

寄件者: Jeffrey Kwok DeSPACE [REDACTED]  
寄件日期: 2026年01月19日星期一 12:43  
收件者: tpbpd/PLAND  
副本: TPB Submission/PLAND; Greg Lam; [REDACTED] David Chi Chiu  
CHENG/PLAND; Ivan Sze Yuet FUNG/PLAND  
主旨: A/FSS/303 - Further Information (1)  
附件: A\_FSS\_303 FI(1).pdf  
類別: Internet Email

Dear Sir/Madam,

Please see the attached copy of FI(1) of planning application No. A/FSS/303 for your reference. The same have been uploaded to the drive link under the Government Cloud Services.

Should you have any queries, please contact me at [REDACTED].

Regards,

**Jeffrey Kwok**  
[REDACTED]



DeSPACE (International) Limited

Date: 19<sup>th</sup> January 2026

Secretary, Town Planning Board  
15/F, North Point Government Offices  
333 Java Road, North Point, Hong Kong

Pages: 1 + Attachments  
BY EMAIL  
(dcccheng@pland.gov.hk)  
(isyfung@pland.gov.hk)

Dear Sir/Madam,

**SECTION 16 APPLICATION  
TOWN PLANNING ORDINANCE (CHAPTER 131)**

**PROPOSED RELIGIOUS INSTITUTION (CHURCH) AT SHOP G1B OF DAWNING VIEWS  
SHOPPING PLAZA, NO. 23 YAT MING ROAD, FANLING, NEW TERRITORIES**

**Planning Application No. A/FSS/303 - Submission of Further Information (1)**

Reference is made to the emails dated 23<sup>rd</sup> December 2025 and 8<sup>th</sup> January 2026 in relation to comments from the TD and HYAB. In order to address the comments, please find the attached response-to-comment (R-to-C) table (**Attachment 1**).

Clarification is also made as follows:

1. The operation hours are 8:00am – 10:00pm daily, including the major worship session between 11:30 am and 1:00 pm during weekends.
2. The overall maximum capacity of the church is 200 people.

Should you have any queries with this submission, please feel free to contact Mr. Jeffrey Kwok  
OR Mr. Arthur Ma at [REDACTED]

Yours faithfully,  
FOR AND ON BEHALF OF  
**DeSPACE (INTERNATIONAL) LIMITED**

pp.   
Greg Lam



(cc. Mr. CHENG Chi Chiu, David (Town Plnr/ Yuen Long E 9)

**Planning Application No. A/FSS/303**

**Attachment 1: Response-to-Comment Table (Departmental Comments)**

<i>Departmental Comments</i>	<i>Response</i>
<b>Home and Youth Affairs Bureau</b> received on 23.12.2025 by email	
<p>1. Under the prevailing policy, land grant cases filed by religious organisations involving religious/ ancillary religious facilities may be allowed a concessionary premium of two-thirds of the best alternative full market value with our policy support. The three conditions that have to be satisfied for us to consider rendering the aforesaid policy support are –</p> <p>(a) <u>The applicant has to be a bona fide religious organisation;</u>            (b) The applicant has to be a charitable organisation registered under section 88 of the Inland Revenue Ordinance ("IRO"); and            (c) The facilities concerned are for places of worship and ancillary use.</p> <p>2. As I was unable to locate any official website (only Applicant's kindergarten <a href="https://www.fhlwmkg.edu.hk/">https://www.fhlwmkg.edu.hk/</a> is available) or social media of Applicant, the Applicant is advised to provide the <u>Memorandum of Association ("MOA")</u> to facilitate our consideration whether the abovementioned conditions (a) is met. Comments will be given from the religious perspective to the subject application after receiving the supplementary information required.</p>	<p>Noted.</p> <p>Noted. Please refer to <b>Attachment 2</b> for MOA of the Applicant for your reference.</p>
<b>Transport Department</b> received on 08.01.2026 by email	
<p>1. Please note the following comment(s) from TD from traffic engineering point of view:</p> <p>(a) It is noted that 1 parking space is required for every 16 seats or equivalent for a church according to Table 11 Section 2 of Chapter 8 of the Hong Kong Planning and Standard Guidelines. The applicant should estimate the number of parking spaces required for the proposed church accordingly and check whether there are sufficient parking spaces inside or near Union Plaza; and</p>	<p>Noted. As provided by the Applicant, the estimated number of parking spaces required for the proposed church is no more than six (6).</p> <p>As mentioned in the Supplementary Planning Statement, there are a total of 39 public hourly parking spaces in Union Plaza. The Applicant has also inquired with the management office of the car park about the occupancy rate during weekdays and weekends:</p>

PROPOSED RELIGIOUS INSTITUTION (CHURCH) AT SHOP 193 ON 1/F, UNION PLAZA, 9 WO MUK ROAD, FANLING, NEW TERRITORIES

Departmental Comments	Response		
		Weekdays	Weekends
	Occupancy Rate	20-30%	50-60%
			<p>Inasmuch as the parking spaces within Union Plaza are sufficient for the proposed development of the church, visitors may also utilize the public parking meters located nearby (refer to Figure 2 in the Supplementary Planning Statement for locations and details).</p> <p>Nevertheless, as the proposed church primarily serves the nearby community, the Applicant will encourage visitors to access the Subject Premises on foot or via public transportation to minimize traffic flow and alleviate parking pressures.</p>
2. (b) The applicant is reminded that no queues should be formed on the public road by the visitors of the proposed church.	Noted.		

