

THE COMPANIES ACT, CHAPTER 50

A PUBLIC COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

PROVIDENCE PRESBYTERIAN CHURCH LTD

1. The name of the Church is **PROVIDENCE PRESBYTERIAN CHURCH LTD**.
2. The registered office of the Church shall be situated in the Republic of Singapore.
3. The objects for which the Church is established are: -
 - (a) To establish a place(s) for the worship of the Almighty God for Christian fellowship for those of like faith and to glorify God, to build an unified and God-revering congregation with every member worshipping God with Love and Truth, exhibiting God's love through care and love for one another and expanding God's Kingdom through the proclamation of Christ and personal living.
 - (b) To gather into fellowship of believers who respond in faith to the call of the Gospel and to nurture them in the faith through Bible Study classes, cell groups, fellowships and to edify the lives of Christians through the teaching of God's Word and to reach out to non believers by whatever possible means.
 - (c) To equip and train members of the Church for Christian missions, social and community services and to provide avenues and opportunities where possible, either in the name of the Church or jointly with other welfare organizations, churches, Christian organizations, Christian, social and community services, locally and overseas.
 - (d) To grant or participate in granting relief and aid to the sick, poor and needy, particularly amongst members of the Church or their families and others whether or not members of the Church as the Church may deem fit and to promote education or participate in scheme(s) calculated to promote education having a Christian emphasis and to establish an institution school or centre for the training of Christian missionaries.
 - (e) To equip members of the Church for Christian, social and community services and to provide avenues and opportunities where possible, either in the name of the Church or jointly with other welfare organizations, churches, Christian organizations, Christian, social and community services.
 - (f) To have all such other objects and do all such other things as are complementary or incidental to the attainment of the above objects, or any of them, provided that nothing is done solely for commercial reasons or for profit and particularly as follows: -

- (i) To purchase, lease or otherwise acquire lands, buildings and any real or personal estate or property or any interest in the same or to hire any room, hall, ship, dwelling house or any other suitable premises in the Republic of Singapore or elsewhere, and also to hire or acquire vehicles, offices, schools or furniture, office machines or other chattels or equipment for the purposes of the Church.
- (ii) To improve, manage, develop, work, maintain, sell, lease let, underlet, exchange, surrender, mortgage, charge, dispose of or otherwise deal with and turn into account all or any of the property (real or personal) for the time being of the Church wheresoever situate, or property in which the Church has an interest and to lend, invest or deposit money or mortgage, and to deal with the properties or any part thereof for all such purposes and in such manner as the Church may deem fit, and in particular, to permit any agents of or any persons authorised by the Company to use and occupy the same or any part thereof for the purposes of the Church.
- (iii) To provide, engage and employ pastors, social workers, counsellors, youth workers, doctors, nurses, advisors, auditors, secretaries, accountants, solicitors, agents and other persons for the purpose of carrying out the objects of the Church or any of them.
- (iv) To publish, sell and deal in any newsletters, magazines, periodicals, books or leaflets that the Church may think desirable for the declaration and promotion of its objects or any of them.
- (v) To receive and take any gift of money or property for any of the purposes and objects of the Church whether subject to any special trust or not, but the Church may nevertheless decline to accept any gift or donation, or to take over any property which has been offered to the Church or which has annexed to it any condition or obligation not approved by the Church.
- (vi) To undertake any trusts created to provide funds or income for the use of the Church in the furtherance of its objects or any of them.
- (vii) To support and subscribe to any charitable or public object, and any institution, Society or club which may be for the benefit of the Church or its members and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of persons who have served the Church.
- (viii) To acquire properties and investments which the Church deems fit and to use any of the properties and investments for the time being of the Church and the proceeds of sale of such properties and investments and any other moneys of the Church for the general purposes of the Church as the Church may deem fit or for such charitable objects as the Church may be directed to use the same under any special trust, but entirely unconnected with and apart from any political ends.
- (ix) To enter into any arrangement with the Government of the Republic of Singapore or elsewhere or authorities supreme, local, municipal or otherwise, in pursuance of the objects of the Church and to obtain from the Government or authority, all rights, concessions and privileges that may seem conducive to all or any of the objects of the Church.
- (x) To draw, make, accept, endorse, discount and negotiate cheques, promissory notes, bills of exchange, bills of lading, charter parties, warrants, debentures and other negotiable or transferable instruments for the purpose of the Church.
- (xi) To do all or any of the above things as principals, trustees, agents or otherwise and either alone or in conjunction with any company, undertaking or person and either

by or through agents, trustees or otherwise, for the promotion or attainment of the objects of the Church.

4. The property, funds and other income (if any) of the Church wheresoever derived shall be applied solely in promoting the objects thereof and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise howsoever by way of profit to persons who at any time are or have been members of the Church or to any of them or to any person claiming through any of them, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers, agents or servants of the Church or to any member of the Church or other persons in return for any services actually rendered to the Church.

