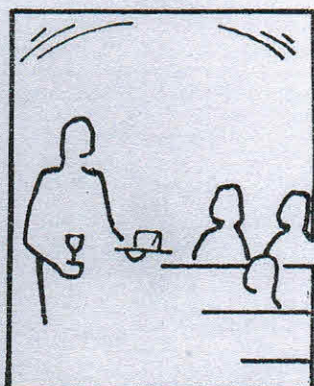
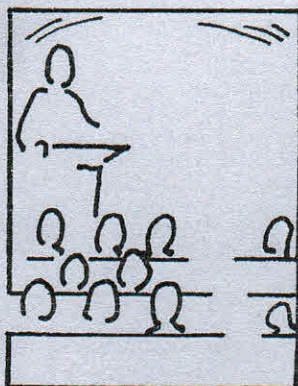


# BETHESDA (KATONG) CHURCH

*17, Pennefather Road, S1542. Tel: 3455752 Fax: 4407678*

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## **MEMORANDUM AND ARTICLES OF ASSOCIATION**

Incorporated on the 24th day of October 1950

**THE COMPANIES ACT**

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**A PUBLIC COMPANY LIMITED BY GUARANTEE**  
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**MEMORANDUM OF ASSOCIATION**

**OF**

**BETHESDA (KATONG) CHURCH**  
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1. The name of the Church is **BETHESDA (KATONG) CHURCH**.
2. The Registered Office of the Church will be situated in the Republic of Singapore.
3. The objects for which the Church is formed are:-
  - (a) To take over the property comprising freehold land 52-1 of Mukim XXVI situated at 17 Pennefather Road, Singapore, together with the buildings erected thereon and all fixtures and fittings and other contents in such buildings, and to possess and hold such property for such purposes as may be herein provided.
  - (b) To propagate and spread the Gospel of Jesus Christ and to assist in the extension of His Kingdom.
  - (c) To promote or participate in promoting the welfare of mankind on christian, charitable and benevolent principles.
  - (d) To grant or participate in granting relief and aid in the relief of sickness, poverty or need among the members of the Church or their families and others whether or not members of the Church as the Council may deem fit.
  - (e) To promote education or participate in schemes calculated to promote education having a Christian emphasis.
  - (f) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them and particularly as follows:-



- i To purchase, take on lease or in exchange, hire or otherwise acquire land, buildings or part thereof, and any real and personal estate or other property or any interest in the same respectively in Singapore or in any other part of the world and also to hire, purchase or acquire ships, boats, animals, aircraft, vehicles of transportation, printing or duplicating or other machines, household, school or hospital furniture or other chattels.
- ii To improve, manage, work, develop, and maintain or sell, lease, let, underlet, exchange, surrender, borrow money on mortgage, charge, dispose of or otherwise deal with and turn to 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 on mortgage or any security, and to erect, construct, alter and maintain any buildings, ships, boats, aircraft or other chattels, and to retain, use, and occupy or deal with the properties of the Church 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 occupy the same and any part or parts thereof for such objects and purposes and on such terms and conditions as the Church may deem fit.
- iii To provide, engage and employ auditors, secretaries, treasurers, agents, solicitors, servants and other persons for the purpose of carrying out the objects of the Church or any of them.
- iv To permit and publish any newspapers, periodicals, books or leaflets that the Church may think desirable for the declaration and promotion of its objects or any of them.
- v To undertake and execute any trusts, created to provide funds or income for the use of the Church in the furtherance of its objects or any of them.
- vi To incorporate or register Bethesda (Katong) Church or its title deeds if necessary or desirable, in any other part of the world or to obtain for it a legal domicile in any other part of the world.

- vii To enter into any arrangement with any government or authorities, supreme, local, municipal or otherwise, in pursuance of the objects of the Church or any of them and to obtain from any such government or authority all rights, concessions and privileges that may seem conducive to all or any of the objects of the Church.
- viii To receive and take any gift of money, rights or property for any of the purposes and objects of the Church whether subject to any special trust or not, but so that the Church may nevertheless, have the right and power to decline to accept any gift or donation, or to take over property which has been offered to it.
- ix To carry on the business of general printers, chromo-lithographers, stereo-typers, electro-typers, photographic printers, photolithographers, engravers, diesinkers, stationers, and printing materials and selling machines and accessories and all other substances and materials in connection with printing.
- x 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 insurances and to form or contribute to provident funds for the benefit of any persons who have served the Church.
- xi To establish or promote any other Church or companies for the purpose of acquiring the business and undertaking of all or any of the property, rights and liabilities of the Church or for any other purpose which may seem directly or indirectly calculated to benefit the Church or which is directly or indirectly conducive for the attainment of the objects of the Church or any of them.
- xii To acquire investments which the Church deems fit and to use any of the investments for the time being of the Church and the proceeds of sale of such investments and any other moneys of the Church for the general purposes of the Church as the Church may think 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.