## **Attachment 2**

## **Memorandum of Association**

# ARTICLES OF ASSOCIATION

## OF

# WAH MING CHRISTIAN FAITH HOPE LOVE CHURCH

# 華明基督徒信望愛堂

(Name changed on 26 August 2024)

(As adopted by Special Resolution passed on 4 August 2024)

**Incorporated the 23rd day of May, 2023.**

## HONG KONG

No. 75342158

[COPY]

## **CERTIFICATE OF INCORPORATION**

I hereby certify that

WAH MING CHRISTIAN FAITH HOPE LOVE CHURCH LIMITED

# 華明基督徒信望愛堂有限公司

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

Issued on 23 May 2023.

(Sd.) Miss Helen TANG

*Registrar of Companies  
Hong Kong Special Administrative Region*

### Note :

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

編號 75342158

No.



公司註冊處

COMPANIES REGISTRY

## 公司更改名稱證明書

## CERTIFICATE OF CHANGE OF NAME

\*\*\*\*\*

本人謹此證明

I hereby certify that

WAH MING CHRISTIAN FAITH HOPE LOVE CHURCH LIMITED  
華明基督徒信望愛堂有限公司

已獲發特許證可無須加入「有限公司」一詞，並已藉  
having been granted a licence to dispense with the word 'Limited' and having by

特別決議更改其名稱，該公司為有限公司，  
special resolution changed its name, is a limited company and is now incorporated

其根據香港法例第622章《公司條例》註冊的  
under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)

名稱現為  
in the name of

WAH MING CHRISTIAN FAITH HOPE LOVE CHURCH  
華明基督徒信望愛堂

本證明書於二〇二四年八月二十六日發出。

Issued on 26 August 2024.

香港特別行政區公司註冊處處長鄧婉雯

Miss Helen TANG

*Registrar of Companies  
Hong Kong Special Administrative Region*

註 Note:

公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

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

**THE COMPANIES ORDINANCE**  
(Chapter 622)

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**SPECIAL RESOLUTION**

of

**WAH MING CHRISTIAN FAITH HOPE LOVE CHURCH LIMITED**

華明基督徒信望愛堂有限公司

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Passed on 4<sup>th</sup> August 2024

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By a written resolution signed by the sole member of the Company pursuant to section 548 of the Companies Ordinance, the following Special Resolution was duly passed :-

- (a) the name of the Company be changed to WAH MING CHRISTIAN FAITH HOPE LOVE CHURCH 華明基督徒信望愛堂; and
- (b) the regulations contained in the printed copy of the Articles of Association attached to this Resolution and, for the purpose of identification, signed by a Director hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof.

(Sd.) Wong Wai Hung

.....  
Wong Wai Hung  
Member

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

**WAH MING CHRISTIAN FAITH HOPE LOVE CHURCH**

(華明基督徒信望愛堂)

(Name changed on 26 August 2024)

(As adopted by Special Resolution passed on 4 August 2024)

**Part A Mandatory Articles**

- \* 1. The name of the company is “WAH MING CHRISTIAN FAITH HOPE LOVE CHURCH (華明基督徒信望愛堂)” (hereinafter called “the church”).
- 2. The registered office of the church will be situated in Hong Kong.
- 3. The objects for which the church is established are: -
  - (i) To acquire and take over the whole of the assets and liabilities of an unincorporated church of The Christian The Faith Hope Love Church at G/F., Tim Ming House, Wah Ming Estate, Fanling, New Territories, Hong Kong and to maintain and conduct the same in succession to and in continuation of the said church.
  - (ii) To conduct, carry out, establish, construct, maintain, improve, manage and superintend, or to assist in the carrying out, establishment, construction, maintenance, improvement, management, or superintendence of churches, chapels, hospitals, Christian youth centres, and stations for advancement of Christianity provided that if the recipients of the funding of the church are organizations they shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the church under or by virtue of articles 4, 5 and 12 of Part A.
  - (iii) To proclaim the gospel, to make people believers of Christ, to lead people in worship of Christ, and to edify their spiritual life so to glorify Christ.
  - (iv) For advancement of Christianity and for advancement of education, to establish and maintain non-profit making school or schools and kindergarten or kindergartens where students or pupils may obtain free of charge or on moderate terms a sound religious and general education, and to provide for the delivery and holding of lectures, exhibitions, meetings, classes, and conferences calculated directly or indirectly to advance the teaching and doctrines of the gospel and education provided that if the recipients of the funding of the church are organizations they shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the church under or by virtue of articles 4, 5 and 12 of Part A.
  - (v) 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 and privileges as may deem expedient.
  - (vi) To purchase, take on lease or in exchange, hire or otherwise acquire real and personal estate which may be deemed necessary or convenient for any of the objects of the

\* (Name changed on 26 August 2024)

church. To construct, maintain, and alter any houses, buildings, or works necessary or convenient for the objects of the church.

