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EVANGELICAL FREE CHURCH OF CHINA – TSIM FOOKCHURCH LIMITED

中國基督教播道會尖福堂有限公司

的

組織章程細則

成立於 年 月 日

編號
No.

[副本]

公司註冊證明書

CERTIFICATE OF INCORPORATION

本人謹此證明

I hereby certify that

EVANGELICAL FREE CHURCH OF CHINA – TSIM FOOK CHURCH LIMITED

中國基督教播道會尖福堂有限公司

於本日根據香港法例第 622 章《公司條例》在香港成立為法團，此公司
is this day incorporated in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong),

是一間有限公司。

and that this company is a limited company.

本證明書於二〇 年 月 日發出。
Issued on

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香港特別行政區公司註冊處處長
Registrar of Companies
Hong Kong Special Administrative Region

THE COMPANIES ORDINANCE (CHAPTER 622)
香港法例第 622 章《公司條例》

Company Limited by Guarantee
and not having a Share Capital
無股本的擔保有限公司

ARTICLES OF ASSOCIATION
OF
EVANGELICAL FREE CHURCH OF CHINA – TSIM FOOK CHURCH LIMITED

中國基督教播道會尖福堂有限公司
的
組織章程細則

PART A 部份

1. The name of the company is “EVANGELICAL FREE CHURCH OF CHINA – TSIM FOOK CHURCH LIMITED 中國基督教播道會尖福堂有限公司” (hereinafter referred to as "the Church"). 公司的名稱是 “EVANGELICAL FREE CHURCH OF CHINA – TSIM FOOK CHURCH LIMITED 中國基督教播道會尖福堂有限公司” (以下簡稱“本教會”)。
2. The registered office of the Church will be situated in Hong Kong. 本教會的註冊辦事處將位於香港。
3. The objects for which the Church is established are:- 本教會設立的宗旨為：
 - (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 Savior and Lord for the salvation of man and for the edification of believers in faith, hope, and love in accordance with the Holy Bible. 推廣基督教，傳揚耶穌基督的福音（“福音”），並呼籲各民各族接受耶穌基督為他們的救主和救贖人類的主宰，及按聖經教導信徒信、望、愛。
 - (b) For advancement of Christianity, to worship and serve the Holy Father, Holy Son and Holy Spirit as true God and Blessed Trinity. 推廣基督教，敬拜和服事聖父、聖子、聖靈三位一體真神。

- (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 – Tsim Fook Church (中國基督教播道會尖福堂) and to maintain and to conduct the Church as an association of a purely and exclusively ecclesiastical, religious, educational and charitable character. 純粹只為促進教會宗旨，購置及接收被稱為“中國基督教播道會尖福堂”之非法人團體的全部資產和負債，並維持和帶領本教會作為一個組織承傳其純全的信仰、宗教、教育和慈善特質。
- (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. 純粹只為促進本教會的宗旨，以非牟利形式，建立和牧養教會，並設立、營運、承擔和支援以慈善、社會福利為目的的機構、中心、托兒所和其他機構，但該等教會、機構、中心、托兒所和其他機構須禁止其與其他成員之間分配收入和財產，範圍至少等同本章程細則 A 部分第 5 條和第 8 條於本教會之應用。
- (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 or indirectly to advance general education and/or the teaching and doctrines of the Gospel. 以非牟利形式，推廣教育和基督教，建立和經營一所或多所學校，讓學生免費或以合適條件或以當局派發的補助金或其他獲得優質普通教育和宗教教育，但該等學校須禁止其與其他成員之間分配收入和財產，範圍至少等同本章程細則 A 部分第 5 條和第 8 條於本教會之應用，並提供和舉辦講座、展覽、聚會、課堂和會議，直接或間接促進普通教育和/或福音的教義。
- (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. 以非牟利形式，推廣教育和基督教及扶貧，為孩童提供教育，尤其是受社會問題影響的孩童，以及父母已過身和因貧困或身體或精神上無力照顧子女的家庭，作為按聖經教導為他們提供教育，並為孩童（作為養育他們的一部分）提供所有必須和合適的衣著、寄宿、居所和藥品，以及醫療和護理、用具、醫護和恰當設施，但如果接受本教會資助的是組織，其須禁止其與其他成員之間分配收入和財產，範圍至少等同本章程細則 A 部分第 5 條和第 8 條於本教會之應用。

- (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. 純粹只為促進本教會的宗旨，建立、承擔、監督、管理和捐贈任何可能從事教育和宗教活動而向有需要人士捐款或預支的慈善基金，以及為任何與教育、宗教和慈善有關的機構或組織作出捐贈或以其他方式提供協助。
- (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. 純粹只為實踐本教會的宗旨，允許任何人按所定的條件成為本教會會友，並賦予他們適當的權利。
- (i) To take any gift, whether subject to any special trust or not, for any one or more of the objects of the Church. 為達成本教會宗旨，接受贈予，不論其是否屬於特殊的信託財產。
- (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. 純粹只為促進本教會的宗旨，以個人或書面呼籲、公開聚會或其他認為合宜方式，包括捐獻、年度會費或其他，作為提供本教會的資金。