xiii To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

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 the Memorandum of Association of the Church and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the 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 or servants of the Church or to any member thereof or other person in return for any service actually rendered to the Church or the payment of interest on money borrowed from any member of the Church.
5. The liability of the members is limited.
6. Every member of the Church undertakes to contribute to the assets of the Church in the event of its being wound up during the time that he or she is a member, or within one year afterwards, for payment of the debts and liabilities of the Church contracted before the time at which he or she ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required, not exceeding \$1.00 in Singapore Currency.
7. If upon winding up or dissolution of the Church there remain after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members of the Church but shall be given or transferred to some other church or churches registered under the Charities Act and having objects similar to the objects of the Church to be determined by members of the Church at or before the time of dissolution, and in default thereof by a judge of the Supreme Court of Singapore.

WE, THE SEVERAL PERSONS WHOSE NAMES AND ADDRESSES ARE SUBSCRIBED, ARE DESIROUS OF BEING FORMED INTO A BODY CORPORATE IN PURSUANCE OF THIS MEMORANDUM OF ASSOCIATION.

-----  
Names, Addresses and Description of Subscribers  
-----

KHOO PENG SENG  
5, Lorong 35, Geylang Road  
Singapore  
Medical Practitioner

R.A. MITCHELL  
12, Punah Place  
Singapore  
Secretary To Education  
Board

BENJAMIN CHEW  
62, St. Patrick's Road  
Singapore  
Medical Practitioner

H. PHILLIPS  
289, Tanjong  
Katong Road  
Singapore  
Stenographer

ONG TIANG TYE  
20, Green Lane  
Singapore  
Missionary

OH TEOW SUAN  
34, Ean Kiam Place  
Singapore  
Clerk

KOH TIONG CHOO  
64, St. Patrick's Road  
Singapore  
Journalist

-----  
Dated this                      day of                      19                      .

Witness to the above signatures:-

SEET POON SOO  
107, Lorong H  
Telok Kurau  
Singapore  
Book-keeper

# **THE COMPANIES ACT**

-----

## **A PUBLIC COMPANY LIMITED BY GUARANTEE**

-----

### **ARTICLES OF ASSOCIATION**

#### **OF**

### **BETHESDA (KATONG) CHURCH**

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#### **INTERPRETATION**

1. In these Articles:-

"The Act" means the Companies Act, Cap.50 as amended from time to time.

"The Church" means BETHESDA (KATONG) CHURCH.

"Elder" means any person appointed to exercise the duties of an Elder of the Church.

"Elders' Board" means the board consisting of all the Elders of the Church.

"Deacon" means any person elected to perform the duties of a Deacon of the Church.

"Church Council" means the executive council of the Church consisting of all the members of the Elders' Board and all the members of the Deacons' Board combined.

"The seal" means the common seal of the Church.

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



## **MEMBERS OF THE CHURCH**

2. The number of members of the Church is unlimited.
3. Any person whose name is on the Register of Members kept by the Registrar of the Church on the day the Church is incorporated shall ipso facto be a member of the Church.
4. Any person who subscribes to the Statement of Faith and Practices, as hereinafter annexed, may apply to be a member of the Church and if such person be found by the Elders to be suitable for admission and be received by the Church as a member, he shall be a member when his name has been inserted in the Register of Members which shall record the names and addresses of all members, the dates on which they became members, ceased to be members, or were readmitted as members as may be necessary. The Register of Members shall be open for inspection by any member of the Church on written request to the Church Council.
5. All members of the Church shall at such intervals and in such manner as may be required by the Church Council affirm their membership, failing which such members shall be transferred from the Register of Members to a subsidiary Register upon which their membership shall ipso facto be suspended. Provided that the Church shall have discretion to restore a person where a reasonable explanation has been given.
6. If any member be found by the Elders' Board to have acted in a manner unbecoming of a member, or by his act or acts be found to have hindered or likely to hinder the progress of the Church or to render it of ill repute, the Elders Board shall have power to remove such member from membership in the Church.
7. On the instruction of the Elders' Board, the Registrar shall delete from the Register of Members or the Subsidiary Register the name of any member so expelled, and on advice to this effect being given to the member concerned, such member shall be deemed to have ceased membership from the date of the advice.



