

## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

註：(a)「紅色字」為有修訂的地方 (b)「草」為草案參照項目參照編號

(c)‘SR’為 Special Resolutions 項目參照編號

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現有 Articles of Association (AA)版本	修改後之 Articles of Association(AA)版本	參照
<b>ARTICLES OF ASSOCIATION</b>	<b>ARTICLES OF ASSOCIATION</b>	
<p>1. In the interpretation of these articles, unless the context requires to the contrary:</p> <p>“Ordinance” shall mean the Companies Ordinance, Cap. 32</p> <p>“the Church” shall mean <b>REMEMBRANCE OF GRACE CHURCH LIMITED, 基督教銘恩堂有限公司.</b></p> <p>“Church Worker” shall mean pastors, preachers, evangelists, bible women and other workers employed by the Church.</p>	<p>1. In the interpretation of these articles, unless the context requires to the contrary:</p> <p>“Ordinance” shall mean the Companies Ordinance, Cap. 32</p> <p>“the Church” shall mean <b>REMEMBRANCE OF GRACE CHURCH UNION LIMITED, 基督教銘恩堂聯會有限公司.</b></p> <p>“Church Worker” shall mean pastors and other workers employed by the Church, its Subsidiary and / or Special Purpose Institution.</p> <p>“Subsidiary” shall mean:</p> <p>(a) <b>REMEMBRANCE OF GRACE CHURCH TAI PO CHURCH, 基督教銘恩堂大埔堂;</b></p> <p>(b) any <b>REMEMBRANCE OF GRACE CHURCH</b> set up by the Church from time to time with the same objects of the Church.</p> <p>“Special Purpose Institution” shall mean:</p> <p>(a) <b>REMEMBRANCE OF GRACE CENTRE LIMITED, 銘恩中心有限公司;</b></p>	<p><b>SR(I)</b> <b>SR(III)1</b> <b>草 3.24</b> <b>草 3.30</b></p>

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	<p>(b) any social service centre, or educational or religious or benevolent institution or association set up by the Church or its Subsidiary from time to time with an aim to complement with the evangelical project of the Church or its Subsidiary.</p> <p>Words importing masculine gender include the feminine and words importing the singular include the plural and words in the plural include the singular.</p>	
<b>MEMBERS</b>	<b>MEMBERS</b>	
<p>2. The number of members with which the Church proposes to be registered is 500, but the Directors may from time to time register an increase of members. The subscribers to the Memorandum of Association and such other persons as the Directors shall admit to membership shall be members of the Church.</p>	<p>2. The number of members of the Church should be within the range from 30 to 500, but it may be changed in general meeting of the members of the Church from time to time. The members of the Church should be representatives from the Subsidiaries of the Church. Each Subsidiary of the Church is entitled to nominate 2% of the total number of their members as its representatives to be admitted as members of the Church with a minimum of 10 representatives and up to a maximum of 30 representatives. When any person desires to be admitted to membership of the Church, he should be a member of a Subsidiary and is nominated by the executive committee of that Subsidiary.</p>	<p><b>SR(III)2</b> <b>草 3.1</b></p>
<p>3. Any member may withdraw from membership of the Church by giving one month’s notice in writing to the Secretary of the Church of his intention so to do, and upon expiration of such</p>	<p>3. Any member may withdraw from membership of the Church by giving one month’s notice in writing to the Secretary of the Church of his intention to do so, and upon expiration of such</p>	

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notice he shall cease to be a member.	notice he shall cease to be a member.
<p>4. Any member whose actions are obstructive to the progress of the Church or are harmful or injurious to the interests of the Church or who shall wilfully refuse or neglect to comply with these Articles of the Church or shall be guilty of any conduct unworthy of a Christian may be expelled from the Church upon a resolution passed by the Directors at a meeting of the Directors duly convened for this purpose. PROVIDED that such a member shall be given an opportunity of being heard or to make representation in writing in his own defence before the resolution for his expulsion is voted upon.</p>	<p>4. Any member whose actions are obstructive to the progress of the Church or are harmful or injurious to the interests of the Church or who shall wilfully refuse or neglect to comply with these Articles of the Church or shall be guilty of any conduct unworthy of a Christian may be expelled from the Church upon a resolution passed by the Directors at a meeting of the Directors duly convened for this purpose. PROVIDED that such a member shall be given an opportunity of being heard or <b>making</b> representation in writing in his own defence before the resolution for his expulsion is voted upon</p>
<p>5. Every member shall use his best endeavours to further and promote the objects of the Church.</p>	<p>5. Every member shall use his best endeavours to further and promote the objects of the Church</p>
<b>GENERAL MEETINGS</b>	<b>GENERAL MEETINGS</b>
<p>6. The first general meeting shall not be held at such time, not being less than 1 month nor more than 3 months after the incorporation of the Church, and at such place, as the Directors may determine.</p>	<p>6. The first general meeting shall not be held at such time, not being less than 1 month nor more than 3 months after the incorporation of the Church, and at such place, as the Directors may determine.</p>
<p>7. A general meeting shall be held once in every calendar year at such time (not being more than 15 months after the holding of the last preceding general meeting) and place as may be prescribed by the Church in general meeting, or in default, at such time in the third month following that in which the</p>	<p>7. A general meeting shall be held <b>once every</b> calendar year at such time (not being more than 15 months after the holding of the last preceding general meeting) and place as may be prescribed by the Church in general meeting, or in default, at such time in the third month following that in which the anniversary of the</p>