- (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. 以非牟利形式，印刷和出版本教會認為是實踐其宗旨的報紙、期刊、書籍、傳單等。
- (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. 為實踐本教會的宗旨，購買、租賃或交換、租用或以其他方式獲得不動產及私人財產，及建造、保存和更改本教會的房屋、宅院或進行其他認為必須的工程。
- (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. 純粹只為促進本教會的宗旨，按本教會認為適合的條件贈予、售賣、轉讓、讓予、放棄、交換、分割、交出、抵押、讓渡、過戶、再讓予、或以其他方式處置本教會買進或根據適當條件所擁有的任何土地、房屋、宅院、物業、可用以抵押的財產、債券、基金、股票或証券。
- (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. 為達成本教會的宗旨，執事會可以決定以合適條款進行借貸。
- (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. 純粹只為促進本教會的宗旨，執事會可以不時決定以恰當和審慎形式對本教會沒有迫切性使用的金錢進行投資。
- (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. 作出一切與上述宗旨有附帶關係或有助於達到上述宗旨的任何合法事情。

Provided that: 但：

- (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 trust. 本教會如接受或持有任何可能受信託規限的財產，只會按法律所容許的方式，並在顧及該信託的情況下，對該財產加以處理或投資。
 - (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. 本教會的宗旨不得擴大至規管工人與僱主或工人組織與僱主組織之間的關係。
4. The Church holds firmly to the following 7 tenets of faith based on the Holy Bible :- 本教會根據聖經堅守以下七項基本信仰：
- (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). 信神是自有永有的獨一真神，是聖父、聖子、聖靈三位而一體，是萬物的創造者，是掌管宇宙的主宰。(弗 4：6；林後 13：14；約 1：1-3；太 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). 信耶穌基督是神的兒子，道成肉身，有完全的神人兩性，由聖靈感孕，藉童貞女馬利亞而生，在十字架上流血捨身，替人贖罪，使人脫離罪的刑罰和權勢，三日後從死裏復活、升天、現今坐在父神的右邊，作中保及大祭司，代聖徒祈求，又為教會元首，將來必親自顯現，從天再臨，建立國度，審判活人死人。(來 1：1-4；賽 53：4-7；來 4：14-16；約 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). 信聖靈是三位一體的第三位，在五旬節降臨，為要

榮耀基督，使罪人知罪悔改，得獲重生，並居住及運行在信徒心中，使信徒藉此過得勝和成聖的生命，又在基督裏聯為一體，成為教會。(約 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). 信人是按照神的形像而造，因悖逆神喪失靈命。自始祖犯罪，世人就成為罪人，伏在神的忿怒之下，唯有誠心悔改接受救恩，賴主耶穌基督寶血潔淨罪污，藉聖靈重生，方能進入神國。(創 1：26-27；創 3：1-9；羅 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 if 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). 信新舊兩約聖經為神所默示，是神的話語，絕對真確可信，是活潑的生命之道，是信仰和行為的最高準則。(彼後 1：20-21；提後 3：15-17；賽 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). 信世人死後都必復活，信主的人復活得生，可享天堂永福，不信的復活定罪，必落地獄受火湖永死，天堂和地獄都是永遠的。(林前 15：12-13，42-44；啟 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). 信魔鬼撒但乃是邪靈，運行在悖逆之人心中，是一切罪和惡的根源，將來必受永遠刑罰。(啟 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. 本教會的收入和財產，不論如何取得，均僅用以促進本組織章程細則所列明的宗旨。
- (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. 除以下第 (d) 和 (e) 條文的規定外，不得將本教會任何收入和財產，直接或間接地以股息、花紅或其他形式支付或移交予本教會會友。

- (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 provided that the duly qualified members of the pastoral team shall receive remuneration for services rendered only on condition that: 執事會或本教會管治機構的任何成員均不得被委任為本教會的受薪職位，或被委任為以酬金形式支付的本教會任何職位，及不能獲得任何酬金或其他金錢或金錢的等值（除以下 (e) 條文外），除合資格的教牧同工外，但合資格的教牧同工僅在以下情況下可以為所提供的服務收取酬金：
- (i) the number of remunerated members of the pastoral team must be less than a majority of the quorum for Board of Deacons meeting; and 教牧同工中接受酬金的成員人數必須少於執事會會議法定人數的多數；及
 - (ii) such members of the pastoral team must be absent from meetings and discussion concerning their own appointment, conditions of service and remunerations and must not vote thereon. 該等教牧同工必須在有關其委任、服務條件和酬金的會議和討論中避席，亦不能對此進行表決。
- (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) 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. 本章程細則的任何條文並不阻止本教會出於真誠向屬下任何員工，職員或傭工，或不屬於執事會或管治團體的任何成員支付合理及恰當的酬金，作為他們確實為本教會提供服務的回報，及向執事會或管治團體任何成員支付他們所墊付的費用。
- (e) Nothing herein shall prevent the payment, in good faith, by the Church:- 本章程細則的任何條文並不阻止本教會出於真誠地支付：
- (i) to any member of its Board of Deacons of expenses properly incurred by him or

her for the Church; 執事會任何成員其為本教會墊付的費用；

- (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; 任何本教會會友或執事會成員所出租物業予本教會的合理和恰當租金，但該會友必須退出有關建議租金或其他租務條款的所有會議討論；
 - (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. 與執事會成員或其配偶有利益關係的法人團體的酬金或等同金錢的利益或金錢的等值，純粹因為其擁有該法人團體不超過一百份之一的資本或控制不超過一百份之一的表決權。
- (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. 任何人均無需為其可能根據上述第 (d) 和 (e) 條文恰當地獲得的款項利益而作出交代。
6. The liability of the members is limited. 成員的法律責任是有限的。
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. 每名會友承諾於本教會在是會友期間，或不再是本教會會友之後一年內清盤時，分擔支付一筆不超過港幣十元正的款額予本公司的資產，以用於償付本教會在是會友之前產生的債項及債務，支付清盤的費用、收費和開支，以及用於調整分擔人之間的權利。
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 these Articles, 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. 當本教會清盤或解散時，如清償一切債項及債務後，尚有財產剩餘（“淨資產”），則該等財產不得付給或分配予本教會會友，該等財產必須贈予或移交跟本教會有相近宗旨的其他機構，而該等機構在禁止將收入及財產分配予會員方面的規定，亦至少一如本章程細則 A 部分第 5 條所列明的限制同樣嚴格，此等機構將於本教會解散時或之前由本教會的會友大會決議選定，及由對慈善基金有司法管轄權的香港特別行政區高等法院法官認可，如不能按照上述條文實行，便由及由對慈善基金有司法管轄權的香港特別行政區高等法院法官裁定，將有關財產撥作某些慈善用途。