* 5. If upon the winding-up of the Church or in the event the Church ceases to be a registered charity under the Charities Act., there remains, after satisfaction of all its debts and liabilities, any property or assets whatsoever, the same shall not be paid to or distributed among the members of the Church, but shall be given to other charitable organisations or societies having objects similar to the objects of the Church, which are registered under the Charities Act Cap 37 as the members of the Church may, by Special Resolution passed at a Congregational Meeting determine at before or during the winding up.

6. The liability of the members is limited.

7. Every member of the Church undertakes to contribute to the assets of the Church, in the event of its being wound up while he is a member, or within one (1) year afterwards, for payment of the debts and liabilities of the Church contracted before he ceases to be a member, and the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributories among themselves, such amount not exceeding Ten (10) Dollars Singapore Currency.

8. No addition, alteration or amendment shall be made to or in the Memorandum of Association of the Company for the time being in force, unless the same shall have been previously submitted to and approved by a Special Resolution by at least three-fourths (3/4) votes of the members present at a Congregational Meeting of the Church.

* *As amended by Special Resolutions passed at an Extraordinary Congregational Meeting held on 20 May 2012.*

THE COMPANIES ACT, CHAPTER 50

A PUBLIC COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

PROVIDENCE PRESBYTERIAN CHURCH LTD

INTERPRETATION

1. In these Articles :-
- | | | |
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| The Act | :- | The Companies Act Cap. 50 |
| The Church | :- | PROVIDENCE PRESBYTERIAN CHURCH LTD |
| Congregation | :- | Comprises all the Communicant Members as baptized or accepted by the respective Local Congregations formed under the Church. |
| Local Congregation | :- | A group of Communicant Members as baptized or have their membership accepted by a Worship Assembly designated at a specific location as delegated by the Session as an outreach evangelical arm of the Church. |
| Worship Assembly | :- | A place or building which has been designated as a worship centre where Communicant Members of the Church may congregate for the purpose of worship and evangelism. |
| The Session | :- | The Session of the Church consisting of the Senior Minister, Associate Minister(s) and elected Elders. |
| Elders | :- | Elders of the Church. |
| Serving Elder | :- | An Elder who is serving a term of office. |
| Deacons | :- | Deacons of the Church. |
| Communicant Member | :- | A member of the Church with voting rights. |
| PCS | :- | The Presbyterian Church in Singapore, a society registered with the Registry of Societies, Singapore. |
| Session Clerk | :- | Any person appointed to perform the duties as Clerk of the Session. |
| Secretary | :- | Any person appointed pursuant to Section 171(1AA) of the Act. |
| The Seal | :- | The common seal of the Church. |

Words importing the masculine gender include the feminine as well and words in the singular include the plural and vice versa, save where a contrary intention appears.

Words or expressions in these Articles shall be interpreted in accordance with the provisions of the Interpretation Act, Cap. 1 and of the Act, as in force at the date which these Articles become binding on the Church.

STATEMENT OF FAITH

2. The Church believes in the Father, the Son and the Holy Spirit, One God in Trinity, to be the only true God.
3. The Church believes in Jesus Christ as the Head of the Church, the Saviour and Redeemer of the world and only Mediator between God and man. All powers and functions in the Church are subject to Christ's authority. The Church throughout the world and of all ages is His Body, of which the Church is a member.
4. The Church accepts the Scripture of the Old and New Testaments as the true Word of God, inspired and holy, and as the supreme standard of faith and duty. It acknowledges the Apostles Creed and the Westminster Confession of Faith as worthily expressing the fundamental and traditional faith commonly held by the Church.

PRESBYTERIAN DISTINCTIVE

5. The Presbyterian Church in Singapore inherited the polity of Reformed church from John Calvin. It preserves the Biblical understanding that the offices of Ministers, Elders and Deacons manage the affairs of the church. The church of God is a body of believers. As children of God united in Him, the church of God is not hierarchical; instead, the Church promotes democracy, representation and orderliness in the practices of the Church.

MEMBERSHIP IN THE PRESBYTERIAN CHURCH IN SINGAPORE

6. The Church shall be a member of PCS and affirm its fellowship and unity with PCS and other members of PCS.
7. The Church shall appoint representatives, who shall comprise the Senior Minister, Associate Ministers, Preachers, Co-Workers and such number of serving Elders and/or Deacons which the Church is entitled to appoint as set out in the Constitution and By-Laws of PCS, to represent the Church at the General Meetings of the Presbytery of PCS and PCS.
8. The Church shall pay its prescribed annual contributions to PCS.
9. The Church's membership in PCS may be terminated when:-
 - (a) the Church fails or ceases to subscribe to the Statement of Faith or the Presbyterian Distinctive set out in the Constitution of PCS;
 - (b) the same is terminated pursuant to the Constitution of PCS;
 - (c) the Church is wound up; or
 - (d) both the Church and PCS agree to part ways after best efforts to resolve their differences pursuant to the Constitution of PCS fail.

MEMBERSHIP

10. The number of members of the Church is unlimited.
11. The Church shall have two (2) types of membership, namely: those baptized in infancy and Communicant Members of which only Communicant Members are Voting Members.