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<p>anniversary of the Church’s incorporation occurs, and at such place as the Directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any 2 members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.</p>	<p>Church’s incorporation occurs, and at such place as the Directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the <b>following</b> month, and may be convened by any 2 members in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.</p>	
<p>8. The above-mentioned general meetings shall be called <b>ordinary general meetings</b>; all other general meetings shall be called extraordinary general meetings.</p>	<p>8. The above-mentioned general meetings shall be called <b>annual general meetings</b>; all other general meetings shall be called extraordinary general meetings.</p>	SR(II)15
<p>9. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Directors capable of acting to form a quorum, any Director or any 2 members of the Church may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.</p>	<p>9. The Directors may, whenever they think fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Directors capable of acting to form a quorum, any Director or any 2 members of the Church may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.</p>	
<p><b>NOTICE OF GENERAL MEETINGS</b></p>	<p><b>NOTICE OF GENERAL MEETINGS</b></p>	
<p>10. Subject to the provisions of section <b>116(2)</b> of the Ordinance relating to special resolutions, <b>7 days’ notice</b> at the least (exclusive of the day on which the notice is served or deemed to</p>	<p>10. Subject to the provisions of section <b>116(1)</b> of the Ordinance relating to special resolutions, <b>21 days’ notice</b> at the least (exclusive of the day on which the notice is served or deemed to</p>	<p>SR(II)17 SR(II)18</p>

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<p>be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Church in general meeting, to such persons as are, under the regulations of the Church, entitled to receive such notices from the Church; but, with the consent of all the members entitled to receive notice of some particular meetings, that meeting may be convened by such shorter notice and in such manner as those members may think fit.</p>	<p>be served, but inclusive of the day for which notice is given) specifying the place, the day, and the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Church in general meeting, to such persons as are, under the regulations of the Church, entitled to receive such notices from the Church; but, with the consent of all the members entitled to receive notice of some particular meetings, that meeting may be convened <b>at</b> such <b>short</b> notice and in such manner as those members may think fit.</p>	
<p>11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.</p>	<p>11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.</p>	
<p><b>PROCEEDINGS AT GENERAL MEETINGS</b></p>	<p><b>PROCEEDINGS AT GENERAL MEETINGS</b></p>	
<p>12. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors and other officers in the place of those retiring and the fixing of the remuneration of the auditors.</p>	<p>12. <b>All, special</b> that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting <b>business shall be deemed</b>, with the exception of the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors and other officers in the place of those retiring and the fixing of the remuneration of the auditors.</p>	
<p>13. <b>No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting</b></p>	<p>13. <b>No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting</b></p>	<p><b>SR(III)3</b></p>

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<p>proceeds to business; save as herein otherwise provided, one third of the members for the time being personally present shall be a quorum.</p>	<p>proceeds to business; save as herein otherwise provided 30% of the members of the Church for the time being present in person or by proxy shall be a quorum. A resolution is carried if it is passed by not less than 60% of the votes cast by such members of the Church, in person or by proxy, at a general meeting; a special resolution will require at least 75% of such votes. The following matters will be dealt with in members’ meetings of the Church: to amend the Memorandum and Articles of Association of the Church if appropriate, to approve the audited financial statements of the Church, to appoint auditors, to elect Directors of the Church for the ensuing year, to approve the setting up of new Subsidiary or Special Purpose Institution, to approve the Subsidiaries to set up new branch, to approve any acquisition or disposal of property/asset the amount of which is equal to or more than 10% of the total assets of the Church (according to the latest audited accounts), to approve any renting by the Church or from the Church of property/asset the annual rental amount of which is equal to or more than 5% of the total assets of the Church (according to the latest audited accounts), and/or to approve any matters proposed by the Directors of the Church.</p>	<p><b>草 3.2</b> <b>草 3.3</b></p>
<p>14. 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, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum</p>	<p>14. 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, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum</p>	<p><b>草 3.3.2</b></p>