Subject to Approval

PART B B 部份

INTERPRETATION OF TERMS 釋義

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:- 在本章程細則（包括 A 部分）中，除非在本章程細則其他地方已經定義，或者與主題不符之處，以下詞語應具以下涵義：
 - (a) “Active Member” means a Member who has attended worship of the Church during the last financial year. “活躍會友” 是指在上一個財政年度內參加本教會崇拜的會友。
 - (b) “The Association” means “THE ASSOCIATION OF EVANGELICAL FREE CHURCHES OF HONG KONG (香港基督教播道會聯會)”. “聯會” 是指 “THE ASSOCIATION OF EVANGELICAL FREE CHURCHES OF HONG KONG 香港基督教播道會聯會”。
 - (c) “The Church” means “EVANGELICAL FREE CHURCH OF CHINA – TSIM FOOK CHURCH LIMITED 中國基督教播道會尖福堂有限公司”. “本教會” 是指 “EVANGELICAL FREE CHURCH OF CHINA – TSIM FOOK CHURCH LIMITED 中國基督教播道會尖福堂有限公司”。
 - (d) “The Board of Deacons” means all Deacons elected by the members of the Church pursuant to Articles 46 and 47 of Part B hereof and the Senior Pastor and the selected members of the pastoral team of the Church as appointed in Article 34 of Part B hereof and the First Deacons as defined in Article 35 of Part B. “執事會” 是指本教會所有執事，包括由本教會會友按本章程細則 B 部分第 46 條和第 47 條所選舉的，和堂主任，及按本章程細則 B 部分第 34 條從本教會教牧同工中選出被委任的執事，及本章程細則 B 部分第 35 條所定義的首屆執事。
 - (e) “Chairman”, “Vice-Chairman”, “Treasurer” mean the persons holding those offices in the Board of Deacons. “主席”、“副主席”、“司庫”是指在執事會中擔任這些職務的人士。
 - (f) “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. “執事” 是指時任本教會執事會的每一位成員，就公司條例而言，每位執事均是教會的“董事”。

- (g) “General Meeting” means an Extraordinary General Meeting or the Annual General Meeting. “會友大會”是指本教會特別友大會或年度會友大會。
- (h) “Member” means any member of the Church for the time being. Only natural persons may become a Member. “會友”是指時任本教會成員，只有自然人才能成為會友。
- (i) “Objects” means the objects of the Church as expressed in Article 3 of Part A of the Articles of Association. “宗旨”是指本組織章程細則 A 部分第 3 條所列明的本教會宗旨。
- (j) “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. “公司條例”是指香港法例第 622 章《公司條例》，應被視為包括其法律上的重新制定或法律上具有實質上相同的法律效力但不具有追溯效力的任何法定修改。
- (k) “The Senior Pastor” means the person selected by the Board of Deacons pursuant to Article 33 of Part B hereof. “堂主任”是指執事會根據本章程細則 B 部份第 33 條選出的人士。
- (l) “Simple Majority of votes” means a majority whereby the number of votes casted (whether by show of hands or by poll or by proxy) for any resolution proposed in a Board of Deacons’ meeting or in a General Meeting exceeds half of the number of the Deacons present in person or half the number of the Active 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 or by proxy) for any resolution (whether a special resolution or otherwise) proposed in a General Meeting equals to or exceeds 75% of the Active Members who are present in person or by proxy and voting. “過半數票”是指在執事會會議或會友大會上對任何提議的決議進行表決（無論是舉手還是通過投票表決），均超過當時出席人數數目的一半，在執事會會議或會友大會上（視情況而定），就該決議案進行表決，是超過當時出席執事人數數目的一半，或是超過當時親自出席或委任代理出席（視情況而定）之活躍會友人數數目的一半，及“百分之七十五（75%）多數票”是指在會友大會上

對任何決議案（無論是特別決議還是其他）投下的贊成票數（無論是舉手還是通過投票表決）均超過或等同親自出席或委任代理出席之活躍會友人數數目的 75 %。

- (m) “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. “教會秘書”是指時任本教會秘書，就公司條例而言，擔任該職務的人為本教會的“公司秘書”。
- (n) “the reporting documents” means the reporting documents for a financial year as referred to in section 357(2) of the Ordinance. “報告文件”是指公司條例第 357（2）條所指的一個財政年度的報告文件。

- 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. 在本章程細則中，只表達男性的字詞亦可包括女性，反之亦然，只表達單數的字詞亦可包括眾數，反之亦然。
- 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. 本章程細則中使用的其他字詞的涵義，與在本教會開始受本章程細則約束之日有效的公司條例中該等字詞的涵義相同。
- 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. 如某文件以公司條例第 828(5)或 829(3)條所規定的為施行公司條例而認證文件或資料的方式，獲得認證，則就本章程細則而言，該文件即屬經認證。
- 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 第 622H 章《公司(章程細則範本)公告》附表 3 中的規定應構成本章程細則的一部分，但在此不予排除或修改，或與此處所載的細則不符。