- (vii) In furtherance of the objects of the church but not otherwise, to sell, assign, transfer, exchange or otherwise dispose of any lands, buildings or other property of the church upon such terms as the board of directors of the church shall think fit.
- (viii) To borrow any money required for the objects of the church upon such terms and on such securities as may be determined.
- (ix) To accept donations and offerings and to receive property both real and personal by devise or bequest or gift for all or any of the objects of the church.
- (x) In furtherance of the objects of the church but not otherwise, to act as custodian, trustee or manager of any property or fund for any charitable or other organizations or institutions.
- (xi) In furtherance of the objects of the church but not otherwise, to invest the moneys of the church not immediately required upon such securities or otherwise in proper and prudent manner as may from time to time be determined.
- (xii) To carry out, establish, construct, maintain, improve, manage and superintend directly or indirectly hospitals, clinics, dispensaries, stations and establishment for furthering the objects of the church provided that if the recipients of the funding of the church are organizations they shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the church under or by virtue of articles 4, 5 and 12 of Part A.
- (xiii) To issue, print, publish, produce, distribute and sell Christian newspapers, periodicals, books, leaflets, records, tapes and any other media that the church may consider desirable for the promotion of Christian faith.
- (xiv) In furtherance of the objects of the church but not otherwise, to raise and establish charitable funds for the assistance of any group of persons who may have any contribution to education, religion and charity provided that if the recipients of the funding of the church are organizations they shall prohibit the distribution of their income and property amongst their members to an extent at least as great as is imposed on the church under or by virtue of articles 4, 5 and 12 of Part A.
- (xv) To apply to the Hong Kong Government for subsidy in its promotion of the objects of the church.
- (xvi) In furtherance of the objects of the church but not otherwise, to draw, make, accept, indorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, cheques and other negotiable or transferable instruments.
- (xvii) To do all such other lawful things as are incidental or conducive to the attainment of any or all of the above objects.

**PROVIDED THAT :-**

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

4. 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 in this Articles of Association.
5. Subject to articles 7 and 8 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.
6. No director or member of the governing body of the church (except those directors who have special qualifications (that is qualifications concerning 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) 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 articles 7 and 8 below) shall be given by the church to any director or member of the governing body (except those directors as aforesaid). The number of remunerated directors must not be more than one and that such director must be absent from meetings and discussions concerning his own appointment, conditions of service and remuneration and must not vote thereon.
7. Nothing herein shall prevent the payment by the church of reasonable and proper remuneration to a member of the church not being a director or member of the governing body of the church in return for any goods or services supplied by him or her to the church.
8. Nothing herein shall prevent the payment by the church: -
  - (i) of reimbursement to a member of the church for out-of-pocket expenses properly incurred by him or her for the church;
  - (ii) of interest on money lent by a member of the church to the church at a reasonable and proper rate which must not exceed 2% per annum above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
  - (iii) of rent to a member of the church for premises let by him or her to the church provided that the amount of the rent and the other terms of the lease must be reasonable and proper; and such member must withdraw from any meeting at which a proposal of the rent or other terms of the lease are under discussion; and
  - (iv) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the church 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.
9. No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with articles 7 and 8 above.
10. The liability of the members is limited.
11. Each person who is a member of the church undertakes that if the church is wound up while the person is a member of the church, or within one year after the person ceases to be such a member, the person will contribute an amount required of the person, not exceeding HK\$10.00 to the church's assets:
  - (i) for payment of the church's debts and liabilities contracted before the person ceases to be such a member;
  - (ii) for the payment of the costs, charges and expenses of winding up the church; and
  - (iii) for the adjustment, among the contributories, of their rights.

12. If upon the winding up or dissolution of the church there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this 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 above and this article, such institution or institutions to be determined by a resolution of the members of the church at or before the time of dissolution and in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in the matter and, if this provision cannot be effected, then to charitable purposes as directed by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in the matter.

I/WE, the undersigned, wish to form a company and wish to adopt the Articles of Association as attached.

Name(s) of Founder Member(s)
WONG Wai Hung 黃偉雄

## Part B Other Articles

### Preliminary

#### 1. In these regulations:-

“Articles” means the Articles of Association of the church.

“Ordinance” means the Companies Ordinance, Chapter 622 of the Laws of Hong Kong including the related subsidiary legislation.