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<p>is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.</p>	<p>is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.</p>	
<p>15. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Church.</p>	<p>15. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Church.</p>	
<p>16. If there is no such chairman, or if at any meeting he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose some one of their number to be chairman.</p>	<p>16. If there is no such chairman, or if at any meeting he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose <b>someone</b> of their number to be <b>the</b> chairman.</p>	<div style="border: 1px solid red; padding: 2px; display: inline-block;">刪除: <span style="background-color: yellow; border: 1px solid black;"> </span></div>
<p>17. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the 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 meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	<p>17. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the 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 meeting from which the adjournment took place. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	
<p>18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least 2 members present in person and, unless a</p>	<p>18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least 2 members present in person and, unless a</p>	

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<p>poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Church, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution.</p>	<p>poll is so demanded, a declaration by the chairman that a resolution has <u>been carried</u>, on a show of hands, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Church, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against, that resolution.</p>	
<p>19. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p>	<p>19. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.</p>	
<p>20. 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.</p>	<p>20. 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.</p>	
<p>21. A poll demanded on the election of a chairman, 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.</p>	<p>21. A poll demanded on the election of a chairman, 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.</p>	
<p><b>VOTES OF MEMBERS</b></p>	<p><b>VOTES OF MEMBERS</b></p>	
<p>22. Every member shall have one vote.</p>	<p>22. Every member shall have one vote.</p>	
<p>23. A member of unsound mind, or in respect of whom an order has</p>	<p>23. A member of unsound mind, or in respect of whom an order has</p>	

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<p>been made by any Court having jurisdiction in lunacy, shall not be entitled to vote.</p>	<p>been made by any Court having jurisdiction in lunacy, shall not be entitled to vote.</p>	
<p>24. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Church have been paid.</p>	<p>24. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Church have been paid.</p>	
<p>25. All votes may only be given personally and not by proxy.</p>	<p>25. All votes may be given personally or by proxy. A proxy must be a member of the Church.</p>	<p><b>SR(III)4</b> <b>草 3.1.4</b></p>
<p>26. The number of Directors shall not be less than three nor more than seven, provided the Church in general meeting may by an ordinary resolution increase or decrease the number of directors. A resolution in writing and signed by all the Directors shall be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and constituted.</p>	<p>26. The number of Directors of the Church shall be 11. The Directors of the Church shall comprise of:-</p> <p>(a) 5 pastors. These 5 pastors shall be elected among all the pastors of the Church.</p> <p>(b) 6 representatives nominated by the Subsidiaries. Such representative must not be a Church Worker. Each representative’s attendance of the Sunday Services of the same Subsidiary for the past six months should be at least 50%. He should be a member of a Subsidiary for at least four years and have attained 25 years of age. He should have acted as an executive committee member of a Subsidiary for at least two years. If the number of representatives is below 6, the vacancy (ies) may be filled by the Board of Directors, provided that the appointment should be approved by all the Directors.</p>	<p><b>SR(III)5</b> <b>SR(III)19</b> <b>草 3.4</b></p>

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	<p style="color: red;">No family member of a Church Worker or a Director shall become a Director of the Church, Family member shall mean spouse, son, daughter, parent, grandparent, grandson, granddaughter, step—parent, stepson, stepdaughter, son-in-law, daughter-in-law, sibling, stepbrother, stepsister, father-in-law, mother-in—law, sibling of spouse, spouse of sibling, spouse of spouse’s sibling or child of sibling.</p> <p style="color: red;">The Chairman of the Board of Directors of the Church should be elected among the 5 pastors as mentioned in (a) of this Article. The Vice Chairman should be elected among the 6 representatives as mentioned in (b) of this Article.</p>	
<p>27. The names of the first directors shall be determined in writing by a majority of the subscribers to the memorandum.</p>	<p>27. The names of the first directors shall be determined in writing by a majority of the subscribers to the memorandum.</p>	
<p style="color: red;">28. No salary, remuneration, or allowance shall be paid to any director but the directors shall be entitled to reimbursements in respect of out-of-pocket expenses incurred by them in connexion with the business of the Church PROVIDED THAT subject to the provisions of the 5th clause of the memorandum of the Church, any director who holds other positions or offices as church worker of the Church may be paid a reasonable sum by way of salary and/or allowance in his latter capacity for services rendered.</p>	<p style="color: red;">28. Subject to Clause 5 of the Memorandum of Association of the Church, no salary, remuneration, or allowance shall be paid to any Director of the Church (except such Directors who have special qualifications which are not otherwise available to the Church and which would make for its more effective administration).</p>	<p><b>SR(III)6</b></p>