OBJECTS OF THE CHURCH 教會宗旨

6. The Church is established for the Objects expressed in Article 3 of Part A of the Articles of Association. 建立本教會是為達成本組織章程細則 A 部分第 3 條所列明的宗旨。

NUMBER OF MEMBERS 會友人數

7. The number of Members shall be fixed by the Church in general meeting and the Board of Deacons may from time to time register an increase of Members. 會友人數應由本教會在會友大會中確定，執事會可不時增加註冊會友人數。

QUALIFICATION OF MEMBERS 會友資格

8. No person shall be admitted as a Member of the Church unless:- 沒有人能成為本教會會友，除非：
- (a) He accepts each of the beliefs as set out in Article 4 of Part A of the Articles of Association of the Church; 他接受本組織章程細則 A 部分第 4 條所列明的各種信念；
 - (b) He has been baptised, whether by immersion or otherwise; 他已接受洗禮、浸禮或其他；
 - (c) He is not less than 18 years of age; 他不少於十八歲；
 - (d) He has attended worship of the Church in the financial year; and 在本教會的財政年度內，他有參加本教會崇拜；及
 - (e) He has been approved by the Board of Deacons as being suitable to become a Member. 他已獲執事會批准成為會友。

MEMBERS 會友

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 the Evangelical Free Church of China – Tsim Fook Church (“the Unincorporated Church”) on the date when the Church is incorporated and such other persons as the Board of Deacons shall admit to membership. 本教會會友將會是本教會組織章程細則的始創會友，及在本教會成立當日被稱為中國基督教播

道會尖福堂（以下簡稱“非法人教會”）的所有會友，和其他獲執事會接納為會友的人士。

- (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. 任何人希望成為本教會會友，應向執事會提出申請，如認為有需要，執事會會要求對申請人進行面試，除非獲得執事會的批准，否則不能成為會友。
- (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. 每位會友的權利均屬個人，不能因其自身行為或法律效力而轉讓。
- (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. 每位會友應同心達成本教會的宗旨和教導，並遵守本教會不時制定的所有規章和細則。

RETIREMENT OF MEMBERS 會友退會

- 10. Any Member may resign from the Church by giving not less than 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 an 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. 任何會友可通過向本教會發出不少於一個月的書面通知而退出本教會，並在通知書到期時徵得執事會的批准，方可退出，自願退出本教會的任何人士都可以向執事會提出申請，要求恢復其會籍，已去世的會友，其會籍將在其去世後自動終止。
- 11. Any Member who has not attended worship of the Church during the past twelve (12) months shall at the expiration of the said period and subject to the final approval of the Board of Deacons be placed on the roll of inactive Members. Such decision made by the Board of Deacons shall be final and conclusive. No inactive Member shall be entitled to attend, vote, elect or be elected at the General Meeting. Notwithstanding any provisions herein, any Member who has been placed on the roll of inactive Members may make an application to the Board of Deacons for restoration as an Active Member provided that he resumes to attend worship of the

Church during the financial year of the Church as prescribed by the Church and such application for restoration has been approved by the Board of Deacons in the exercise of its discretion. 在過去十二個月內，沒有參加本教會崇拜的會友，在上述期限屆滿時，並經執事會批准，會被當視為非活躍會友，執事會持最終決策權，非活躍會友無權出席會友大會、投票、選舉或參選，不過，任何被列為非活躍會友均可向執事會申請恢復成為活躍會友，但，該會友必須在本教會的財政年度內曾參加教會崇拜，及執事會在行使其酌情權後批准該申請。

GENERAL MEETINGS 會友大會

12. (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. 按照公司條例第 610 條，在符合公司條例附表 11 第 107 條及公司條例第 611、612 和 613 條的規定下，本教會必須就其每個財政年度，召開年度會友大會。年度會友大會須在執事會所指定的時間及地點舉行，該等會議被稱為年度會友大會，其他會友大會均被稱為特別會友大會。
- (b) The business of an Annual General Meeting shall be to receive and consider the reporting documents, and to elect and appoint Deacons in the places of those retiring or who have retired, and to appoint auditors and to transact such other business as the Board of Deacons shall deem fit. 年度會友大會的事務是接納和複議報告文件，並因已退休或正退休的執事職位而需要選舉及委任執事，並委任核數師和處理其他執事會認為合適的事務。
13. Twenty-one (21) days' notice at least, specifying the place, the day and hour of a General Meeting and, in case of special business, the general nature of that business, 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 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 Active 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. 年度會友大會及為通過特別決議而召開的會議，須有為期最少二十一（21）天的書面通知，會議通知書須指明開會的地點、日期及時間，如有特別事務，則須指明該事務的性質，如因意外遺漏而沒有向任何有權接收會議通知書的會友發出會議通知書，或任何有權接收會議通知書的會友沒有接獲會議通知書，均不使有關會友大會的議事程序失效，年度會友大會須有為期最少二十一天的書面通知，臨時會友大會則須有為期最少十四（14）天的書面通知，始可召開，即使公司條例有相反規定，但就公司條例及本組織章程細則而言，由所有現時有權獲得本教會通知並有權出席會友大會及投票的會友簽署的決議，應被視為在本教會會友大會上正式通過的決議，並如適用視為通過的特別決議。

