

基督教銘恩堂有限公司 會章(Memorandum 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 Memorandum of Association(MA)版本	修改之 Memorandum of Association(MA)版本	參照
Memorandum of Association	Memorandum of Association	
<p>1. The name of the company shall be “REMEMBERANCE OF GRACE CHURCH LIMITED 基督教銘恩堂有限公司” (hereinafter called “the Church”)</p>	<p>1. The name of the company shall be “REMEMBERANCE OF GRACE CHURCH UNION LIMITED 基督教銘恩堂聯會有限公司” (hereinafter called “the Church”)</p>	SR(I)
<p>2. The registered office of the Church shall be situate in Hong Kong.</p>	<p>2. The registered office of the Church shall be situate in Hong Kong.</p>	
<p>3. The objects for which the Church is established are:-</p> <p>(a) to propagate the Evangelical Truths of Christianity in accordance with the Scriptures and to preach The Gospel of Christ unto all men irrespective of race colour tongue or place.</p> <p>(b) to teach instruct and admonish believers to know, practise and observe the truths of Scriptures.</p> <p>(c) to send out missionaries preachers or evangelists to other institutions or places in Hong Kong or elsewhere for the aforesaid purpose of preaching and teaching.</p> <p>(d) to provide services to the community of Hong Kong or elsewhere of social, medical, educational, benevolent, charitable spiritual and similar nature and in particular (but</p>	<p>3. The objects for which the Church is established are:-</p> <p>(a) to propagate the Evangelical Truths of Christianity in accordance with the Scriptures and to preach The Gospel of Christ unto all men irrespective of race colour tongue or place.</p> <p>(b) to teach instruct and admonish believers to know, practise and observe the truths of Scriptures.</p> <p>(c) to send out missionaries preachers or evangelists to other institutions or places in Hong Kong or elsewhere for the aforesaid purpose of preaching and teaching.</p> <p>(d) to provide services to the community of Hong Kong or elsewhere of social, medical, educational, benevolent, charitable spiritual and similar nature and in particular (but</p>	

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without prejudice to the generality of the foregoing) to establish maintain operate manage and carry on clinics hospitals schools kindergartens bookstores reading rooms publishing houses counselling centres canteens youth centres and similar establishments.

(e) to establish, undertake, superintend, administer and contribute to any benevolent fund from whence may be made donations or advances to deserving persons who may be engaged in educational or religious pursuits, and to contribute to or otherwise assist any educational, religious or benevolent institutions or undertakings provided that none of the funds of the Church shall be paid to any institution or undertaking which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus, or otherwise howsoever by way of profit to its members.

(f) to admit any persons to be members of the Church on such terms and to confer on them such rights and privileges as may be expedient.

(g) to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal estate which may be deemed necessary or convenient for any of the purposes of the Church. To construct, maintain, and alter any houses,

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buildings, or works necessary or convenient for the purposes of the Church.

(h) to accept donations and endowments for all or any of the purposes herein provided and to support establishments and institutions for any of the purposes herein provided.

(i) to act as custodian, agent or manager of any property or fund for any charitable or other organizations or institutions.

(j) subject to the proviso contained in sub-clause (e) hereof, to support and subscribe to any charity or relief or public fund in Hong Kong or elsewhere and to make donations to such persons or institutions and in such cases as the Church shall think fit.

(k) 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.

(l) to borrow any money required for the purposes of the Church upon such terms and on such securities as may be determined.

(m) to invest the moneys of the Church not immediately

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<p>upon such securities or otherwise in such manners as may from time to time be determined.</p> <p>(n) to refrain from all and any commercial business and speculation and from interfering in politics.</p> <p>(o) to do all such other things as are incidental or conducive to the attainment of all or any of the objects set out above.</p>	<p>required upon such securities or otherwise in such manners as may from time to time be determined.</p> <p>(n) to refrain from all and any commercial business and speculation and from interfering in politics.</p> <p>(o) to do all such other things as are incidental or conducive to the attainment of all or any of the objects set out above.</p>	
<p>4. The Doctrinal Statement of the Church shall be as follows:-</p> <p>(a) that all Scriptures are inspired by the Holy Spirit, being the only revelation from God to mankind (II Timothy 3:16-17; I Peter 1:1).</p> <p>(b) that the triune God consists of three persons: God the Father, God the Son and God the Holy Spirit. These three persons are one God, each with the same position, power and glory unto eternity.</p> <p>(c) that Jesus Christ is both divine and human, conceived of the Holy Spirit, born through the virgin Mary, was crucified as a substitution by the Righteous for the unrighteous, as a sin offering for the world, so that all that believe in Him shall be justified through the precious blood which he shed. Ho rose again on the third day as prophesied in the Old Testament, ascended into Heaven, and intercedes for believers as High Priest at the right hand</p>	<p>4. The Doctrinal Statement of the Church shall be as follows:-</p> <p>(a) that all Scriptures are inspired by the Holy Spirit, being the only revelation from God to mankind (II Timothy 3:16-17; I Peter 1:1).</p> <p>(b) that the triune God consists of three persons: God the Father, God the Son and God the Holy Spirit. These three persons are one God, each with the same position, power and glory unto eternity.</p> <p>(c) that Jesus Christ is both divine and human, conceived of the Holy Spirit, born through the virgin Mary, was crucified as a substitution by the Righteous for the unrighteous, as a sin offering for the world, so that all that believe in Him shall be justified through the precious blood which he shed. Ho rose again on the third day as prophesied in the Old Testament, ascended into Heaven, and intercedes for believers as High Priest at the right</p>	

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of God. He will come again to earth to rule and to set up His Kingdom.