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POWERS AND DUTIES OF DIRECTORS	POWERS AND DUTIES OF DIRECTORS	
<p>29. The business of the Church shall be managed by the directors, who may pay all expenses incurred in setting up and registering the Church, and may 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 to any regulation of these articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may 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 directors which would have been valid if that regulation had not been made.</p>	<p>29. The business of the Church shall be managed by the directors, who may pay all expenses incurred in setting up and registering the Church, and may 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 to any regulation of these articles, to the provisions of the Ordinance, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may 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 directors which would have been valid if that regulation had not been made. <b>The Directors of the Church should have regular meetings to discuss the projects and programs of the Church. They should govern and make planning for the Church and the organization(s) under the Church and to give assistance for the implementation of the various projects and programs; to make up the annual financial budget of the Church; and recruit the staff of the Church and its Subsidiary (ies).</b></p>	<p><b>SR(III)7</b> <b>草 3.6</b></p>
<p>30. The directors shall cause minutes to be made in books provided for the purpose:—</p> <p style="padding-left: 40px;">(a) of all appointments of officers made by the directors;</p> <p style="padding-left: 40px;">(b) of the names of the directors present at each meeting</p>	<p>30. The directors shall cause minutes to be made in books provided for the purpose:—</p> <p style="padding-left: 40px;">(a) of all appointments of officers made by the directors;</p> <p style="padding-left: 40px;">(b) of the names of the directors present at each meeting</p>	

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<p>of the directors and of any committee of the directors;</p> <p>(c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors,</p> <p>and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.</p>	<p>of the directors and of any committee of the directors;</p> <p>(c) of all resolutions and proceedings at all meetings of the company, and of the directors, and of committees of directors,</p> <p>and every director present at any meeting of directors or committee of directors shall sign his name in a book to be kept for that purpose.</p>	
<b>THE SEAL</b>	<b>THE SEAL</b>	
<p><b>31.</b> The seal of the Church shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a director and of the secretary or such other person as the directors may appoint for the purpose; and that director and the secretary or other person as aforesaid shall sign every instrument to which the seal of the Church is so affixed in their presence.</p>	<p>31. The seal of the Church shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors, and in the presence of a director and of the secretary or such other person as the directors may appoint for the purpose; and that director and the secretary or other person as aforesaid shall sign every instrument to which the seal of the Church is so affixed in their presence.</p>	
<b>DISQUALIFICATIONS OF DIRECTORS</b>	<b>DISQUALIFICATIONS OF DIRECTORS</b>	
<p>32. The office of director shall be vacated, if the director:—</p> <p>(a) becomes bankrupt; or</p> <p>(b) becomes prohibited from being a director by reason of any order made under <span style="color: red;">section 223 or 275</span> of the Ordinance;</p> <p>(c) is found lunatic or becomes of unsound mind; or</p>	<p>32. The office of director shall be vacated, if the director:—</p> <p>(a) becomes bankrupt; or</p> <p>(b) becomes prohibited from being a director by reason of any order made under <span style="color: red;">Part IV A</span> of the Ordinance;</p> <p>(c) is found lunatic or becomes of unsound mind; or</p>	<p><b>SR(III)19</b></p> <p><b>SR(III)8</b></p>

## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

註：(a)「紅色字」為有修訂的地方

(b)「草」為草案參照項目參照編號

(c)「SR」為 Special Resolutions 項目參照編號

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<p>(d) resigns his office by notice in writing to the Church;</p> <p>A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.</p>	<p>(d) resigns his office by notice in writing to the Church <b>subject to the approval by the Board of Directors of the Church;</b></p> <p><b>(e) if he fails to attend regular meetings of the Directors of the Church for consecutive three times without giving proper reason; and his vacancy may then be filled up by the Directors.</b></p> <p>A director shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.</p>	<p><b>SR(III)9</b> <b>草 3.7.1</b> <b>草 3.7.2</b></p>
<p><b>ROTATION OF DIRECTORS</b></p>	<p><b>ROTATION OF DIRECTORS</b></p>	
<p><b>33.</b> At the first and each subsequent ordinary general meeting of the Church the whole of the directors for the time being, shall retire from office.</p>	<p><b>33.</b> The term of <b>office of</b> a Director of the Church is three years.</p>	<p><b>SR(III)10</b> <b>草 3.4.6</b></p>
<p><b>34.</b> A retiring director shall be eligible for re-election.</p>	<p><b>34.</b> A retiring Director of the Church shall be eligible for re-election, but the longest office is for three terms totaling nine years.</p>	<p><b>SR(III)11</b> <b>草 3.4.6</b></p>
<p>35. The Church at the general meeting at which a director retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office.</p>	<p>35. The Church at the general meeting at which a director retires in manner aforesaid may fill up the vacated office by electing a person thereto and in default the retiring director shall be deemed to have been re-elected unless at such meeting it is resolved not to fill up such vacated office.</p>	

## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

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(c)「SR」為 Special Resolutions 項目參照編號