12. Persons who are baptized in infancy refer to all children of Communicant Members of the Church who have received baptism. In order for infant baptism to be conducted, at least one (1) of the parents must be a Communicant Member of the Church. Children of Communicant Members below the age of five (5) may be permitted for infant baptism. In special circumstances, exception on age limit on infant baptism may be considered and approved by the Session.
13. Communicant Members shall be persons who: -
 - (a) are sixteen (16) years of age and above and have taken part in a service of baptism;
 - (b) were baptized during their infancy or as young children and are sixteen (16) years of age and above and have taken part in a service of confirmation; or
 - (c) are:-
 - (i) registered members of another church;
 - (ii) sixteen (16) years of age and above and have requested for a transfer of membership to the Church; and
 - (iii) have taken part in a service of transfer of membership.
14. Persons who regularly attend the worship services of the Church and who are not Communicant Members are referred to as "Adherents". Adherents who are sixteen (16) years of age and above and have been baptized in another church may partake in the Lord's Supper.
15. Any person who openly confesses Jesus Christ as his Lord and Saviour and demonstrates a clear understanding of the Gospel, signifies his willingness to co-operate in or support the work of the Church and to be governed by its Articles of Association and discharge his responsibilities as a Communicant Member of the Church, may apply for Communicant Membership in the Church in a form prescribed by the Session.
16. Any person who is below eighteen (18) years of age seeking Communicant Membership in the Church but whose parents are non-Christians or not Communicant Members of the Church, must obtain the prior written consent of his parents or guardians.
17. Applicants for Communicant Membership must go through baptismal and immersion classes conducted by the Church and have their qualifications examined and approved by the Elders and Deacons Court of their respective Congregations and taken part in a service of baptism, confirmation or transfer of members, whichever is applicable. Upon approval of their applications for Communicant Membership, their names shall be placed on the Register of Communicant Members. Provided Always that the Elders and Deacons Court may refuse any application for Communicant Membership without assigning reasons whatsoever.
18. Communicant Members shall: -
 - (a) live a life worthy of their calling as Christians;
 - (b) be responsible to support and contribute towards the normal expenses and special needs of the Church through free-will offerings with the Biblical teaching of tithes as a guiding principle; and
 - (c) accept the decisions of the Church.
19. If any Communicant Member shall be found by the Session to have acted in a manner unbecoming of such member or by his act or omission be likely to hinder the witness of the

Church or render it of ill repute, the Session shall request him to appear and hear him. The Session shall have the powers to discipline a Communicant Member, by admonition, rebuke, suspension and/or termination of membership, in accordance with the prescribed procedures set out in the By-Laws of the Church. The Session shall notify the Presbytery of the PCS of any disciplinary action taken against a Communicant Member. The Session shall have the discretion to restore such person to Communicant Membership upon evidence of his repentance and reformation.

20. Communicant Members shall have the right to partake in the Lord's Supper, speak at all Congregational Meetings of the Church, vote and be nominated and elected to hold office in the Church.
21. Communicant Members who wish to present their children for infant baptism must go through an infant baptism class before they are allowed to do so.
22. Communicant Membership in the Church shall be terminated if the Communicant Member:
 - (a) transfers his membership to another church;
 - (b) fails or refuses to subscribe to the Statement of Faith of the Church and the Presbyterian Distinctive; or
 - (c) is expelled from the Church; or
 - (d) resigns from Communicant Membership in the Church by three (3) months' written notice to the Session; or
 - (e) dies.
23. A Letter of Transfer addressed to the Minister or Pastor of the transferee church shall be duly issued and signed by the Senior Minister of the Church upon the written request from any Communicant Member provided that the Communicant Member is not under discipline or the subject of a disciplinary inquiry by the Church, at the time the written request is submitted.
24. If a Communicant Member is found to be absent from regular worship services of the Church for a period of one (1) year and despite efforts made by the assigned members of the Session or Elders and Deacons Court to contact the absent Communicant Member or despite encouragement from the assigned members of the Session or Elders and Deacons Court, that absent Communicant Member shall be classified as an Inactive Member. His name shall be placed on the Subsidiary Register. The Session shall notify such absent Communicant Member of the action taken by the Church by mail to his last given address. Provided that the Session shall have the powers to reinstate a person to Communicant Membership where a reasonable explanation has been given.
25. Any Communicant Member who has been classified as an Inactive Member for more than three (3) years shall be removed from the Register of Communicant Members of the Church and his membership in the Church shall be terminated. The Session shall notify such Communicant Member of the termination of his membership by mail to his last given address. Provided that the Session shall have the discretion to reinstate a person to Communicant Membership where a reasonable explanation of his absence from regular worship services of the Church has been given and after one (1) year of his resumption of attendance at the regular worship services of the Church.
26. Inactive Members shall not be counted in determining the quorum of a Congregational Meeting and shall not have the right to speak, vote and be nominated and elected to hold office in the Church.