“The church” means “WAH MING CHRISTIAN FAITH HOPE LOVE CHURCH (華明基督教信望愛堂)’.

“The board of directors” or “the directors” or the “Directors” or “the board” means the governing body of the church and every member of the board of directors shall be deemed to be a “director” of the church for the purpose of the Ordinance.

“The Pastor” means the principal pastor, or when no pastor is employed, the principal preacher, employed by the church.

“Reporting Documents” means the reporting documents for a financial year as referred to in section 357(2) of the Ordinance.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

When any provision of the Ordinance is referred to the reference is to such provision as modified by any Ordinance for the time being in force.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance or any statutory modification thereof in force at the date at which these articles become binding on the church.

### Belief

2.
  - (i) We believe in God the Father as the self-existent, eternal and only true God.
  - (ii) We believe in God the Son as wholly divine, and for our salvation became true man by Incarnation, being conceived of the Holy Spirit, born of the Virgin Mary, crucified on the Cross, buried, rose from the dead and ascended into Heaven. He shall come again to establish His kingdom to judge the world.
  - (iii) We believe in the Holy Spirit as the Comforter sent by the Father, dwelling in every believer, to enlighten the faithful and convict the world of sin.
  - (iv) We believe in the triune God of the Father, and of the Son, and of the Holy Spirit.
  - (v) We believe in the Holy Scripture as the inspired and infallible Word of God, and the divine and supreme authority in Christian life.
  - (vi) We believe in man being made in God's own image and above all created things, tempted and fell under the power of sin unable to be saved by himself. Only those accept Christ's salvation by faith can inherit Eternal Life.
  - (vii) The devil is the origin of sin and the ruler of the dark world, also an evil spirit at work within the hearts of sinful and rebellious men.
  - (viii) Local church is formed by individual believers. Jesus Christ is the Head of the church in which the Holy Spirit is also at work.

## **Members**

3. The number of members with which the church proposes to be registered shall be fixed by the church, and the directors may from time to time register an increase of members.
4. The following persons shall be the members of the church:-
  - (i) the founder members;
  - (ii) the Pastor; and
  - (iii) such other persons as the board of directors shall admit to membership

## **Qualification of Members**

5. No person shall be admitted as a member of the church unless:-
  - (i) He has been baptised by immersion for at least seven years;
  - (ii) He has been registered as a parishioner of the church;
  - (iii) He has attained 21 years of age;
  - (iv) He has regularly attended the Sunday services of the church in the last 24 months; and
  - (v) He has been approved by the board of directors as being one suitable to be admitted to membership of the church.

The board of directors shall have full discretion in admitting any parishioner as member. This article shall not apply in case of employment of the Pastor.

## **Termination of Membership**

6. (i) A member of the church may resign from membership by giving one month's notice in writing to the board of directors of his intention so to do, and upon the expiration of this notice, and after payment of all outstanding dues and liabilities due from such member to the church; he shall cease to be a member of the church.
- (ii) A member of the church may be deemed to withdraw his membership if he has failed to attend the Sunday services of the church for 12 consecutive months without giving any excuse in writing.
- (iii) The names of the members will be transferred to a register of absent members if those members fail to attend the Sunday services of the church for 6 consecutive months without giving reasonable excuses in writing. Members in the register of absent members shall not be eligible to vote in general meetings and notice for the general meetings will not be sent to them. Absent members in the register can be reverted to the normal church membership register by the decision of a three-quarters majority of the board of directors.

## **Expulsion of Members**

7. A member of the church shall forthwith cease to be a member if he is requested by resolution passed by a three-quarters (3/4) majority of the board of directors to resign.

The board of directors, when exercising its discretion to request a member to resign, shall consider in particular that the member has failed to observe any one or more of the Belief,

regulations or by laws of the church, or the behavior or conduct of any such member has been dishonourable or improper or injurious to the interest, benefit, character, or good name of the church.

### **Admission of Parishioners**

8. A parishioner of the church is one whose name is registered in the register of parishioners of the church.
9. The board of directors may from time to time determine the regulations and bylaws governing the procedure of admission of parishioners.
10. Subject to article 9 of Part B the procedure for the admission of parishioners shall be governed by the following regulations:-
  - (i) Any person over the age of 16 years or under the age of 16 years if agreed by the Pastor (or a preacher) and an elder (or a deacon) who intends to become a parishioner of the church may complete and sign the form of application.
  - (ii) The applicant shall then be interviewed and examined by the Pastor, a preacher, an elder or a deacon. If they are satisfied that the applicant truly repents and confesses Jesus Christ as Saviour, they may recommend to the board that he is fit to be admitted to be a parishioner.
  - (iii) The board shall have absolute power for the admission of parishioners and it may reject any application or recommendation without assigning any reason thereto.
  - (iv) If the board accepts the recommendation and approves the application, the applicant shall be baptised by immersion in the church by the Pastor, a preacher, or their delegate.
  - (v) If the applicant has been baptised by immersion in any other church and the board is satisfied that he has in fact been so baptised and considers that such baptism effective, the board may dispense with baptism by immersion of the applicant.
  - (vi) The applicant's name shall then be entered in the register of parishioners and he will become a parishioner of the church.

