) in number, whichever is the lesser, may requisition for an Extraordinary General Meeting provided the requisition must state the reasons and the objects of the meeting, and must be signed by the requisitionists and deposited at the registered office of the Church.
- 17. An Extraordinary General Meeting shall be convened by the Board of Deacons within twenty-one (21) days upon receipt of a requisition under Article 16 of Part B and the Church Secretary shall notify all Members in writing in this connection not later than fourteen (14) days before the meeting. Notwithstanding the provisions of Articles 14 and 15 of Part B hereof and this Article, if the Board of Deacons are required to call a General Meeting under this Article or under section 566 of the Ordinance, they must call it in accordance with section 567 of the Ordinance. If the Board of Deacons do not call a General Meeting in accordance with section 567 of the Ordinance, the Members who requisition the meeting, or any of them representing

more than one half of the total voting rights of all the requisitionists, may themselves call a general meeting in accordance with section 568 of the Ordinance.

18. The accidental omission to give notice of a meeting or failure to observe the prescribed period for such a notice shall not invalidate the proceedings of any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. All Members of the Church who have attained the age of 18 or above while serving the Notice of General Meetings shall be entitled to be present and vote in person or by proxy at General Meetings.
20. Not less than one-half (1/2) of the average number of Members who have been attending church service of the Church over the preceding twelve (12) months or not less than two hundred (200) Members of the Church, whichever is lesser, for the time being personally present or by proxy shall be a quorum for General Meetings. No business shall be transacted at a General Meeting unless the requisite quorum be present at the commencement of the General Meeting but not subsequently.
21. The Chairman of the Board of Deacons or in his absence the Vice-Chairman or in their absence the Church Secretary shall take the chair at every General Meeting. If there is no Chairman or Vice-Chairman or Church Secretary present or if at any meeting they shall not be present within thirty (30) minutes after the time appointed for holding such meeting, the Members present shall choose one of the members of the Board of Deacons to take the chair for that meeting. The Church Secretary shall be the secretary at every General Meeting who shall take minutes of a General Meeting.
22. If at the expiration of forty-five (45) minutes after the time appointed for any General Meeting the requisite number of Members is not present, the General Meeting shall be adjourned for fourteen (14) days to such time and place as specified in the original notice of such adjourned meeting.
23. The Chairman may adjourn any General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
24. Every ordinary resolution to be passed in a General Meeting shall be determined by a Simple Majority of votes, and in the case of special resolution it shall be passed by not less than

seventy-five percent (75%) majority of the votes, given by such Members of the Church personally present or by proxy and voting, each Member having one vote, and the Chairman having in addition to his own vote a second or casting vote. All votes shall be given either personally or by proxy.

25. The instrument appointing a proxy shall be in writing under the hand of the Member. A proxy needs to be a Member. Unless otherwise approved by the Board of Deacons, no Member shall be appointed by more than one Member as proxy.
26. An instrument appointing a proxy shall be deposited at the registered office of the Church not less than 48 hours before the holding of the General Meeting or its adjourned meeting.
27. At any General Meeting, unless a poll is demanded by at least one-third (1/3) Members present, a declaration by the Chairman that a resolution has or has not been passed or passed by a particular majority shall be conclusive evidence of that fact, and an entry to that effect in the minutes of the General Meeting of the Church, shall also be conclusive evidence of that fact.
28. If a poll is demanded in manner aforesaid, the same shall be taken at such time and in such manner as the Chairman directs, and the result of such poll shall be deemed to be the result whether the resolution of the General Meeting at which the poll was demanded has been passed.

EXCOMMUNICATION OF MEMBERS

29. (a) Any Member may be excommunicated from the Church and removed from the Register of Members if whilst being a Member he is guilty of any of the following:-
 - (i) he has been convicted by a court of law of an offence involving moral depravity which in the opinion of the Board of Deacons is seriously against Biblical teachings and defiling the holy name of Christ; or
 - (ii) he has in the opinion of the Board of Deacons blatantly failed to observe the Articles of Association and the discipline of the Church; or
 - (iii) his behaviour or conduct has been in the opinion of the Board of Deacons dishonourable or injurious to the interest, benefit, character, or good name of the Church.