14. An Extraordinary General Meeting may be convened by the Board of Deacons. 執事會如認為合適，可以召開特別會友大會。
15. Active Members of the Church representing not less than one-third (1/3) of all Active Members or not less than one hundred (100) in number, whichever is the lesser, may requisite 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. 不少於三分之一（1/3）的本教會活躍會友，或人數不少於一百（100）個，以較少者為準，可以要求召開特別會友大會，但必須說明會議的原因和目的，並且必須由申請人簽署文書，並存放在本教會的註冊辦事處。
16. An Extraordinary General Meeting shall be convened by the Board of Deacons within twenty-one (21) days upon receipt of a requisition under Article 15 of Part B and the Church Secretary shall notify all Active Members in writing in this connection not later than fourteen (14) days before the meeting. Notwithstanding the provisions of Articles 13 and 14 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 Active Members who requisite 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. -執事會收到召開特別會員大會的申請書，須按本章程細則 B 部分第 15 條的規定，在二十一（21）天內召開特別會友大會，教會秘書應在會議前十四（14）天，以書面形式通知所有活躍會友，儘管有本章程細則 B 部分第 13 條和第 14 條的規定，如果執事會根據本章程細則或公司條例第 566 條需要召開會友大會，則必須按照公司條例第 567 條的規定召開，如果執事會沒有按照公司條例第 567 條召開會友大會，則要求舉行會友大會的會

友，或他們當中擁有他們全體的總表決權一半以上者，可自行按照公司條例第 568 條召開會友大會。

17. 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. 如因意外遺漏而沒有向任何有權接收會議通知書的人發出會議通知書，或任何有權接收會議通知書的人沒有接獲會議通知書，均不使有關會友大會的議事程序失效。

PROCEEDINGS AT GENERAL MEETINGS 會友大會的議事程序

18. All Active Members of the Church shall be entitled to be present and vote in person or by proxy at General Meetings. 本教會的所有活躍會友均有權出席會友大會並親自投票或委任代表投票。
19. Not less than one-third (1/3) of the Active Members of the Church or not less than one hundred (100) Active 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. 不少於三分之一（1/3）的本教會活躍會友或不少於一百（100）名本教會活躍會友（以較少者為準），為會友大會的法定人數，應親自出席或委任代表出席，除非在會友大會開始時達到必要的法定人數，否則不得在會友大會上處理任何事務。
20. The Chairman of the Board of Deacons or in his absence the Vice-Chairman shall take the chair at every General Meeting. If there be no Chairman or Vice-Chairman present or if at any meeting they shall not be present within thirty (30) minutes after the time appointed for holding such meeting, the Active 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. 執事會主席應主持每次的會友大會，若執事會主席缺席，則由副主席出任該會議主席，如果沒有主席或副主席在場，或他們在指定舉行會議的時間之後三十分鐘內仍未出席，則在場的活躍會友可選舉其中一名執事會成員主持該會議，教會秘書應在每次會友大會上擔任秘書，並作會議記錄。
21. If at the expiration of forty-five (45) minutes after the time appointed for any General Meeting the requisite number of Active 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. 如在會友大會的指定舉行時間過後四十五分鐘內，未有足夠法定人數出席，該會議即須解散，該會議須延期至十四日後在同一時間及地點舉行。

22. 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. 主席可在會友大會上自由決定休會，但在休會期間不能處理任何事務，除處理在休會時未完成的事務外。
23. 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 Active Members of the Church personally present or by proxy and voting, each Active 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. 會友大會上通過的每項普通決議均應以過半數票作決議，至於特殊決議，應以不少於百分之七十五的（75%）的多數票作決議，及由活躍會友親自出席會議或委任代表投票表決，每位活躍會友都有一票表決權，主席除自己的表決權外，還有第二票或決定票，所有表決應親自或委任代表發出。
24. The instrument appointing a proxy shall be in writing under the hand of the Active Member. A proxy needs to be an Active Member. 委任代表的文書應由活躍會友書面簽署，被委任代表必須是活躍會友。
25. 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. 委任代表的文書應在舉行會友大會或其休會前不少於四十八小時交予本教會的註冊辦事處。
26. At any General Meeting, unless a poll is demanded by at least one-third (1/3) Active 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. 在任何會友大會上，除非出席之三分之一的活躍會友要求以投票方式表決，否則主席宣佈決議案以舉手形式表決，獲某特定過半數通過或不獲通過，並且載述於本教會議事程序紀錄之簿冊中，有關決議結果即為有關事實之確證。
27. If a poll is demanded in manner stated above, 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. 如果有人要求以上述投票方式表決，即須按主席所指示的時間和方式以投票方式表決，而表決的結果須當作是以投票方式表決在會友大會通過的決議。

EXCOMMUNICATION OF MEMBERS 終止會友會籍

28. (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:- 任何會友如犯了以下任何一項，可被本教會終止會友會籍，並從會友名冊中除名：
- (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 unbecoming to a Christian; or 他已被法院裁定犯有涉及道德敗壞的罪行，而執事會亦認為他不是基督徒；或
 - (ii) he has been leading a life that in the opinion of the Board of Deacons renders him no longer able to bear testimony as a Christian; or 他一直過著執事會認為不能為基督徒作見證的生活；或
 - (iii) he has in the opinion of the Board of Deacons blatantly failed to observe the Articles of Association of the Church; or 執事會認為他公然不遵守本教會的組織章程細則；或
 - (iv) his behavior or conduct has been in the opinion of the Board of Deacons dishonorable or injurious to the interest, benefit, character, or good name of the Church. 執事會認為其行為舉止可恥或損害本教會的權利、利益、品格或良好聲譽。
- (b) No Member may be excommunicated from the Church unless:- 除非發生以下情況，否則不會終止會友會籍：
- (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 在被本教會終止會籍前，他有機會和執事會或執事會代表會面，解釋為甚麼不應將他從會友名冊中除名，但他未對此作出回應，或未能把握機會給予合理解釋去說服執事會；及