### **Special Baptism**

11. A person who truly repents and has determined to confess Jesus Christ as Saviour but has been prevented by serious illness and circumstances beyond his control complying with the requirement of the foregoing article 10, in particular from receiving baptism by immersion, may apply to the Pastor or his delegate for special baptism stating the reasons for so applying. The Pastor or his delegate shall interview him. If he satisfies the Pastor or his delegate that he truly repents and confesses Jesus Christ as Saviour, the Pastor or his delegate may conduct for him a special baptism that is to say, the Pastor or his delegate may baptise him either by immersion or sprinkling of water.
12. The Pastor or his delegate shall report the special baptism at the next nearest meeting of the board of directors, and the board shall ratify the special baptism and the person received special baptism shall thereupon become a parishioner of the church.

## **Status of Parishioner in the Church**

13. A parishioner of the church is not a member of the church within the meaning of section 112 of the Ordinance. Unless and until a parishioner is duly admitted a member of the church pursuant to the provisions in these articles, he is not as of right to attend or vote at any of the general meetings of the church nor is he entitled to be an elected director of the church nor is he entitled to be appointed to any office in the board. Despite the foregoing provision in this article, the board of directors may invite any or all the parishioners of the church to be present as audience in any general meeting of the church.

## **Duties of Parishioners**

14. The parishioners of the church shall abide by the following disciplinary regulations: -
  - (i) The parishioners of the church shall pray and read the Holy Bible every day. They shall abide by the teachings of the Holy Bible. They shall regularly attend Sunday services. They must have good works that befit repentance, that the Lord's name be glorified, and
  - (ii) They shall abide by the principle of monogamy and remove all bad habits which are contrary to the teaching in the Holy Bible.

## **Resignation and Withdrawal of Parishioners**

15. (i) A parishioner of the church may resign by giving one month's notice in writing to the board of directors of his intention so to do, and upon the expiration of his notice, and after payment of all outstanding dues and liabilities from such person to the church; he shall cease to be a parishioner of the church.  
(ii) A parishioner of the church may be deemed to withdraw from his status if he has failed to attend the Sunday services of the church for 12 consecutive months without giving any excuse in writing.

## **Expulsion of Parishioners**

16. A parishioner of the church shall forthwith cease to be a parishioner if he is requested by resolution passed by a three-quarters (3/4) majority of the board of directors to resign.

The board of directors, when exercising its discretion to request a parishioner to resign, shall consider in particular that the parishioner has failed to observe any one or more of the Belief, regulations or by laws of the church, or the behavior or conduct of any such parishioner has been dishonourable or improper or injurious to the interest, benefit, character, or good name of the church.

## **General Meetings**

17. 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 may be prescribed by the board of directors.
18. The board of directors may, if it thinks fit, call a general meeting.
19. Notwithstanding the foregoing provisions of these articles, if the board of directors is required

to call a general meeting under section 566 of the Ordinance, it must call it in accordance with section 567 of the Ordinance. If the board of directors does not call a general meeting in accordance with section 567 of the Ordinance, the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting in accordance with section 568 of the Ordinance.

### **Notice of General Meetings**

20. Subject to the provisions contained in Part 12 of the Ordinance, an annual general meeting must be called by notice of at least 21 days in writing. Other general meetings must be called by notice of at least 14 days in writing. The notice of a general meeting shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and specify the place, the date and time of the meeting; state the general nature of the business to be dealt with at the meeting; and include notice of the resolution intended to be moved at the meeting.
21. Notice of a general meeting of the church will be given to members, directors and the auditor for the time being of the church in hard copy form or in electronic form; or by making the notice available on a website, or partly by one of those means and partly by another.
22. Any accidental omission to give notice of a general meeting to, or any non-receipt of notice of a general meeting by, any person entitled to receive notice does not invalidate the proceedings at the meeting.

### **Proceedings at General Meetings**

23. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, twenty-five per cent (25%) of all the members of the church, or ten (10) members of the church, whichever is less, present in person or by proxy shall be a quorum.
24. A proxy may only validly be appointed by a notice, as required by the church. A proxy must be a member of the church.
25. 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 another case it shall stand adjourned to the same day in the next week, at the same time and place. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
26. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the church.
27. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, the members present shall choose someone of their number to be the chairman.
28. 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 thirty 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.

29. 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 the chairman of the meeting, or by at least two members present in person or by proxy, or by any member or members present in person or by proxy and representing at least 5% of the total voting rights of all the members having the right to vote at the meeting. Unless a 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 minutes 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 favour of or against that resolution.
30. 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. In the minutes of proceedings of the general meeting, the result of the poll, the total of votes that could be cast, the number of the votes in favour of the resolution and the number of the votes against the resolution must be recorded.
31. In 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.
32. 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.