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<p>36. The Church may from time to time in general meeting increase or reduce the number of directors.</p>	<p>36. The Church may from time to time in general meeting increase or reduce the number of directors.</p>	
<p>37. Any casual vacancy occurring in the board of directors may be filled up by the directors but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.</p>	<p>37. Any casual vacancy occurring in the board of directors may be filled up by the directors but the person so chosen shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.</p>	<p><b>草 3.5.2</b></p>
<p>38. The directors shall have power at any time, and from time to time, to appoint a person as an additional director who shall retire from office at the next following <b>ordinary general meeting</b>, but shall be eligible for election by the Church at that meeting as an additional director.</p>	<p>38. The directors shall have power at any time, and from time to time, to appoint a person as an additional director who shall retire from office at the next <b>Annual General Meeting</b>, but shall be eligible for election by the Church at that meeting as an additional director.</p>	<p><b>SR(III)16</b></p>
<p>39. The Church may by <b>extraordinary resolution</b> remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.</p>	<p>39. The Church may by <b>ordinary resolution</b> remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.</p>	<p><b>SR(III)20</b></p>
<p><b>PROCEEDINGS OF DIRECTORS</b></p>	<p><b>PROCEEDINGS OF DIRECTORS</b></p>	
<p><b>40.</b> The directors, may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit.</p>	<p><b>40.</b> The Directors, may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit.</p>	<p><b>SR(III)12</b></p>

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## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

註：(a)「紅色字」為有修訂的地方 (b)「草」為草案參照項目參照編號 (c)「SR」為 Special Resolutions 項目參照編號

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<p>Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.</p>	<p>The quorum necessary for a Directors' meeting shall be half of the Directors. A Director shall be deemed to be present at a meeting of Directors if he participates by telephone or other electronic means and all Directors participating in the meeting are able to hear each other. Questions arising at any meeting of the Directors shall be decided by two third of the votes. A Director may, and the secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. A Director shall be given not less than 7 days notice of meetings of Directors, but a meeting of Directors held without 7 days notice having been given to all Directors shall be valid if all the Directors entitled to vote at the meeting who do not attend, waive notice of the meeting and for this purpose, the presence of a Director at a meeting shall constitute waiver on his part. The inadvertent failure to give notice of a meeting to a Director, or the fact that a Director has not received the notice, does not invalidate the meeting. A resolution in writing and signed by all the Directors of the Church shall be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and constituted.</p>	<p><b>草 3.8</b></p>
<p>41. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed shall, be one half of the directors.</p>	<p>41. A Director of the Church should declare to the Board of Directors his interest and position in any company, association and organization before the date of his appointment as Director of the Church. A Director of the Church who is in any way, whether directly or indirectly, interested in a contract or proposed contract</p>	<p><b>SR(II)13</b> <b>草 3.4.7</b></p>

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## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

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	<p style="color: red;">with the Church shall declare the nature of his interest at the earliest meeting of the Directors at which it is practicable for him to do <b>so</b> notwithstanding that the question of entering into the contract is not taken into consideration at that meeting, and he shall neither vote nor attend the meeting in respect <b>of</b> any such contract or arrangement in which he is so interested, and if he shall do so his vote shall not be counted.</p>	
<p>42. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is <b>reduced below 3</b>, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Church, but for no other purpose.</p>	<p>42. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is <b>reduced below 11</b> the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting of the Church, but for no other purpose.</p>	<p><b>SR(III)21</b></p>
<p>43. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.</p>	<p>43. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting.</p>	
<p>44. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the directors.</p>	<p>44. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the directors.</p>	

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## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

註：(a)「紅色字」為有修訂的地方

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<p>45. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.</p>	<p>45. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the <span style="background-color: yellow;">meeting</span>, the members present may choose one of their number to be chairman of the meeting.</p>	
<p>46. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.</p>	<p>46. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.</p>	
<p>47. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.</p>	<p>47. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.</p>	
<b>ACCOUNTS</b>	<b>ACCOUNTS</b>	
<p>48. The directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Church and the matter in respect of which the receipt and expenditure takes place; and the assets and liabilities of the Church.</p>	<p>48. The directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Church and the matter in respect of which the receipt and expenditure takes place; and the assets and liabilities of the Church.</p>	

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## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

註：(a)「紅色字」為有修訂的地方

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<p>49. The books of account shall be kept at the registered office of the Church or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.</p>	<p>49. The books of account shall be kept at the registered office of the Church or at such other place or places as the directors think fit, and shall always be open to the inspection of the directors.</p>	
<p>50. The directors shall from time to time determine whether and to what extent and at what times 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 directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Church except as conferred by statute or authorized by the directors or by the Church in general meeting.</p>	<p>50. The directors shall from time to time determine whether and to what extent and at what times 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 directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Church except as conferred by statute or authorized by the directors or by the Church in general meeting.</p>	
<p>51. The directors shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Church in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.</p>	<p>51. The directors shall from time to time in accordance with sections 122, 124 and 129D of the Ordinance, cause to be prepared and to be laid before the Church in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.</p>	
<p>52. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Church in general meeting, together with a copy of the directors' report and a copy of the auditors' report, shall not less than <b>14 days</b> before the date of the meeting be sent to every member of, and every holder of debentures of, the Church:</p> <p>Provided that this article shall not require a copy of those</p>	<p>52. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Church in general meeting, together with a copy of the directors' report and a copy of the auditors' report, shall not less than <b>21 days</b> before the date of the meeting be sent to every member of, and every holder of debentures of, the Church:</p> <p>Provided that this article shall not require a copy of those</p>	<p><b>SR(III)22</b></p>

## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

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documents to be sent to any person of whose address the Church is not aware or to more than one of the joint holders of any debentures.	documents to be sent to any person of whose address the Church is not aware or to more than one of the joint holders of any debentures.	
<b>AUDIT</b>	<b>AUDIT</b>	
<b>53.</b> Auditors shall be appointed and their duties regulated in accordance with sections 131, 140 and 141 of the Ordinance.	<b>54.</b> Auditors shall be appointed and their duties regulated in accordance with sections 131, 140 and 141 of the Ordinance.	
<b>NOTICES</b>	<b>NOTICES</b>	
<p><b>55.</b> A notices may be given by the Church to any member either personally or by sending it by post to him to his registered address, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Church for the giving of notices to him.</p> <p>When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same was posted.</p>	<p><b>54.</b> A notice may be given by the Church to any member either personally or <b>by post to his registered address,</b> or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Church for the giving of notices to him.</p> <p>When a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same was posted.</p>	<div style="border: 1px solid red; padding: 2px; margin-bottom: 5px;">刪除: by sending it</div> <div style="border: 1px solid red; padding: 2px;">刪除: to him</div>
<b>56.</b> If a member has no registered address within the Hong Kong and has not supplied to the Church an address within Hong Kong for the giving of notices to him, a notice posted up in the registered office of the Church shall be deemed to be duly given to him at the expiration of 24 hours after the same is posted up.	<b>55.</b> If a member has no registered address <b>within Hong Kong</b> and has not supplied to the Church an address within Hong Kong for the giving of notices to him, a notice posted up in the registered office of the Church shall be deemed to be duly given to him at the expiration of 24 hours after the same is posted up.	<div style="border: 1px solid red; padding: 2px;">刪除: the</div>

## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

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<p>57. Notice of every general meeting shall be given in some manner hereinbefore authorized to (a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Church an address within Hong Kong for the giving of notices to them. No other persons shall be entitled to receive notices of general meetings.</p>	<p>56. Notice of every general meeting shall be given in some manner hereinbefore authorized to (a) every member except those members who (having no registered address within Hong Kong) have not supplied to the Church an address within Hong Kong for the giving of notices to them. No other persons shall be entitled to receive notices of general meetings.</p>	
<p><b>SECRETARY</b></p>	<p><b>SECRETARY</b></p>	
<p>58. The first Secretary of the Company shall be Well Full Services Limited.</p>	<p>57. The first Secretary of the Company shall be Well Full Services Limited.</p>	
	<p><b>SUBSIDIARY</b></p>	<p><b>SR(III)14</b></p>
	<p>58. The Church may approve the application of setting up new Subsidiary/Subsidiaries with the same objects of the Church. The Church may also at its discretion, upon receipt of a formal application from any existing Church which is willing to comply with the objects and regulations of the Church, accept and admit such existing church as a Subsidiary of the Church.</p>	<p><b>SR(III)14.58</b> <b>草 C</b></p>
	<p>59. Each Subsidiary may at its discretion carry out its evangelical projects of programs, but should complement with the overall development direction and long-term planning as from time to time launched by the Church. Each Subsidiary should submit monthly to the Church certain percentage of the donations/offerings received by the Subsidiary. The percentage</p>	<p><b>SR(III)14.59</b> <b>草 1.3-1.5</b> <b>草 2.5</b></p>

## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

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	<p>is to be determined by the Board of Directors of the Church, but will not exceed 10%. If a Subsidiary has financial difficulties, it may submit its latest financial report to the Church and apply for remission or deduction of the submission.</p>	
	<p>60. The number of members of a Subsidiary shall be unlimited. A member of a Subsidiary shall be a person who has been baptized by that Subsidiary or a person who has been admitted as a member of that Subsidiary as a result of transfer of membership from other church with the same belief of the Subsidiary.</p>	<p><b>SR(III)14.60</b> <b>草 3.12</b></p>
	<p>61. All pastor(s), except those <span style="background-color: yellow;">who</span> have been admitted as member(s), of a Subsidiary shall automatically become member(s) of the respective Subsidiary. His membership will be cancelled automatically upon termination of employment unless the pastor submitted a formal application for membership and such application has been approved by the respective Subsidiary.</p>	<p><b>SR(III)14.61</b> <b>草 3.38</b></p>
	<p>62. Every member of a Subsidiary shall have one vote in members' meeting of the respective Subsidiary. All votes may be given personally or by proxy. A proxy must be a member of the respective Subsidiary. A member of a Subsidiary may exercise his voting right in members' meeting of the respective Subsidiary, but he is not entitled to vote at members' meetings of another Subsidiary or at members' meetings of the Church.</p>	<p><b>SR(III)14.62</b> <b>草 3.12.3</b> <b>草 3.14.3</b> <b>草 3.18.5</b></p>
	<p>63. The quorum for a members' meeting of a Subsidiary shall be</p>	

## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

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	<p>30% of the members of the Subsidiary for the time being present in person or by proxy. A resolution is carried if it is passed by not less than 60% of the votes cast by such members of the Subsidiary, in person or by proxy, at a members' meeting of the Subsidiary. If within half an hour from the time appointed for the meeting of the members of the Subsidiary a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members of the Subsidiary present shall be a quorum.</p>	<p><b>SR(III)14.63</b> <b>草 3.14</b></p>
	<p>64. The following matters will be dealt with in members' meetings of a Subsidiary; to approve financial budget for <u>the</u> ensuing year, to elect new executive committee; to make recommendation to set up <u>a</u> branch or Special Purpose Institution; to make recommendation to the Directors of the Church regarding <u>the</u> acquisition or disposal of landed property, or regarding renting of property <u>with</u> the total rental amount of which is equal to or more than 5% of the total assets of the Subsidiary (according to the latest audited accounts); and/or approve any matters proposed by the executive committee of the Subsidiary.</p>	<p><b>SR(III)14.64</b> <b>草 3.13</b></p>
	<p>65. Each Subsidiary will be managed by its own executive committee. The executive committee shall consist of a least 5 committee members. The principal pastor of the Subsidiary shall</p>	<p><b>SR(III)14.65</b></p>

## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

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	<p>be the chairman of the executive committee. The other executive committee members should be elected by members of the Subsidiary. Those members, not being a Church Worker, who have been members of the Subsidiary for at least two years and have attained 21 years of age are eligible for election as executive committee members of that Subsidiary. The executive committee of a Subsidiary shall elect amongst themselves a vice chairman, a treasurer and other offices.</p>	<p><b>草 3.15</b> <b>草 3.16.1</b> <b>草 3.16.2</b> <b>草 3.16.3</b> <b>草 3.17.1</b></p>
	<p>66. If the number of executive committee members is below 5, the executive committee may appoint additional executive committee members(s) so as to ensure the minimum number of 5 executive committee members, provided that all the executive committee members consent to the appointment. The number of executive committee members may be increased to 7 by electing additional executive committee members in the following year. However, if the number of executive committee members is above 7, the executive committee may determine whether the appointment of additional executive committee members is necessary.</p>	<p><b>SR(III)14.66</b> <b>草 3.16.4</b> <b>草 3.16.5</b></p>
	<p>67. An executive committee member of a Subsidiary may resign by written notice to the executive committee subject to the approval of the executive committee of that Subsidiary.</p>	<p><b>SR(III)14.67</b> <b>草 3.22.1</b></p>
	<p>68. An executive committee member of a Subsidiary shall be deemed to resign automatically if he fails to attend regular</p>	<p><b>SR(III)14.68</b></p>

## 基督教銘恩堂有限公司 會章(Articles of Association)修訂對照

註：(a)「紅色字」為有修訂的地方

(b)「草」為草案參照項目參照編號

(c)「SR」為 Special Resolutions 項目參照編號

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	<p>meetings of the executive committee of the Subsidiary for consecutive three times without giving proper reason; and his vacancy may then be filled up by executive committee.</p>	<p><b>草 3.22.2</b></p>
	<p>69. The executive committee of a Subsidiary should make planning for that Subsidiary, give assistance for the implementation of the various projects and programs of that Subsidiary, make up the annual financial budget of the Subsidiary; and to make recommendation to the Church on staff recruitment for that Subsidiary.</p>	<p><b>SR(III)14.69</b> <b>草 3.19</b></p>
	<p>70. No family member of a Church Worker or an executive committee member of a Subsidiary shall become an executive committee member of that Subsidiary. Family member shall mean spouse, son, daughter, parent, grandparent, grandson, granddaughter, step-parent, stepson, stepdaughter, son-in-law, daughter-in-law, sibling, stepbrother, stepsister, father-in-law, mother-in-law, sibling of spouse, spouse of sibling, spouse of spouse's sibling or child of sibling.</p>	<p><b>SR(III)14.70</b> <b>草 3.18.3</b></p>
	<p>71. A committee member of a Subsidiary who has conflict of interest shall declare the nature of his interest at the earliest meeting of the executive committee at which it is practicable for him, to do so and he shall neither vote nor attend the meeting in respect of any such contract of arrangement in which he is so interested, and if he shall do so his vote shall not be counted.</p>	<p><b>SR(III)14.71</b> <b>草 3.21.3</b></p>
	<p>72. The chairman of the executive committee of a Subsidiary shall</p>	