8. The Elders' Board shall have the power to reinstate any person who has ceased to be a member and shall for that purpose cause the Registrar to re-enter the person's name on the Register of Members or Subsidiary Register.
9. A member may by written notice to that effect resign his membership or transfer his membership to another Church.

### ELDERS OF THE CHURCH

10. There shall be an Elders' Board consisting of not less than three (3) or more than twenty-five (25).
11. The first Elders are:-  
ONG TIANG TYE  
ALEXANDER JAMES TURNER  
THOMAS WILLIAM GEORGE KNOWLES  
KHOO PENG SENG  
BENJAMIN CHEW
12. The Elders shall be male members having fitness as spiritual leaders and recognised by the members of the Church in accordance with Article 12 of the Statement of Faith and Practices.
13. An Elder may only be appointed by existing Elders and shall serve his office for such term as may be specified in his appointment, in the absence of which he shall subject to the provisions of Article 15 herein serve for life.
14. The Elders shall appoint from their number a Chairman and a Deputy Chairman who shall act in the absence of the Chairman.
15. An Elder shall remain as a member of the Elders' Board so long as he retains the confidence of his fellow Elders and shall not be subject to retirement.
16. An Elder may by written notice to that effect retire or resign from office with the consent of the Elders' Board.

17. The Elders' Board shall oversee and be vested with complete authority to determine all matters of faith and practices.

### **DEACONS OF THE CHURCH**

18. There shall be a Deacons' Board consisting of not less than five (5) or more than thirty-five (35) Deacons.

19. The first Deacons are:-

KOH TIONG CHOO  
RALPH ARDEN MITCHELL  
HENRY PHILLIPS  
OH TEOW SUAN  
SEET POON SOO  
TAN TIANG CHOON  
ROBERT LIM KIM POH

20. The Deacons shall be members qualified in accordance with Article 13 of the Statement of Faith and Practices.
21. Qualified members shall be nominated for the office of Deacons by the Church and if such nominees be approved by the Elders' Board may be elected to hold office until the next election.
22. The election of Deacons shall be held annually or at such intervals not exceeding three (3) years as may be determined by the Church Council.
23. Deacons who have served during the immediately preceding period shall be eligible for re-election.
24. The Deacons' Board shall fulfil the function delegated to it by the Elders' Board.

### **CHURCH COUNCIL**

25. The affairs of the Church shall be managed by the Church Council which shall not at any time have more than sixty (60) members.

26. The following are the powers of the Church Council:-
- (a) To act for and represent the Church in all matters.
  - (b) To carry out and execute the decisions and resolutions arrived at, carried or passed at general meetings of members.
  - (c) To decide and execute all matters requiring necessary attention and within the scope of the Church.
  - (d) To manage and administer the funds of the Church and to maintain, control, manage, improve and, if necessary, develop all immovable property owned by or belonging to or acquired by the Church.
27. All the Elders and Deacons for the time being of the Church shall be members of the Church Council. No member of the Church who is not either an Elder or a Deacon shall be a member of the Council.
28. The first Church Council members shall be all the first Elders and all the first Deacons of the Church.
29. The presence of two (2) Elders and (2) Deacons at a Church Council meeting shall constitute a quorum.
30. The Chairman of the Elders' Board shall also serve as the Chairman of the Church Council. The Church Council shall from among its members appoint a Secretary, a Treasurer and a Registrar and define their duties and may appoint such other office bearers as it may think fit. The first Secretary is KOH TIONG CHOO.
31. The Church Council shall meet at such intervals as it may decide but at least once in every three (3) months. Emergency meetings may be convened by the Chairman or an Elder on the requisition of at least four (4) members of the Church Council.
32. The resolutions of the Church Council shall be passed by a simple majority when put to the vote, provided that a resolution shall not be passed when it is voted against by a majority of the Elders.