- (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 執事會曾向他建議悔改，但他拒絕或不服從或沒有遵循所提出的建議；及
 - (iii) 75% majority at a meeting of the Board of Deacons have approved such excommunication or removal. 在執事會會議上，有 75% 的多數票已批准終止他的會籍。
- (c) In the event of a Member being excommunicated from the Church the Board of Deacons shall have the full right and liberty to notify the congregation of those attending church service of the Church and all other Christian churches or organisations of such excommunication and the reasons therefor. 會友如被本教會終止會籍，執事會擁有充份權利和自由，通知所有參加本教會聚會的會眾及所有其他基督教教會或機構其被終止會籍的情況和原因。
- (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. 任何會友因本章程細則而被終止會籍的，可以在悔改後，並獲得執事會的書面批准申請恢復會籍。
29. 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 28 of Part B herein if whilst being a Member he was guilty of any of the wrongs mentioned in paragraphs (a)(i), (ii), (iii) or (iv) of Article 28 of Part B herein. 按本章程細則 B 部分第 10 條的規定不再是本教會會友的任何一人，如果在其作會友期間犯下在本章程細則 B 部分第 28 條 (a) (i), (ii), (iii) 或 (iv) 提及的過失，他仍將按照本章程 B 部分第 28 條的規定接受紀律懲處終止會籍。

DUTIES OF DEACONS 執事的職責

30. 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. 執事會應為本教會作出主要決定，執事會應制定本教會的長期目標和事工方向，以及章程細則和政策，執事會應審批年度事工計劃。
31. 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:- 執事會應遵守本組織章程細則 A 部分第 5 條的規定，這些條文純粹是為實踐本教會宗旨而進行管理本教會的主要財務事務，包括但不限於以下各項:-

- (a) to approve the budget for each financial year; 審批每個財政年度的預算；
 - (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; 以恰當、審慎和保守的形式，將款項以存款的方式投資在香港或香港以外的銀行或財務公司，或投資在任何政府債券，或投資在香港任何土地、建築物、宅院或物業單位的按揭，或債權證、債權股證、基金、股票、或證券；
 - (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. 按本教會認為適合的條款，將當其時歸屬本教會的任何土地、建築物、宅院、物業單位、按揭、債權證、債權股證、股權、基金、股票、證券、船隻、貨品及實產批出、出售、轉易、轉讓、退回、交出、按揭、批租、出租、再轉讓、移轉或以其他方式處置。
32. The Board of Deacons shall oversee the provision of the physical facilities needed by the Church including any major construction projects. 執事會應監察本教會所需物質設施的供應，包括任何重大建造項目。
33. 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 and remuneration of the Senior Pastor and the setting of the grade, scale and remuneration of staff and other staff policies and benefits. 在遵守本組織章程細則 A 部分第 5 條的前提下，執事會應作出本教會的主要人事決定，包括堂主任的委任和薪酬，以及其他員工的委任等，及設定級別和薪酬及其他員工政策和福利。

SELECTION OF DEACONS 執事的委任

34. Unless otherwise determined in the General Meeting, the number of Deacons shall not be less than five (5) and shall consist of Deacons elected at the 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 the 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 35 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 up to the end of the financial year of the Church in which their appointment as Deacons take effect. There is no restriction on how many terms a selected member of the pastoral team may serve as a Deacon. 除非在會友大會上另有決定，執事的人數不得少於五（5）人，包括在會友大會上由選舉產生的執事、堂主任和被委任的教牧同工，但由會友大會選舉產生的執事人數必須多於堂主任和被委任的教牧同工的執事人數，堂主任應自動成為執事會成員，被委任為執事的教牧同工應由堂主任提名，並由執事會委任為執事，按本章程細則 B 部分第 35 條的規定，堂主任和被委任為執事的教牧同工無須退任，但應受適用於執事和執事會的所有條款約束，被委任為執事的教牧同工之任期是直至本教會財政年度結束為止，對於被委任的教牧同工可以擔當多少次執事任期則沒有限制。
35. Elected Deacons of the Unincorporated Church in 2022 shall serve as Deacons for the Church (“the First Deacons”) for an initial term of two (2) years from xx xxx 2022. Except for the First Deacons, all Deacons elected at the Annual General Meeting must: 於 2022 年作為非法人教會的執事將擔任本教會執事（“首屆執事”），任期由 2022 年 X 月 XX 日起，為期二年，除首屆執事外，所有執事均由年度會友大會選舉產生，同時必須：
- (a) Be a Member of the Church for not less than three (3) years; 已成為本教會會友不少於三（3）年；
 - (b) hold office for a term of two (2) years from the date of election. 自當選之日起任職二（2）年。
36. 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 46 and 47 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. 在每年的年度會友大會上，任期已屆滿的執事（除堂主任和指定為執事的教牧同工外）可以在符合本章程細則 B 部分第 46 和 47 條的規定作連任，但執事不能連任超過三個任期（除堂主任和被委任為執事的教牧同工外）。