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	<p>preside as chairman at every meeting of the executive committee. If he is not able to attend, he should authorise his deputy pastor to act as chairman of the meeting. If no deputy pastor is authorized, the vice chairman of the executive committee shall act as chairman of the meeting.</p>	<p><b>SR(III)14.72</b> <b>草 3.21.4</b></p>
	<p>73. Each Subsidiary may deal with its own incomes and expenditures. The Subsidiary should keep proper records of accounts in line with the accounting systems adopted by the Church. The Subsidiary should prepare and submit the management account to the Church and the management account should be audited by the auditor approved by the Church annually.</p>	<p><b>SR(III)14.73</b> <b>草 1.6</b> <b>草 3.23.1</b></p>
	<p>74. A Subsidiary may from time to time make application to the Church for the setting up of a new branch. Upon the approval by the Church, the new branch will be set up under that Subsidiary which shall be responsible for the administration of the new branch before its independence. When the new branch is fully established, the executive committee of that Subsidiary may make application to the Church for the independence of the new branch. After the Church's approval, the new branch will become a separate Subsidiary to report directly to the Church.</p>	<p><b>SR(III)14.74</b> <b>草 3.24.1</b> <b>草 3.24.2</b> <b>草 3.29.1.6</b></p>
	<p><b>SPECIAL PURPOSE INSTITUTION</b></p>	<p><b>SR(III)14</b></p>
	<p>75. The Church or its Subsidiary (subject to the approval by the</p>	

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	<p>Church) may from time to time set up any Special Purpose Institution with an aim to complement with the evangelical projects of the Church or its Subsidiary. Such Special Purpose Institution may obtain registration from <b>the</b> government as a separate legal entity, provided that the Church shall be the sole member of such Special Purpose Institution. The Special Purpose Institution, if set up by a Subsidiary, should be directly managed by that Subsidiary. The executive committee of the Subsidiary shall form the management team of the Special Purpose Institution. Each Special Purpose Institution has to submit audited financial statements to the Church annually. The Church may appoint someone to keep surveillance of financial operation of the Special Purpose Institution.</p>	<p><b>SR(III)14.75</b> <b>草 3.30</b> <b>草 3.31</b> <b>草 3.32</b></p>
	<p>76. A Special Purpose Institution is not entitled to nominate any representative to be admitted as member of director of the Church.</p>	<p><b>SR(III)14.76</b></p>
	<p><b>ADMINISTRATION</b></p>	<p><b>SR(III)14</b></p>
	<p>77. The Church will be responsible for all major administration of the Church and its Subsidiary and Special Purpose Institution, including but not limited to acquisition/disposal of properties, renting of property, insurance policies, staff salaries and benefits, administration manual, staff training, etc. The Church may also assist a Subsidiary and <b>a</b> Special Purpose Institution in communication, social services, evangelistic and spiritual</p>	<p><b>SR(III)14.77</b> <b>草 2.2</b> <b>草 2.6</b> <b>草 3.15</b> <b>草 3.32.2</b> <b>草 3.32.3</b></p>

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	indoctrination programs, etc.	<b>草 3.33</b>
	78. Regarding staff recruitment for a Subsidiary, the principal pastor of the Subsidiary will be recruited or appointed by the Church. The principal pastor of each Subsidiary should attend regular meetings of all principal pastors within the Church. For other Church Worker for the Subsidiary or <span style="background-color: yellow;">the</span> Special Purpose Institution, the Subsidiary or <span style="background-color: yellow;">the</span> Special Purpose Institution may itself advertise and interview prospective candidates, but the recruitment should be subject to <span style="background-color: yellow;">the</span> final decision of the Church. The Subsidiary and <span style="background-color: yellow;">the</span> Special Purpose Institution should observe and comply with the salary scale, staff benefits and staff policy determined by the Directors of the Church from time to time. Should there be any deviation, the Subsidiary or <span style="background-color: yellow;">the</span> Special Purpose Institution should seek prior approval from the Directors of the Church. If the Subsidiary or <span style="background-color: yellow;">the</span> Special Purpose Institution wants to recruit a new position, the Subsidiary or <span style="background-color: yellow;">the</span> Special Purpose Institution should also seek prior approval from the Directors of the Church regarding such new position and the related salary.	<b>SR(III)14.78</b> <b>草 2.2</b> <b>草 3.32.3</b> <b>草 3.34</b> <b>草 3.36</b> <b>草 3.37</b> <b>草 3.39</b>
	79. The ordination of pastors should be recommended by the respective Subsidiary and should be subject to the approval of the Directors of the Church.	<b>SR(III)14.79</b> <b>草 3.35</b>
	80. All properties/assets of a Subsidiary or <span style="background-color: yellow;">a</span> Special Purpose Institution shall belong to the Church. The Church will entrust	<b>SR(III)14.80</b>

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the management of these properties/assets to the respective Subsidiary or Special Purpose Institution and will probably deal with these properties/assets according to the will of the respective Subsidiary or Special Purpose Institution, but the final decision shall vest with the Church.	草 1.7
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