27. The subscribers to the Memorandum of Association and such other persons as the Session shall admit to Communicant Membership shall be Communicant Members of the Church and their names shall be placed on the Register of Communicant Members, Provided that a person shall not be eligible to become or qualify to remain as a Communicant Member if and so long as he does not subscribe to the Statement of Faith of the Church and the Presbyterian Distinctive.
28. A Communicant Member may, by written notice to that effect, sent to the Church, resign from Communicant Membership at any time. Such resignation shall take effect at the time specified therein. If a Communicant Member should resign from membership, he shall be deemed to have resigned as an officer of the Church. In the event of a Communicant Member being found to be of unsound mind, he shall forfeit his Communicant Membership and his name shall be transferred from the Register of Communicant Members to the Subsidiary Register, Provided that the Session shall have powers to reinstate him upon recovering his capacity.
29. Communicant Members who have been removed from the community but not transferred their membership to another church, together with those who are suffering from physical or medical disabilities or are temporarily absent from Singapore due to work assignment or studies or other reasons, are unable to attend the regular worship services of the Church for more than one (1) year shall be classified as Inactive Members and their names shall be placed on the Subsidiary Register. In such event, the Inactive Members shall have no voting rights and shall not be eligible to stand for election. PROVIDED ALWAYS that the Session shall have the discretion to reinstate such Inactive Members when they shall have returned to the Church or to Singapore and become active again or shall have resumed regular attendances at the worship services of the Church, as verified and approved by the respective Elders and Deacons Court of the Local Congregation.
30. Membership shall not be transferable.
31. Any person who is currently a member of another church and who agrees to subscribe to the Statement of Faith of the Church and the Presbyterian Distinctive and be governed by the regulations of the Church, may, by letter of transfer issued by the Pastor of his church, addressed to the Session, request for transfer of membership, subject to the approval of the Elders and Deacons Court.
32. The Session shall appoint a Secretary or Registrar to keep the Register of Communicant Members and Subsidiary Register.

SENIOR MINISTER, ASSOCIATE MINISTER(S), PREACHERS AND CO-WORKERS

33. A Minister of PCS who has been invited by the Church to serve as the Senior Minister or as an Associate Minister of the Church, must be ordained or licensed by the relevant Presbytery of PCS. In the event where the invited Minister was ordained in another denomination or in a country outside of Singapore, he must be examined and accepted by PCS to serve as a Minister in accordance with the criteria for appointment and licensing set out in the Constitution and By-Laws of PCS before he can be called to serve with the Church.
34. The Session may nominate candidates from among Ministers who are ordained, licensed or examined and accepted by PCS for election as the Senior Minister or an Associate Minister of the Church, in which event, the names of the candidate(s) must be announced to the Communicant Members of the Church at least twenty-one (21) days prior to the Congregational Meeting and by written notice to the Communicant Members.

35. When the Church intends to elect or re-elect a Minister of PCS to the office of Senior Minister of the Church, the Session shall submit a written request to the Executive Committee of the Presbytery of PCS to appoint one (1) Minister and one (1) Elder, not being a Minister and an Elder of the Church, to attend and supervise the election or re-election.
36. When the Church intends to elect or re-elect a Minister of PCS to the office of an Associate Minister, the Session shall submit a written request to the Executive Committee of the Presbytery of PCS and:
 - (a) in the case of election, the Executive Committee of the Presbytery of PCS shall appoint one (1) Minister and one (1) Elder, not being a Minister and an Elder of the Church, to supervise the election; and
 - (b) in the case of re-election, the Executive Committee of the Presbytery of PCS shall commission the Senior Minister of the Church to conduct and supervise the re-election.
37. Election or re-election of the Senior Minister and Associate Minister(s) shall be by secret ballot.
38. A candidate for election or re-election to hold office as Senior Minister or Associate Minister must attain not less than two-thirds (2/3) votes of the Communicant Members present at a Congregational Meeting.
39. The term of office of the Senior Minister or Associate Minister is four (4) years. The terms of engagement shall be agreed between the Senior Minister or the Associate Minister and the Church and set out in a Letter of Employment or Contract of Employment. Subject to the provisions of Article 41, the Senior Minister or the Associate Minister may be requested to continue in office as the Senior Minister or Associate Minister respectively for a further term of four (4) years or such period as may be agreed between the Senior Minister or Associate Minister and the Church.
40. Upon reaching the statutory minimum retirement age as prescribed by the Retirement Age Act (Cap. 274A) or sixty-five (65) years of age, whichever is the higher, the Senior Minister or Associate Minister must retire from office. Notwithstanding that the Senior Minister or Associate Minister has reached the statutory minimum retirement age, the Church may invite the Senior Minister or Associate Minister to continue in that office for such term as may be agreed upon.
41. In the event of a vacancy in the office of the Senior Minister and there being no Associate Minister in the Church, the Session may invite a Senior Minister or Associate Minister from another Presbyterian Church, with the consent of that Presbyterian Church and the relevant Presbytery of PCS, to serve as an Interim Senior Minister while the Session seeks to search and invite a Minister to serve as the Senior Minister of the Church.
42. The Church may invite a Preacher to be inducted to that office in the Church. The terms of engagement shall be agreed between the Preacher and the Church and set out in a Letter of Employment or Contract of Employment.
43. Upon reaching the statutory minimum retirement age as prescribed by the Retirement Age Act (Cap. 274A) or sixty-five (65) years of age, whichever is the higher, the Preacher must retire from office. Notwithstanding that the Preacher has reached the statutory minimum

retirement age, the Church may invite the Preacher to continue in that office for such term as may be agreed upon.