### **Votes of Members**

33. On a vote on a resolution at a general meeting, whether on a show of hands or on a poll, every member present in person or by proxy has one vote.
34. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy shall not be entitled to vote.
35. No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the church have been paid.

### **Board of Directors**

36. Unless otherwise determined by the church in general meeting the number of directors in the board of directors shall not be less than three nor more than fifteen. The church may from time to time in general meeting increase or reduce the number of directors.
37. The board of directors shall be the governing body of the church.

### **Qualification of Director**

38. A person shall not be qualified to become a director of the church unless:-
  - (i) He is a member of the church;
  - (ii) He has not been acting or behaving in manner or conduct contrary to those prescribed by 1 Timothy 3:1-13 and Titus 1:5-9 of the Holy Bible; and

(iii) He has constantly attended the worship services and activities of the church.

It is preferred that he is a deacon or an elder of the church.

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

39. The operations of the church shall be managed by the board of directors, who may pay all expenses incurred in promoting 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 the provisions of the Ordinance or these articles 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.
40. The board of directors shall cause the following to be recorded:-
  - (i) copies of all resolutions of members passed otherwise than at general meetings;
  - (ii) all resolutions passed by the directors without a meeting; and
  - (iii) minutes of all proceedings of general meetings of the church, and at meetings of the directors and of committees of directors.

The church must keep these records for at least 10 years.

### **Appointment and Retirement of Directors**

41. Candidates for the office of director shall be recommended prior to the annual general meeting in accordance with the regulations from time to time adopted by the board of directors, and such candidates shall be appointed directors of the church at the annual general meeting, and shall take office forthwith after the meeting at which they are appointed.
42. At the first annual general meeting of the church after its incorporation, all the directors shall retire from office; and at the annual general meeting in every subsequent two years, all the directors for the time being shall retire from office.
43. A retiring director shall be eligible for reappointment to the office and shall act as director throughout the meeting at which he retires.
44. The church at the general meeting at which one or more directors retire in manner aforesaid may fill the vacated office by appointing those candidates for the office of directors recommended prior to such general meeting pursuant to article 41 hereof to be directors and in default the retiring directors shall be deemed to have been reappointed unless at such meeting it is resolved not to fill such vacated office.
45. Any casual vacancy occurring in the board of directors may be filled by the directors but the person so chosen shall be subject to retirement at the same time as if he has become a director on the day on which the director in whose place he is appointed was last elected a director.
46. The board of 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 annual general meeting following the appointment, but shall be eligible for reappointment by the church at that meeting as a new director.
47. The church may by ordinary resolution 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.

### **Termination of Director's Appointment**

48. The office of a director shall be vacated in the following cases:-

- (i) If he should be absent from the regular meetings of directors for one year without permission of the directors. The board of directors may exercise its powers under article 45 to fill the vacancy;
- (ii)
  - a) If he ceases to be a deacon or an elder in accordance with provisions in articles 60(iii) and 61(iii) respectively; or
  - b) If the director, other than a deacon or an elder, has failed to observe the provision of 1 Timothy 3:1-13 and Titus 1:5-9 of the Holy Bible, or his behaviour or conduct is in contravention of the said provisions, the board of directors may by notice in writing call upon such director to appear before a meeting of the board of directors specially convened to consider the matter so that such director may give an explanation and defend himself. If the board of directors is not satisfied, the church may, by an ordinary resolution, remove such director from office;
- (iii) If he becomes bankrupt or suspends payment or compounds with his creditors;
- (iv) If he becomes a mentally incapacitated person;
- (v) If by notice in writing to the church he resigns his office in accordance with section 464(5) of the Ordinance;
- (vi) If he becomes prohibited from being a director by reason of any order made under Part IVA of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) or is prohibited from being a director by law;
- (vii) If he ceases to be a member of the church or becomes an absent member; or
- (viii) 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 fails to declare the nature and extent of his interest in manner required by section 536 of the Ordinance.

### **Proceedings of Directors**

49. The directors may meet physically or virtually through any technological means at any time for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Unless otherwise provided in these articles, 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. The chairman or any director may, and the secretary on the requisition of a director shall, at any time summon a meeting of the directors.

50. The quorum necessary for the transaction of business of the directors may be fixed by the board of directors and it shall be not less than one half of all the directors of the church.

51. A three-quarters majority of the directors are required to carry a resolution or decision made at the board meeting in respect of leasing, sale, purchase, charge or mortgage, release or transfer,

or otherwise the disposal of the real property of the church.