- (b) No Member may be excommunicated from the Church unless:-
- (i) before his excommunication from the Church, he shall be given an opportunity to meet the Board of Deacons or representative of the Board of Deacons to explain why he should not be removed from the Register of Members and he has failed to respond to such an opportunity to meet the Board of Deacons or representative of the Board of Deacons or has failed to give a reason to the satisfaction and belief of the Board of Deacons; and
 - (ii) he shall be given advice by Board of Deacons calling for repentance but he has rejected or disobeyed or not followed the advice tendered; and
 - (iii) 75% majority at a meeting of the Board of Deacons have approved such excommunication or removal.
- (c) In the event of a Member being excommunicated from the Church, the Board of Deacons may, in the general interest of the Church congregation and Christianity, notify the Church congregation or other Christian churches and organizations of such excommunication and/or the reasons therefor, to the extent permitted by law and regulations.
- (d) Any Member whose membership has been terminated by virtue of this Article may be restored upon his repentance and upon his written application for restoration being approved by the Board of Deacons.
30. Any person who ceases to be a Member of the Church in accordance with Article 10 of Part B herein would still be liable to the discipline of excommunication in accordance with Article 29 of Part B herein if whilst being a Member he was guilty of any of the wrongs mentioned in paragraphs (a)(i), (ii) or (iii) of Article 29 of Part B herein.

DUTIES OF DEACONS

31. The Board of Deacons shall make the major decisions of the Church. The Board of Deacons shall set the long-term objectives and ministry directions, and by-laws and policies of the Church. The Board of Deacons shall approve the annual ministry plans.

32. The Board of Deacons shall subject to Article 5 of Part A of the Articles of Association and these Articles manage the major financial affairs of the Church in furtherance of the Objects but not otherwise including but not limited to the following:-
- (a) to approve the budget for each financial year;
 - (b) to invest moneys on deposit in any bank or finance company in Hong Kong or outside Hong Kong or in any government bonds or on mortgage of any land, buildings, messuages, or tenements in Hong Kong, or in or on debentures, debenture-stocks, funds, shares or securities in a proper, prudent and conservative manner;
 - (c) to grant, sell, convey, assign, surrender, yield up, mortgage, demise, let, reassign, transfer or otherwise dispose of, any land, buildings, messuages, tenements, mortgages, debentures, debenture-stocks, stocks, funds, shares, securities, vessels, goods or chattels for the time being vested in the Church, upon such terms as the Church may deem fit.
33. The Board of Deacons shall oversee the provision of the physical facilities needed by the Church including any major construction projects.
34. Subject to Article 5 of Part A of the Articles of Association, the Board of Deacons shall make the major staff decisions of the Church including the appointment, termination and remuneration of the staff including the Senior Pastor and the setting of the grade, scale and remuneration of staff and other staff policies and benefits.

SELECTION OF DEACONS

35. Unless otherwise determined in the General Meeting, the number of Deacons shall be no less than seven (7) and no more than twelve (12). The Board of Deacons shall consist of Deacons elected at General Meeting, the Senior Pastor and the selected members of the pastoral team (who has been appointed as Deacons by the Board of Deacons) provided that the number of the Deacons elected at General Meeting shall be more than the number of the Senior Pastor together with the selected members of the pastoral team appointed as Deacons. The Senior Pastor shall automatically be a member of the Board of Deacons. The selected members of the pastoral team shall be nominated by the Senior Pastor and be appointed as Deacons by the Board of Deacons. The Senior Pastor and the selected members of the pastoral team who are appointed as Deacons shall not be required to retire under Article 36 of Part B hereof but otherwise shall be subject to all Articles herein as applicable to the Deacons and the Board of Deacons. The selected members of the pastoral team who are appointed as Deacons shall hold office for a term of two

- (2) years or as determined by the Board of Deacons. There is no restriction on how many terms a selected member of the pastoral team may serve as a Deacon.
36. Elected Deacons of the Unincorporated Church as of June 2021 shall serve as Deacons for the Church (“the First Deacons”) for an initial term to and including 31 March 2024. Except for the First Deacons, all Deacons elected at Annual General Meeting shall:
- (a) be a Member of the Church for not less than three (3) years;
 - (b) be of age 21 or above;
 - (c) in the opinion of the Board of Deacons possess the spiritual characters of being a Deacon (1 Timothy 3:1-13);
 - (d) hold office for a term of two (2) years from the date of election.
37. At the Annual General Meeting every year, the Deacons whose terms have expired (save and except the Senior Pastor and the selected members of the pastoral team appointed as Deacons) shall, subject to Articles 47 and 48 of Part B hereof, be eligible for re-election by the Members provided that no Deacon (save and except the Senior Pastor and the selected members of the pastoral team who have been appointed as Deacons) shall hold office for more than three (3) consecutive terms; the initial term of the First Deacons shall be counted as one term.
38. Save and except that the Senior Pastor and the selected members of the pastoral team who are appointed as Deacons shall not serve as an office-bearer, the Deacons shall elect among themselves one Chairman, one Church Secretary, one Treasurer and such other office-bearers including one Vice-Chairman as it deems fit.
39. The Church Secretary shall keep all records of meetings of the Deacons.
40. The Treasurer shall keep all the accounting records of the Church, containing the accounts and ledgers of transactions and dealings of the Church.
41. A Deacon shall not vote nor be counted for quorum purposes in respect of any transaction, arrangement or contract or proposed transaction, arrangement or contract in which he has an interest or any matter arising thereout, and if he does so vote his vote shall not be counted. The Deacons who are selected members of the pastoral team and Senior Pastor must be absent from meetings and discussions concerning their own appointment, conditions of service and remuneration and must not vote thereon.