44. A Preacher who has been invited by the Church to serve as a Preacher must be licensed by the relevant Presbytery of PCS in accordance with the criteria for appointment and licensing set out in the Constitution and By-Laws of PCS before he can be invited to serve with the Church.
45. Co-Workers refer to Retired Ministers of PCS and Ministers and Preachers of PCS who are serving in seminaries or para-church organizations and who are Communicant Members of the Church.

ELDERS

46. There shall be such numbers of Elders as may be determined by the Session and unless so determined, the number of Elders shall not be less than three (3).
47. Elder shall endeavour by God's grace to live and serve in full conformity with the standards set forth in the Word of God, joining with the Senior Minister and Associate Minister(s) in the government, administration and discipline of the Church, visiting the sick and sorrowing members, investigating delinquents and endeavouring to remedy any spiritual weaknesses in the lives of members.
48. A person shall not be eligible to be elected as an Elder of the Church if he: -
 - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (ii) becomes prohibited by reason of any order made under the Act;
 - (iii) becomes disqualified by virtue of Sections 148, 149, 154 or 155;
 - (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental disorder.
49. Candidates for election to the office of Elders must: -
 - (a) have been Communicant Members of the Church for more than three (3) years;
 - (b) be twenty-one (21) years of age and above;
 - (c) be well versed in Christian teaching and must fulfill all other criteria prescribed by the Church; and
 - (d) have served at least one (1) term as a Deacon.
50. Communicant Members of the Church may nominate Communicant Members who have been faithfully serving in the Church and have demonstrated leadership qualities for election as Elders. Nomination of candidates for election as Elders must be proposed by one (1) Communicant Member and seconded by sixty (60) Communicant Members of which one-third (1/3) of the Communicant Members must be from other Local Congregations of the Church and submitted in prescribed form to the Session. The names of the candidates must be announced to the Communicant Members at least twenty-one (21) days prior to the Congregational Meeting and by written Notice of Congregational Meeting to the Communicant Members.

51. Election of Elders shall be by secret ballot.
52. Candidates for election to the office of Elders must attain not less than two-thirds (2/3) votes of the Communicant Members present at a Congregational Meeting.
53. Upon election, an Elder shall serve his office for a term of three (3) years and shall be eligible for re-election for another term. An Elder shall serve his office up to a maximum of two (2) consecutive terms after which he must step down for a minimum period of one (1) term. PROVIDED ALWAYS that in the event where: -
 - (a) the number of Elders who will step down for one (1) term exceeds one-third (1/3) of the present number of Elders, the Session shall have the powers to determine the number of Elders who will step down for one (1) term; or
 - (b) there are no suitable or insufficient new candidates for election or re-election, the Session shall have the absolute powers to determine that a particular number or all the existing Elders shall continue in office for another term, subject to the consent of not less than two-thirds (2/3) of the Communicant Members present at a Congregational Meeting.
54. Elders, once elected, shall not be divested of their status as Elders when they are not re-elected or when they decline re-election.
55. An Elder may be removed from office before the expiry of his term by two-third (2/3) votes of the Communicant Members present at a Congregational Meeting.
56. An Elder may, by giving three (3) months' written notice to the Session, resign from office.

DEACONS

57. There shall be such numbers of Deacons as may be determined by the Session.
58. Deacons shall endeavour by God's grace to live and serve in full conformity with the standards set forth in the Word of God. The Deacons shall work with the Senior Minister, Associate Minister(s) and the Serving Elders in the administration of the ministries, the financial affairs and activities of the Church, planning the budget of the Church, the preparation of ministry and financial reports and the management of all matters concerning ministries, finance and administration of the Church.
59. Candidates for election to the office of Deacons must: -
 - (a) have been Communicant Members of the Church for more than three (3) years;
 - (b) be twenty-one (21) years of age and above; and
 - (c) be well versed in Christian teaching and must fulfill all other criteria prescribed by the Church.
60. Communicant Members of the Church may nominate Communicant Members who have been faithfully serving in the Church and have demonstrated leadership qualities for election as Deacons. Nomination of candidates for election as Deacons must be made by one (1) nominee and seconded by twenty (20) Communicant Members and submitted in prescribed form to the Elders and Deacons Court. The names of the candidates must be

announced to the Communicant Members of the Local Congregation at least twenty-one (21) days prior to the General Meeting of the Local Congregation and by written Notice of the General Meeting of the Local Congregation.