37. 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 Vice-Chairman, one Treasurer and such other office-bearers as it deems fit. 除堂主任和被委任為執事會成員的教牧同工外，執事不得擔任辦公室主任，執事應自行選舉一名主席，一名副主席，一名司庫和其認為合適的其他職位。
38. The Church Secretary shall keep all records of meetings of the Deacons. 教會秘書應存檔執事會會議的所有記錄。
39. The Treasurer shall keep all the accounting records of the Church, containing the accounts and ledgers of transactions and dealings of the Church. 司庫應妥善存檔本教會的所有會計賬目，包括本教會交易和往來的賬簿。
40. 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 must be absent from meetings and discussions concerning their own appointment, conditions of service and remuneration and must not vote thereon. 若執事與本教會的任何交易、安排或合同或建議的交易、安排或合同有直接或間接利益關係，該執事不應投票，若他投了票，他的投票應不計算在內，被委任為執事會成員的教牧同工，必須避席與他任職有關的服務條件和薪酬的會議及討論，並且不得對此進行投票。
41. 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. 執事會可以委任一名或多名執事和會友組成小組委員會，負責本教會任何特定事務。
42. 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. 執事會有權委任一位會友填補執事會職位的空缺，該被委任的會友應在下年度會友大會中退任。

43. The Board of Deacons may act notwithstanding any vacancy in their body. In case the office of the Chairman becomes vacant, the Vice-Chairman shall become the Chairman for his remaining term. 即使執事會出現任何空缺職位，在任執事仍然可以處理事務，如主席職位空缺，副主席可以出任為主席，直至任期完結。
44. 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. 執事會應將一份載有執事的姓名、地址和職業的登記名冊存檔在本教會的註冊辦事處。
45. No Deacons shall act in such capacity by proxy. 執事不得以代理身份處理事務。
46. Not less than two (2) months before the Annual General Meeting, any Active Member of the Church may recommend person(s) to the Senior Pastor for his approval to be candidate(s) for election as Deacon(s) to the Board of Deacons for consideration. 在年度會友大會召開前不少於兩（2）個月，本教會的活躍會友可向堂主任推薦執事候選人，經批准後，可以作執事參選人，由執事會審議。
47. Not less than one (1) month before the Annual General Meeting, the Board of Deacons shall recommend to the Senior Pastor for his approval 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. 執事會應在年度會友大會召開前不少於一（1）個月，向堂主任建議批准候選人名單（如有）（堂主任及教牧同工成員除外），經批准後，可列入候選執事名單。
48. All candidates (save and except the Senior Pastor and the members of the pastoral team) approved pursuant to Articles 46 and 47 of Part B above shall be elected to be Deacons by a Simple Majority of votes of the Members during the Annual General Meeting. 按本章程細則 B 部分第 46 條和第 47 條批准的所有候選人（除堂主任和教牧同工成員外），應在年度會友大會中以會友的過半數票當選為執事。

PROCEEDINGS OF BOARD OF DEACONS 執事會的議事程序

49. A meeting of Deacons shall be held at least once every half year. In case of special business, the Chairman or any three (3) members of the Board of Deacons may at any time summon a meeting of the Board of Deacons. 執事會應至少每半年召開一次會議，如有特殊事務，執事會主席或任何三（3）名成員可隨時召開執事會會議。

50. The Chairman shall take the chair at all meetings of the Deacons, and if at any meeting he or the Vice-Chairman be not present within fifteen (15) minutes after the time appointed for holding the same, the Deacons present shall choose someone from their number 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. 主席應在所有執事會議上主持會議，如在任何會議上他或副主席在指定開會時間後十五（15）分鐘內仍未出席會議，出席執事可在與會的執事中選出一人主持該會議，執事們如認為適合，可召開會議處理事務、將會議延期及以其他方式管理會議。
51. Not less than one-half of the members of the Board of Deacons or three (3) members of the Board of Deacons whichever is lesser for the time being personally present at a meeting shall be a quorum provided that at least two (2) of them or 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. 處理執事會事務所需的法定人數，不應少於執事會人數的一半，或三（3）名執事會成員，以當時較少者為準，但其中至少二（2）位或多數應是在會友大會中選舉出來的，該法定人數必須繼續保持直至會議結束，否則不得在執事會會議上處理任何事務。
52. Questions 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. 在任何執事會會議上產生的問題，須由與會執事過半數票決定，除非本教會組織章程細則另有規定，在票數均等的情况下，由會議主席決定有權投第二票或決定票，所有投票應以舉手方式進行，除非出席執事要求進行投票表決。
53. 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. 所有執事會成員書面簽署的決議，應等同在正式召集並組成的執事會會議上通過的決議一樣具有效力。
54. 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. 執事會要確切使會議記錄恰當地記下來，包括委任職員、每次出席執事會會議的執事姓名、執事會所有指示、會友大會和執事會的決議和議事過程。

DISQUALIFICATION OF MEMBERS OF THE BOARD OF DEACONS

執事資格的取消

55. A member of the Board of Deacons shall be removed from his office in the following events:-
執事如有下述情形，即須被撤離執事職位：

- (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 如果執事在沒有向執事會作出任何解釋的情況下，六（6）個月沒有出席在此期間舉行的執事會會議；或
- (b) If he has been convicted by a court of law of an offence which in the opinion of the Board of Deacons is unbecoming to a Christian 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 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 如果他已被法院裁定犯了罪，而執事會認為該罪行是與基督徒身份不相符，或他過著執事會認為有失基督徒見證的生活，或執事會認為他沒有遵守本組織章程細則，或執事會認為他的行為舉止可恥，有損教會的利益和名聲，而當他有機會在執事會面前解釋為甚麼不應該被終止會籍的原因時，他沒有把握機會，及執事會建議他悔改，他拒絕或不服從或不遵從該建議，並在執事會會議上以 75% 的多數票通過了終止其會籍的決議；或
- (c) If he is found lunatic or becomes of unsound mind; or 如果他被證實患有精神錯亂或精神不健全；或
- (d) If by notice in writing to the Church he resigns his office given in accordance with section 464(5) of the Ordinance; or 如果他以書面形式通知本教會辭職，則按公司條例第 464（5）條辭去職務；或