52. The continuing directors may act notwithstanding any vacancy in their body; but, if and so long as their number is reduced below the number fixed by or pursuant to article 36 as the minimum number of directors, 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.
53. The chairman of the board of directors shall be the chairman of all meetings of the board of directors, but if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the directors present may choose one of their number to be the chairman of the meeting.
54. A director shall not vote in respect of any transaction, arrangement or contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted. A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract.
55. The directors may delegate any of their powers to departments (which are of long duration) or committees (which are of short duration or of single purpose) consisting of such member or members of the church as they think fit; any department or committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the board of directors.
56. If at any meeting the chairman of the department or committee is not present within fifteen minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
57. A department or 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.
58. All acts done by any meeting of the directors or of a department or of a committee, 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 director or person 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.
59. A resolution in writing, signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

### **The Pastor**

60. (i) The board of directors shall, unless for circumstances beyond its control, employ at all times a principal pastor, or if no suitable pastor could be employed a principal preacher for the church and may employ such number of assistant pastors, evangelists and preachers. The principal pastor or when no pastor has been employed the principal preacher employed by the church are in these articles referred to as "the Pastor".
- (ii) Subject to article 6 of Part A, the Pastor, assistant pastors, evangelists and preachers shall be entitled to receive such remuneration as may from time to time be determined by the board of directors.

(iii) The Pastor shall be an ex-officio member of the church and shall be entitled to sit in all meetings of the board of directors and all meetings of all departments and committees of the board of directors.

### **Deacons**

61. The board of directors may set up District Church Committees at locations that it has field activities. Every District Church Committee shall comprise at least two members who are elders, deacons or preachers.

(i) No person shall be qualified to become a deacon unless (a) he has attained 21 years of age; (b) he has been baptized by immersion for over 7 years; (c) he has not been acting or behaving in manner or conduct contrary to those prescribed by 1 Timothy 3:1-13 and Titus 1:5-9 of the Holy Bible; and (d) he has constantly attended the worship services and activities of the church.

(ii) The board of directors may from time to time, based on recommendations from the District Church Committee, nominate a person to be a deacon unless it is opposed by more than half (1/2) of the church parishioners.

(iii) The office of a deacon shall be vacated in the following events : - (a) if he resigns from his office by giving one month's notice in writing to the church; (b) if he is absent from regular meetings of elders and deacons for more than one year without having given any excuse in writing; (c) if he ceases to be a member of the church or becomes an absent member; (d) if he has failed to observe the provision of 1 Timothy 3:1-13 and Titus 1:5-9 of the Holy Bible, the board of directors may by notice in writing call upon such deacon to appear in a meeting of the board of directors specially convened to consider the matter so that he may give an explanation and defend himself. If the board of directors is not satisfied, it may by a resolution passed by a three-quarters (3/4) majority of the board of directors remove such a deacon from the office; (e) The church may remove a deacon from the office by a resolution passed by a three-quarters of members present and voting at a general meeting.

### **Elders**

62. An elder has the specific responsibility to provide spiritual guidance to the church for the compliance with the church Belief and reconciliation and resolution in case of any dispute in the interpretation of the biblical doctrine.

(i) No person shall be qualified to become an elder unless (a) he has attained 30 years of age; (b) he has been baptized by immersion for over 7 years; (c) he has not been acting or behaving in manner or conduct contrary to those prescribed by 1 Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 of the Holy Bible; (d) he has constantly attended the worship services and activities of the church; and (e) he has served as deacon for over 5 years or preacher for over 7 years in the church.

(ii) The board of directors may from time to time, based on recommendations from the District Church Committee, nominate a deacon, the Pastor or a preacher to be an elder unless it is opposed with valid reasons by more than half (1/2) of the church parishioners.

(iii) The office of an elder will be vacated in the following events : - (a) if he resigns from his office by giving one month's notice in writing to the church; (b) if he is absent from regular meetings of elders and deacons for more than one year without having given any excuse

in writing; (c) if he ceases to be a member of the church or becomes an absent member; (d) if he has failed to observe the provision of 1 Timothy 3:1-7, Titus 1:5-9 and 1 Peter 5:1-3 of the Holy Bible, the board of directors may by notice in writing call upon such elder to appear in a meeting of the board of directors specially convened to consider the matter so that he may give an explanation and defend himself. If the board of directors is not satisfied, it may by a resolution passed by a three-quarters (3/4) majority of the board of directors remove such an elder from the office; (e) The church may remove an elder from the office by a resolution passed by a three-quarters of members present and voting at a general meeting.

### **Management Committee / Incorporated Management Committee**

63. (i) The Directors shall, in accordance with the provisions of the Education Ordinance, set up for each school established or carried on by the church a management committee or an incorporated management committee established under the Education Ordinance. Subject to the provisions of the Education Ordinance, the members of the management committee or the incorporated management committee may be appointed or elected either for a fixed term or without limitation as to the period for which each of them is to hold office, and the nominees shall make application to the Permanent Secretary for Education for registration as managers under the provisions of the Education Ordinance.