61. Election of Deacons shall be by secret ballot.
62. Candidates for election to the office of Deacons must attain a simple majority votes of the Communicant Members present at a General Meeting of the Local Congregation.
63. Upon election, the Deacon shall serve his office for a term of three (3) years and shall be eligible for re-election for another term. A Deacon shall serve his office up to a maximum of two (2) consecutive terms after which he must step down for a minimum period of one (1) term.
64. A Deacon who has served a minimum of one (1) term may be nominated for election to the office of an Elder.
65. A Deacon may be removed from office before the expiry of his term by two-third (2/3) votes of the Communicant Members present at a General Meeting of the Local Congregation.
66. A Deacon may, by giving three (3) months' written notice to the Elders and Deacons Court, resign from office.

THE SESSION

67. There shall be a Session consisting of the Senior Minister, the Associate Minister(s) and a minimum of two (2) Serving Elders. The number of members of the Session shall be not less than three (3) and not more than thirty (30).
68. The Session shall be the highest governing body of the Church and is responsible for the spiritual organizational affairs of the Church.
69. The Session shall have the following responsibilities: -
 - (a) to carry out the decisions of the Church made in Congregational Meetings;
 - (b) to establish and supervise the ministries of the Church; and
 - (c) to administer and manage the property, funds and general affairs of the Church.
70. The Senior Minister shall serve as Chairman at all meetings of the Session. Members of the Session shall from among themselves, appoint an Associate Minister as the Vice-Chairman and any of the remaining Serving Elders as Session Clerk and Treasurer and define their duties and may appoint such other office bearers as it may think fit. The quorum necessary for the transaction of the business of the Session shall be one-half (1/2) of the members of the Session.
71. The Session shall act by a simple majority. In the event of an equality of votes, the Chairman of the Meeting shall have a second casting vote.
72. The Session shall exercise all the powers of the Church save such as are exercisable by the Church in Congregational Meetings.

73. The Session shall meet at such intervals as it may decide but at least once in every three (3) months with seven (7) days' written notice to be given to its members. A special meeting of the Session may be called at any time by the Senior Minister and the Session Clerk with at least two (2) days' written notice to be given to its members.
74. The Session shall cause minutes to be made in books provided for the purpose: -
- (a) of all appointments of officers;
 - (b) of names of members of the Session present at all meetings of the Church, of the Session and of any committee(s) or sub-committee(s) of the Church ; and
 - (c) of all resolutions and proceedings at all meetings of the Church, and of the Session, and of any committee(s) or sub-committee(s) of Church.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

75. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Church, shall be signed, drawn accepted, endorsed or otherwise executed, as the case may be, in such manner as the Session shall, from time to time, by resolution, determine.
76. Members of the Session may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Emergency meetings may be convened by the Senior Minister on the requisition of at least three (3) members of the Session. A member of the Session may at any time and the Session Clerk shall, on the requisition of a member of the Session, summon a meeting of the Session.
77. If at any meeting, the Senior Minister is not present within thirty (30) minutes after the time appointed for holding the same, the Vice Chairman, if any, shall be the Chairman of the Meeting but if there is no Vice Chairman, the members present may elect one of their number to be Chairman of the meeting.
78. The Session may delegate any of its powers to committee(s) or sub-committee(s) consisting of such Communicant Member(s) or members of their body as it thinks fit. Any committee or sub-committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Session.
79. A committee or sub-committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within thirty (30) minutes after the time appointed for holding the Meeting, the members present may choose one of their number to be Chairman of the meeting.
80. 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. In case of an equality of votes, the Chairman of the committee shall have a second casting vote.
81. The Session may co-opt Communicant Members of the Church or such other persons as it deems fit to serve on any committee(s) or sub-committee(s) of the Church.
82. A resolution in writing, signed or approved by all members of the Session for the time being entitled to receive notice of a meeting of the Session, shall be as valid and effectual as if it had been passed at a meeting of the Session duly convened and held. A written notification

of such resolution in writing sent by a member of the Session shall be deemed to be his signature to such resolution in writing for the purpose of this Article. Any such resolution may consist of several documents in like form, each signed by one or more members of the Session.

83. Members of the Session may meet together either in persons or by telephone, radio conference televisions or other similar communication equipment or any other form of audio or audio-visual instantaneous communications by which all members of the Session and / or persons participating in the meeting are able to hear and be heard by all other participants for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. The quorum of such teleconferencing meetings shall be the same as the quorum required of a meeting of the Session provided under these Articles. Unless he has previously obtained the consent of the Senior Minister or the Chairman of the meeting, a member of the Session may not leave the teleconferencing meeting by disconnecting his telephone or other communication equipment and shall be conclusively presumed to have been present and to have formed part of the quorum throughout the meeting. The meeting shall be deemed to have been validly conducted notwithstanding that a member of the Session's telephone or other communication equipment is accidentally disconnected during the meeting and the proceedings thereof shall be deemed to be valid as if the telephone or other communication equipment had not been disconnected. A resolution passed pursuant to such a conference shall, notwithstanding that members of the Session are not present together at one place at the time of the conference, be deemed to have been passed at a meeting of the Session held on the day and at the time (measured at the registered office) at which the conference was held and shall be deemed to have been held at the registered office, unless otherwise agreed, and all members participating at that meeting shall be deemed for all purposes of these Articles to be present at that meeting.
84. If any member of the Session is in anyway, directly or indirectly, has an interest in a transaction or contract or project or other matter to be discussed at a meeting of the Session, that member shall disclose the nature of his interest before discussions on the matter commence. The member concerned should not participate in the discussions or vote on the matter, and should also offer to withdraw from the meeting unless the Session decides otherwise.