- (d) that the Holy Spirit is the Third Person of the triune God, being sent by Jesus Christ to dwell in the hearts of believers as Comforter, to lead believers into all truths, and to convict the world of sin, of righteousness and of judgment.
- (e) that man was made in the image of God, but subsequently rebelled and fell, as a result of which he shall go through both physical and spiritual death. All men have sinned and was separated from the Life of God, and can only be saved through the redeeming grace of the Lord Jesus.
- (f) that God has through Jesus Christ completed the work of salvation, so that all that accept Him shall be reborn by the Holy Spirit and become the sons of God.
- (g) that the righteous and the evil shall be bodily resurrected, the righteous unto eternal bliss, and the evil unto eternal punishment.
- (h) that the Church is made up of all those who believe in Jesus Christ and who has been sanctified by the shed blood of the cross, and who are born by the Holy Spirit. The Church has been commissioned by the Lord to preach the

hand of God. He will come again to earth to rule and to set up His Kingdom.

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- (g) that the righteous and the evil shall be bodily resurrected, the righteous unto eternal bliss, and the evil unto eternal punishment.
- (h) that the Church is made up of all those who believe in Jesus Christ and who has been sanctified by the shed blood of the cross, and who are born by the Holy Spirit. The Church has been commissioned by the Lord to preach

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<p>Gospel unto the end of the earth, and to build up believers in all truths.</p> <p>(i) that God’s will is for all believers to be filled with the Holy Spirit, so that believers would be sanctified, and separate from sin and worldliness unto total submission to the will of God, to live a totally committed and serving life, which is essential after the believer’s rebirth.</p> <p>(j) that the salvation of Jesus Christ includes the bodily healing from diseases (James 5:14).</p> <p>(k) that Jesus Christ will return and the Church should manifest the importance of this truth and its application to Christian living and service.</p>	<p>the Gospel unto the end of the earth, and to build up believers in all truths.</p> <p>(i) that God’s will is for all believers to be filled with the Holy Spirit, so that believers would be sanctified, and separate from sin and worldliness unto total submission to the will of God, to live a totally committed and serving life, which is essential after the believer’s rebirth.</p> <p>(j) that the salvation of Jesus Christ includes the bodily healing from diseases (James 5:14).</p> <p>(k) that Jesus Christ will return and the Church should manifest the importance of this truth and its application to Christian living and service.</p>	
<p>5. The income and property of the Church, howsoever derived, shall be applied solely towards the promotion of the objects of the Church as set forth in this Memorandum of Association; and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Church. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Church, or to any member of the Church, in return for any service actually rendered to the Church, nor prevent the</p>	<p>5. The income and property of the Church whencesoever derived, shall be applied solely towards the promotion of the objects of the Church as set forth herein; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Church. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officers or servants of the Church, or to any member of the Church in return for any services actually rendered to the Church nor prevent the payment of interest (at the rate not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong</p>	<p>SR(II)1</p>

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payment of interest at a rate not exceeding 12 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Church.

Kong dollar loans) on money lent, or reasonable and proper rent for premises demised or let by any member to the Church; but so that no member of the Board of Directors or governing body of the Church shall be appointed to any Church Worker of the Church, or any office of the Church paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Church to any members of such Board of Directors or governing body except such members who have special qualifications (including theological training recognized and approved by the Church) which are not otherwise available to the Church and which would make for its more effective administration, provided that this shall not prevent the repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Church. Provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Directors or governing body may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

The number of remunerated Directors must be less than a majority of the quorum and that such Directors must be absent from meetings and discussions concerning their own appointment, conditions of service and remuneration and must not vote thereon.

草 3.4.2

6. No addition, alteration, or amendment shall be made to the

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<p>provisions in the Memorandum of Association for the time being in force, except effected pursuant to a special resolution of the Church, PROVIDED that no alteration whatsoever shall be made to the Doctrinal Statement in Paragraph 4 of this Memorandum of Association except by a special resolution passed with a four-fifths majority in a General Meeting of the Church.</p>	<p>provisions in the Memorandum of Association for the time being in force, except effected pursuant to a special resolution of the Church, PROVIDED that no alteration whatsoever shall be made to the Doctrinal Statement in Paragraph 4 of this Memorandum of Association except by a special resolution passed with a four-fifths majority in a General Meeting of the Church.</p>	
<p>7. The liability of the members is limited.</p>	<p>7. The liability of the members is limited.</p>	
<p>8. Every member of the Church undertakes to contribute to the assets of the Church in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Church contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, amongst themselves, such amount as may be required not exceeding the sum of \$10.00.</p>	<p>8. Every member of the Church undertakes to contribute to the assets of the Church in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Church contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, amongst themselves, such amount as may be required not exceeding the sum of \$10.00.</p>	
<p>9. 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 same 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</p>	<p>9. 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 same 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</p>	

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<p>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 Paragraph 5 of this Memorandum of Association, such institution or institutions to be determined by the members of the Church at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.</p>	<p>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 Paragraph 5 of this Memorandum of Association, such institution or institutions to be determined by the members of the Church at or before the time of dissolution and in default thereof by a Judge of the Court of Final Appeal of Hong Kong having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.</p>	
<p>10. True accounts shall be kept of the sums of money received and expended by the Church, and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Church; and, subject to any reasonable restrictions as to the time and manner of inspection the same that may be imposed in accordance with the regulations of the Church for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Church shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor of Auditors.</p>	<p>10. True accounts shall be kept of the sums of money received and expended by the Church, and the matters in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Church; and, subject to any reasonable restrictions as to the time and manner of inspection the same that may be imposed in accordance with the regulations of the Church for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Church shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor of Auditors.</p>	

刪除: Supreme Court