(ii) Subject to the provisions of the Education Ordinance, the Directors may remove or dismiss a member of a management committee from office. For an incorporated management committee, the vacation of office of managers shall be in accordance with the procedures stipulated in the Education Ordinance. The Supervisor of a school shall, within one month, give notice in writing to the Permanent Secretary for Education if any member ceases to be a manager of the school.

(iii) The Directors or the management committee shall nominate in accordance with the provisions of the Education Ordinance another member to replace a member of a management committee who has been removed or dismissed or whose term of office has expired and such nominee shall make application to the Permanent Secretary for Education for registration as a manager under the provisions of the Education Ordinance. For an incorporated management committee, a member shall be appointed or elected as appropriate in accordance with the provisions of the Education Ordinance to replace a member who has been removed or dismissed or whose term of office has expired.

(iv) A member of a management committee may be but need not necessarily be a director. The composition of an incorporated management committee shall comply with the provisions of the Education Ordinance.

64. It shall be the special responsibility of a school management committee or an incorporated management committee to manage the school in accordance with the Education Ordinance, and in all respects to the satisfaction of the Permanent Secretary for Education.

### **Cheques**

65. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be made, signed, drawn, accepted and endorsed, or otherwise executed by any two persons authorized by the board of directors at least one of whom should be a director.

## **Accounts**

66. The directors shall keep accounting records, that comply with Subdivision 2 of Division 4 of Part 9 of the Ordinance and enable the directors to prepare financial statements for each financial year in accordance with Subdivision 3, with respect to:
  - (i) all sums of money received and expended by the church and the matters in respect of which the receipt and expenditure takes place; and
  - (ii) the assets and liabilities of the church.

Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and fair view of the state of the church's affairs and to explain its transactions, and to follow accounting standards issued or adopted by the Hong Kong Institute of Certified Public Accountants or its successors and to adhere to all of its recommended practices.
67. The accounting records 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.
68. The directors shall from time to time in accordance with the applicable statutory requirements, cause to be prepared and to be laid before the church in annual general meeting such Reporting Documents for each accounting reference period as required by the applicable statutory requirements.
69. A copy of the Reporting Documents which is to be laid before the church in annual general meeting shall not less than 21 days before the date of the meeting be sent to every member of the church. The church is not required to send a copy of any document to a member whose address is unknown to the church.

## **Audit**

70. Auditors shall be appointed and their duties regulated in accordance with the applicable statutory requirements.

## **Alteration of Articles**

71. No addition, alteration or amendment shall be made to or in this Articles for the time being in force, unless such addition, alteration or amendment has been previously submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Ordinance.

## **Winding Up & Miscellaneous**

72. The provisions of article 12 of Part A relating to the winding up or the dissolution of the church shall have effect and be observed as if the same were repeated in these articles.
73. A director who is in any way, whether directly or indirectly, interested in any transaction, arrangement or contract (being a transaction, arrangement or contract of significance in relation to the church's operations) with the church shall, if his interest in the transaction, arrangement or contract is material, declare the nature and extent of his interest at a meeting of the directors in accordance with section 536 of the Ordinance and shall not vote or be counted for quorum purposes in respect of any such transaction, arrangement or contract, and if he does so vote his vote shall not be counted. A reference in this article to a transaction, arrangement or contract includes a proposed transaction, arrangement or contract. A general notice given to the church

that a director is to be regarded as having an interest of the nature and to the extent as specified in the notice in any transaction, arrangement or contract which may after the date of the notice be entered into or made by the church, shall be deemed to be a disclosure that the director of the church has an interest in any transaction, arrangement or contract of the nature and to the extent so specified.

74. The directors must cause the information of the church to be adequately recorded for future reference as required to be contained in any company records stipulated by the Ordinance to be kept by the church.
75. A person is not entitled to inspect any of the church's accounting or other records or documents merely because of being a member, unless the person is authorized to do so by—
  - (i) an enactment;
  - (ii) a court order under section 740 of the Ordinance;
  - (iii) the directors; or
  - (iv) an ordinary resolution of the church.
76. Officers (other than a director) and auditors for the time being of the church shall be indemnified out of the funds and assets of the church against all liabilities and obligations which they, or any of them, may incur in good faith in the proper and reasonable performance or purported performance of their duties in relation to the church other than any liability which attaches to them by law in respect of any negligence, default, breach of duty or breach of trust. Further, they shall be indemnified out of the funds and assets of the church against any liability incurred by them in defending any proceedings, whether civil or criminal, in which judgement is given in their favor or in which they are acquitted or in connection with any application under section 903 or 904 of the Ordinance in which relief is granted to them by the Court provided that none of the assets and funds of the church shall be applied in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

#### **Restriction on formation of subsidiary**

77. The church shall not form a subsidiary or hold a controlling interest in another body corporate, unless the formation of such a subsidiary or the holding of such a controlling interest has previously been approved by the Registrar of Companies in writing.