ELDERS AND DEACONS COURT

85. The Elders and Deacons Court shall comprise the Senior Minister, the Associate Minister(s), Preachers and a minimum of two (2) Serving Elders and two (2) Deacons.
86. The Elders and Deacons Court shall be responsible for the administration of the ministries of the Local Congregation and the administration and management of the property, funds and general affairs of the Local Congregation.
87. The Chairman of the Elders and Deacons Court shall be appointed by the Session or in his absence, the Clerk of the Elders and Deacons Court shall preside as Chairman of all meetings of the Elders and Deacons Court.
88. The Chairman of the Elders and Deacons Court must be a Minister ordained by the Presbytery of PCS or accepted by the PCS as a Minister of the Presbytery of PCS.
89. The quorum of a meeting of the Elders and Deacons Court shall be one-half (1/2) of the total number of members of the Elders and Deacons Court.

90. If any member of the Elders and Deacons Court is in anyway, directly or indirectly, has an interest in a transaction or contract or project or other matter to be discussed at a meeting of the Elders and Deacons Court, that member shall disclose the nature of his interest before discussions on the matter commence. The member concerned should not participate in the discussions or vote on the matter, and should also offer to withdraw from the meeting unless the Elders and Deacons Court decides otherwise.

CONGREGATIONAL MEETINGS

91. An Annual Congregational Meeting of the Church shall be held once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual Congregational Meeting, provided that so long as the Church holds its first Annual Congregational Meeting within eighteen (18) months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual Congregational Meeting shall be held at such time and place as the Session shall determine.
92. The presence of one hundred (100) Communicant Members of the Church in person or by proxy, shall constitute the quorum for the transaction of business at any Congregational Meeting of Communicant Members.
93. All Congregational Meetings other than Annual Congregational Meetings, shall be called Extraordinary Congregational Meetings.
94. The Session may, whenever it thinks fit, convene an Extraordinary Congregational Meeting and Extraordinary Congregational Meetings shall be convened on such requisition, or, in default, may be convened by such requisitionists as provided in Section 176 of the Act, so far as applicable.

NOTICE OF CONGREGATIONAL MEETINGS

95. An Annual Congregational Meeting shall be called by fourteen (14) days' notice in writing whilst a Congregational Meeting called for the passing of a Special Resolution shall be called by twenty-one (21) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given; provided that a Congregational Meeting of the Church shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed: -
- (a) in the case of a meeting called as the Annual Congregational Meeting, by all the Communicant Members entitled to attend and vote thereat; and
 - (b) in the case of any other meetings, by a majority in number of the Communicant Members having a right to attend and vote at the Meeting, being a majority together representing not less than ninety-five (95) per cent of the total voting rights of all the Communicant Members.
96. The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT CONGREGATIONAL MEETINGS

97. All business shall be special that is transacted at an Extraordinary Congregational Meeting, and also all that is transacted at an Annual Congregational Meeting, with the exception of:
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- (a) the consideration of the accounts, balance sheets and budgets;
 - (b) the reports of the Session and the Auditors;
 - (c) the election of the Senior Minister, Associate Minister(s), Preacher(s), Elders and Deacons; and
 - (d) the appointment and fixing of the remuneration of the Auditors.
98. No business shall be transacted at any Congregational Meeting unless a quorum is present at the time when the meeting proceeds to business.
- * 99. If within half (1/2) an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of Communicant Members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Session may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Communicant Members present shall be the quorum but they shall not have the powers to amend the Memorandum and Articles of Association.
100. The Senior Minister shall preside as Chairman at every Congregational Meeting of the Church or if he is absent, the Session Clerk, if any, shall preside as Chairman of the meeting but if there is no Vice Chairman, the Communicant Members present shall elect one of the members of the Session to be Chairman of the meeting.
101. 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 (30) 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.
102. At any Congregational Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded: -
- (a) by the Chairman; or
 - (b) by at least three (3) Communicant Members present in person or by proxy; or
 - (c) by any Communicant Member(s) present in person or by proxy and representing not less than one-tenth (1/10) of the total voting rights of all the Communicant Members having the right to vote at the meeting.

* *As amended by Special Resolutions passed at an Extraordinary Congregational Meeting held on 20 May 2012.*

Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings of the Church is made, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn.

103. Except as provided in Article 105, if a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman shall direct, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
104. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second casting vote.
105. 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 shall direct, and any business other than upon which a poll has been demanded may be proceeded with pending the taking of the poll.
106. Subject to the provisions of the Act, all resolutions or decisions of a Congregational Meeting, save for the election of Elders and Deacons, shall be decided by a simple majority votes of the Communicant Members of the Church present at such Congregational Meeting when put to vote. In the event of an equality of votes, the Chairman of the meeting shall have a second casting vote.