42. The Board of Deacons may appoint one or more of the Deacons and Members to form sub-committees to take charge of any particular parts of the affairs of the Church.
43. The Board of Deacons shall have the power at any time to appoint a Member to fill any vacancy on the Board of Deacons and such Member so appointed shall retire at the next Annual General Meeting.
44. The Board of Deacons may act notwithstanding any vacancy in their body. In case the office of the Chairman becomes vacant, the Vice-Chairman if such office-bearer existed shall become the Chairman for his remaining term. Otherwise, the Board of Deacons shall immediately re-elect a Chairman for the Board.
45. The Board of Deacons shall cause to be kept at the registered office of the Church a register containing the names, addresses and occupations of the Deacons.
46. No Deacons shall act in such capacity by proxy.
47. Not less than five (5) months before the Annual General Meeting, any Member of the Church may recommend person(s) to the Senior Pastor for his consideration in consultation with the pastoral team to be candidate(s) for election as Deacon(s) subject to the approval of the Board of Deacons.
48. The Board of Deacons shall from time to time discuss and consider eligible candidates for election as Deacons, including but not limited to candidates (if any) arising out of Article 47. Not less than two (2) months before the Annual General Meeting, the Board of Deacons shall approve a list of persons to be candidates (if any) (save and except the Senior Pastor and the members of the pastoral team) for election to the Board of Deacons and those approved shall be included on the ballot.
49. All candidates (save and except the Senior Pastor and the members of the pastoral team) approved pursuant to Articles 47 and 48 of Part B above shall be elected to be Deacons by a Simple Majority of votes of the Members during the Annual General Meeting.

PROCEEDINGS OF BOARD OF DEACONS

50. A meeting of Deacons shall be held at least four (4) times a year . In case of special business, the Chairman or not less than one-half (1/2) of the members of the Board of Deacons may at any time summon a meeting of the Board of Deacons.

51. The Chairman shall take the chair at all meetings of the Deacons, and if at any meeting he or the Vice-Chairman if such an office-bearer existed be not present within thirty (30) minutes after the time appointed for holding the same, the Deacons present shall choose someone among themselves to occupy the chair at that meeting. The Deacons may meet together for the despatch of business, adjourn and otherwise regulate their meetings and businesses as they determine.
52. Not less than one-half of the members of the Board of Deacons or five (5) members of the Board of Deacons whichever is greater for the time being personally present at a meeting shall be a quorum provided that a majority of them shall be the Deacons elected at General Meeting. No business shall be transacted at a meeting of the Deacons unless the requisite quorum be present which shall continue to be present until the conclusion of the meeting.
53. Resolutions at any meeting of the Deacons shall be decided by a Simple Majority of votes given by such Deacons personally present at the meeting, unless otherwise required in these Articles of Association and in case of any equality of votes, the Chairman of the meeting shall have a second or casting vote. All votes shall be given personally and by a show of hands unless a poll is demanded by any Deacon personally present.
54. A resolution in writing and signed by all the Deacons shall be as valid and effectual as if it had been passed at a meeting of the Deacons duly called and constituted.
55. The Board of Deacons shall cause minutes to be duly entered in the books provided for that purpose of all appointments of officers, of names of the Deacons present at each meeting of the Deacons, of all orders made by the Board of Deacons, and of all resolutions and proceedings of General Meetings of the Church and of meetings of the Board of Deacons.