- (e) If he is removed by resolution at any General Meeting; or 如果他在任何會友大會上被決議罷免；或
- (f) If he holds any office of profit under the Church; or 如果他在本教會委任的職位下收取利益；或
- (g) If he becomes bankrupt; or 如果他破產；或
- (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 如果他與本教會的任何交易、安排或合同或建議的交易、安排或合同（是與本教會的運作有關的重要交易、安排或合同或建議的交易、安排或合同）有直接或間接的利益關係，而該等利益關係是具關鍵性的，但他沒有按公司條例第 536 至 538 條的規定申報其利益關係的性質及程度；或
- (i) If he is prohibited from being a director by law. 如果法律禁止他擔任董事。

MANAGEMENT OF PROPERTIES 物業管理

56. 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. 本教會有權購買或以其他方式獲取不動產、權利或特權（“財產”），以達成本組織章程細則內列明的宗旨，財產的契據或其他文書由執事會委任任何兩（2）位執事簽署，並在必要時加蓋本教會印章。
57. (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. 本教會在購置物業前，必須在會友大會上至少百分之七十五（75%）的多數票通過該決議。
- (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. 在本教會為購置的物業作按揭抵押，而按揭期超過三（3）年，或在出售物業前，必須在本教會的會友大會上以百分之七十五（75%）的多數票通過對作抵押的按揭期超過三（3）年，或出售物業的決議。

THE SEAL AND USE OF FUNDS 印章和資金的運用

58. Subject to Article 56 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. 在遵守本章程細則 B 部分第 56 條的前提下，除非獲得執事會決議授權，並在任何兩（2）位執事在場的情況下，否則不得將本教會印章附加在任何文書上。
59. 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. 所有支票，匯票或其他銀行付款指示應由任何兩（2）位執事簽署，方可執行。
60. 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. 除非執事會另有決議，本教會收到的所有款項應存放在香港營運的銀行，執事會可以不時以書面形式或通過決議委任或授權該等銀行。
61. 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. 本教會的資金不得用於本教會組織章程細則以外的任何目的。

RECORDS OF THE CHURCH 教會記錄

62. The Deacons must cause the information of the Church to be adequately recorded as required by the Ordinance. 執事們必須按照公司條例的要求，充分記錄教會的資料。

ACCOUNTS AND AUDIT 帳目和審計

63. The Board of Deacons must keep accounting records that: 執事會必須存檔會計帳目：
- (a) comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance, and 以符合公司條例第 9 部第 4 分部第 2 細分部的規定，並
 - (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. 讓執事們能按照公司條例第 9 部第 4 分部第 3 細分部編制每個財政年度的財務報表，執事們必須按照公司條例的要求為每個會計參考期編制年度財務報表，以令財務報表作出真實而公平的反映，並遵循香港會計師公會頒布或採用或其之後頒布或採用的會計準則，及遵守其所有推薦慣例。
64. Auditors shall be appointed and their duties regulated in accordance with the Ordinance. 核數師應按公司條例被委任，並釐定其職責。
65. The Deacons must keep accounting records 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. 執事們必須按公司條例的要求存檔會計帳目，帳目應存檔在本教會的註冊辦事處或執事會認為合適的其他地方，並須經常公開讓執事們查閱。

NOTICES 通知

66. 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. 本教會可以將會議通知書當面遞交給會友，或以預先繳付的郵遞方式發送到該會友的最後已知地址，或傳真到其在香港最後已知的傳真號碼或通過電子郵件發送到其最後

已知的電郵地址，或通過短訊服務（SMS）發送到其最後已知的手機號碼，或會友以書面形式通知本教會其地址、傳真號碼、電郵地址或手機號碼，達到發送通知的目的。

AMENDMENTS TO ARTICLES 修改章程細則

67. 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 Active Members of the Church in General Meeting. 除非事先獲得本教會活躍會友在會友大會上批准作出特別決議，不得對本教會現有組織章程細則進行任何補充、更改或修正。

ASPECTS NOT COVERED BY THE ARTICLES OF ASSOCIATION

組織章程細則未涵蓋的地方

68. 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. 在本教會組織章程細則沒有涵蓋的地方，只要當中國基督教播道會總會和聯會繼續維持慈善團體的身份，則中國基督教播道會總會的規條和聯會的組織章程細則條文將適用。

中文翻譯僅供參考，正式註冊文件會使用英文版本，如中英文版有不同之處一概以英文版為準。

We, the several persons, whose names and addresses are hereto given below, wish to form a company and wish to adopt the Articles of Association as attached. 我們，即以下列具姓名及地址的人士，均意欲依據本組織章程細則組成一間公司。

Names and Addresses of Signatories 簽署人的姓名和地址

We, the several persons, whose names and addresses are hereto given below, wish to form a company and wish to adopt the Articles of Association as attached. 我們，即以下列具姓名及地址的人士，均意欲依據本組織章程細則組成一間公司。

Names and Addresses of Signatories 簽署人的姓名和地址

Subject to Approval