VOTE OF MEMBERS AT CONGREGATIONAL MEETINGS

107. Every Communicant Member whose name appears on the Register of Communicant Members shall have one (1) vote.
108. A Communicant Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental disorder may vote, whether on a show of hands or on a poll, by his committee or by such other person as properly has the management of his estate, and any such committee or other person may vote by proxy or attorney.
109. On a poll, votes may be given either personally or by proxy.
110. The instrument appointing a proxy shall be in writing under hand of the appointer or of his attorney duly authorized in writing. A proxy may but need not be a Communicant Member of the Church.
111. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
112. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Church or at such other place in Singapore as may be specified by the Session for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less

than twenty-four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

113. The instrument appointing a proxy shall be substantially in the form set out below:-

PROVIDENCE PRESBYTERIAN CHURCH LTD

I _____ of _____ being a Communicant Member of the Church, hereby appoint _____ of _____ or failing him/her _____ of _____ as my proxy to vote for me on my behalf at the *(Annual or Extraordinary, as the case may be) Congregational Meeting of the Church, to be held on the _____ day of _____ and at any adjournment thereof.

Signed this _____ day of _____

in favour of _____

This form is to be used _____ the resolution
against _____

(Note: Modify or strike out as may be desired. Unless otherwise specified, the proxy shall be deemed to have authority to vote at his discretion.)

Notes: -

- (1) A Communicant Member entitled to attend and vote at this Meeting is entitled to appoint a proxy or proxies to attend and vote instead of the member. A proxy may but need not be a Communicant Member of the Church.
 - (2) The instrument appointing a proxy must be deposited at the registered office of the Church or at such other place in Singapore as may be specified by the Session, at least forty-eight (48) hours before the Meeting is held.
114. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Church at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.

GENERAL MEETING OF LOCAL CONGREGATION

115. The Church shall have such numbers of Local Congregations according to its needs.
116. The General Meeting of the Local Congregation is the highest governing body of the respective Congregations.
117. General Meetings of the Local Congregation shall be convened and held for the purpose of election of Deacons only.
118. General Meetings of the Local Congregations shall be convened by the Elders and Deacons Court of the respective Local Congregations.
119. A General Meeting of the Local Congregation shall be called by fourteen (14) days' notice in writing and the notice shall be exclusive of the day on which it is served or deemed to be

served and of the day on which it is given, to all Communicant Members of the Local Congregation.

120. The presence of one-half (1/2) of the Communicant Members of the Local Congregation in person, shall constitute the quorum for the transaction of business at any General Meeting of the Local Congregation.

BY-LAWS

121. The Church may enact By-Laws not inconsistent with the provisions of the Articles of Association, including but not limited to the following matters:-
- (a) To effect the provisions of the Articles of Association;
 - (b) To regulate meetings in the Church;
 - (c) To regulate the functions and procedures of the Church;
 - (d) To regulate the proper keeping of the books and accounts of the Church;
 - (e) To regulate the administration of the activities of the Church;
 - (f) To provide for the appointment of staff and other personnel of the Church; and
 - (g) To provide for all matters for the proper and effective functioning of the Church.

BORROWING POWERS

122. Subject to the approval of the Communicant Members at Congregational Meetings, the Session shall exercise the powers to borrow money or raise funds on behalf of the Church for the purposes of the Church and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Church.

SEAL

123. The Session shall provide for the safe custody of the seal, which shall only be used by the authority of the Session and every instrument to which the seal is affixed shall be signed by a member of the Session and countersigned by the Session Clerk or Secretary or by a second member of the Session or by some other person appointed by the Session for the purpose.

ACCOUNTS

124. The Session shall cause proper books of accounts to be kept with respect to: -

- (1) all sums of money received and expended by the Church and the matters in respect of which the receipt and expenditure take place;
- (2) all sales and purchases by the Church; and
- (3) the assets and liabilities of the Church.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state the affairs of the Church and to explain its transactions.

125. The books of accounts shall be kept at the registered office of the Church, or subject to the provision of Section 199(3) of the Act, at such other place or places as the Session shall think fit and shall always be open to the inspection of the Session.

126. The Session shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Church or any of them shall be open to the inspection of Communicant Members, and no

member shall have any right of inspecting any account or book or document of the Church except as conferred by statute or authorised by the Session or by the Session in Congregational Meetings.

AUDIT

127. Auditors shall be appointed and their duties shall be regulated in accordance with the provisions of the Act.

NOTICES

128. A notice may be given by the Church to any Communicant Member either personally or by sending it by post to him at the address supplied by him to the Church for the giving of notices. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of meeting, on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

WINDING UP

129. The Church shall not be wound up, except with the consent of not less than three-fourths (3/4) of the Communicant Members of the Church for the time being expressed either in person or by proxy at a Congregational Meeting convened for the purpose.