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DEACONS

56. A member of the Board of Deacons shall be removed from his office in the following events:-
 - (a) If a Deacon fails to attend meetings of the Deacons for six (6) months without having given any explanation to the Board of Deacons; or
 - (b) If he has been convicted by a court of law of an offence which in the opinion of the Board of Deacons is seriously against Biblical teachings and defiling the holy name of Christ or if he is leading a life that in the opinion of the Board of Deacons renders him no longer able to bear testimony as a Christian or if he has in the opinion of the Board of Deacons

failed to observe the Articles of Association and the discipline of the Church or if his behaviour or conduct has been in the opinion of the Board of Deacons dishonourable to or injurious to the interest, benefit, character, or good name of the Church AND he has been given an opportunity to attend before the Board of Deacons to show case as to why he should not be removed and he fails to do so AND he has been given advice by Board of Deacons calling for repentance AND he has rejected or disobeyed or not followed the advice AND a resolution passed by 75% majority of votes of the other Deacons in a meeting of the Board of Deacons for such removal has been passed; or

- (c) If he is found lunatic or becomes of unsound mind; or
- (d) If by notice in writing to the Church he resigns his office given in accordance with section 464(5) of the Ordinance; or
- (e) If he is removed by resolution at any General Meeting; or
- (f) If he holds any office of profit under the Church; or
- (g) If he becomes bankrupt; or
- (h) If he is directly or indirectly interested in any transaction, arrangement or contract or proposed transaction, arrangement or contract (being a transaction, arrangement or contract or proposed transaction, arrangement or contract of significance in relation to the Church's operations) with the Church and, if his interest in such transaction, arrangement or contract is material, he fails to declare the nature and extent of his interest in manner required by Sections 536 to 538 of the Ordinance ; or
- (i) If he is prohibited from being a director by law.

MANAGEMENT OF PROPERTIES

57. The Church shall be entitled to acquire by purchase or otherwise, any real property, rights or privileges, in relation thereto ("Property") for the Objects set out in the Articles of Association of the Church. The deed or other instrument for acquisition of the Property shall be signed by any two (2) Deacons appointed by the Board of Deacons and the seal of the Church be affixed thereto if necessary.

58. (a) Before a property is acquired for the use of Church, a resolution must be passed by at least seventy-five percent (75%) majority of votes given at a General Meeting of the Church.
- (b) Before a property acquired for the use of the Church is mortgaged or charged or leased for a period of more than three (3) years or is sold, a resolution to mortgage or charge or lease for a period of more than three (3) years or to sell must be passed by at least seventy-five percent (75%) majority of votes given at a General Meeting of the Church.

THE SEAL AND USE OF FUNDS

59. Subject to Article 57 of Part B hereto, 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 (2) of the Deacons, who shall sign every instrument to which the Seal of the Church is so affixed in their presence.
60. All cheques, drafts or orders for the payment of money shall be made, signed, drawn, accepted, endorsed or otherwise executed by any two (2) Deacons only.
61. All moneys received by the Church, unless otherwise decided by the Board of Deacons, shall be deposited in banks carrying on business in Hong Kong as the Board of Deacons shall from time to time in writing or by resolution appoint or authorise.
62. The funds of the Church shall not be used for any purpose other than for the Objects specified in the Articles of Association of the Church.

RECORDS OF THE CHURCH

63. The Deacons must cause the information of the Church to be adequately recorded as required by the Ordinance.

ACCOUNTS AND AUDIT

64. The Board of Deacons must keep accounting records that:
- (a) comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance, and

- (b) enable the Deacons to prepare financial statements for each financial year in accordance with Subdivision 3 of Division 4 of Part 9 of the Ordinance. The Deacons must prepare annual financial statements for each accounting reference period as required by the Ordinance. 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.
65. Auditors shall be appointed and their duties regulated in accordance with the Ordinance.
66. The Deacons must keep accounting records (including donation receipts) as required by the Ordinance. The Books of Account shall be kept in the registered office of the Church or at such other place as the Board of Deacons think fit, and shall always be open to the inspection of the Deacons.

NOTICES

67. A notice of meeting may be served by the Church on any Member either personally or by sending it to such Member by post in a prepaid cover to him at his last known address or by facsimile to his last known facsimile number in Hong Kong or by email to his last known email address or by short message service (SMS) to his last known mobile number, or to such address or facsimile number or email address or mobile number as a Member may indicate in writing to the Church which may be used for the purpose of service of notices.

AMENDMENTS TO ARTICLES

68. No addition, alteration or amendment shall be made to the Articles of the Church for the time being in force, unless the same shall have been previously approved as a special resolution by the Members of the Church in General Meeting.

ASPECTS NOT COVERED BY THE ARTICLES OF ASSOCIATION

69. Where there are aspects which are not covered in these Articles of Association, the rules of the Evangelical Free Church of China and the provisions in the Articles of Association of the Association will apply so long as the Evangelical Free Church of China and the Association remains as charities.