33. The Church Council may delegate to any of its number such power and duties or part or parts thereof as it may decide.
34. The Church Council shall have power to appoint from the members of the Church such committees or sub-committees for purposes as may be necessary or expedient.
35. No member of the Church Council who is not engaged in full-time work for the Church shall be entitled to remuneration except by way of honorarium, the amount of which shall be determined by the Church Council.

### **GENERAL MEETINGS**

36. An Annual General 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 General Meeting. The Annual General Meeting shall be held at such time and place as the Church Council shall appoint.
37. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
38. The following are the power of the members in general meetings:-
- (a) To receive and, if approved, adopt the report of the Church Council and the accounts of the past year.
  - (b) To approve the re-election of Deacons.
  - (c) To approve the appointment of auditors.
  - (d) From time to time to make, repeal and amend all such by-laws and regulations (not inconsistent with these Articles) as may be deemed necessary or convenient for the proper conduct, management and well-being of the Church.
  - (e) From time to time to decide on such matters of policy as may be recommended to them by the Elders' Board.

39. The presence of one fifth of the membership of the Church as may appear on the Register of Members shall constitute the quorum. 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 the members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the second week following at the same time and place and at the adjourned meeting, the presence of one-tenth of the membership of the Church as may appear on the Register of Members shall form the quorum.
40. The Church Council, may, whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on requisition of members in accordance with the provisions of the Act.

### PROCEEDINGS AT GENERAL MEETINGS

41. An Extraordinary General Meeting called for the passing of a special resolution shall be called by twenty-one (21) days' notice at the least, and any other general meeting shall be called by fourteen (14) days' notice 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 of which it is given, and shall specify the place, the day and the hour of meeting and the general nature of the business shall be given. Provided that a 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 so agreed:-
- (a) In the case of the Annual General Meeting, by all the members entitled to attend and vote thereat.
  - (b) In the case of any other general meeting, by a majority in number of the 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 members.
42. Notice of general meetings shall be given by the posting of such notice on the Notice Board at the Registered Office for the time being or by announcement in any Church service held whether in the Church or elsewhere.

43. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of:-

- (a) The consideration of the accounts of the Church.
- (b) The reports of the Church Council
- (c) The election of the Deacons.
- (d) The election of the auditors.

44. No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.

45. The Chairman or the Deputy Chairman of the Church Council shall preside as Chairman at every general meeting of the Church. If both be absent or are unwilling to act the Elders present shall appoint one of their number to be Chairman for the meeting. If at any meeting no Elder is willing to act as a Chairman, the Deacons present may choose one of their number to be Chairman for the meeting.

46. 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.

47. 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 demanded:-

- (a) By the Chairman.
- (b) By members representing one-tenth of the membership of the Church as may appear on the Register of Members.



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 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. The demand for a poll may be withdrawn.

48. Every member whose name appears on the Register of Members shall have one vote.
49. In the case of 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.

## **FINANCE**

50. The Church Council may exercise all the powers of the Church to borrow money, and subject to Article 53 to mortgage or charge its undertaking and property, or any part thereof.
51. All cheques drawn on the Church's banking account shall be signed by the Chairman or the Deputy Chairman, and the Treasurer or Deputy Treasurer.
52. Monies received by the Church shall be deposited with an approved bank, and petty cash with the Treasurer shall not at any one time exceed the amount determined by the Church Council.
53. No immovable property shall be purchased on behalf of the Church and no part of the immovable property owned or controlled by, or belonging to the Church shall be sold, assigned, transferred, conveyed, mortgaged, charged or otherwise disposed of without a resolution authorising or sanctioning such purchase, sale, assignment, transfer, conveyance, mortgage or charge being first passed at a general meeting of members held for such purpose.

54. The Church Council may by resolution invest in or sell Government bonds, loan stocks, or debentures or any other marketable security.

### **SEAL**

55. The Church Council shall provide for the safe custody of the seal which shall be used by the authority of the Church Council and every instrument to which the seal shall be affixed shall be signed by an Elder and shall be countersigned by a second Elder or the Secretary or some other person appointed by the Church Council for the purpose.

### **MINUTES AND ACCOUNTS**

56. The Church Council shall cause proper minutes of all proceedings to be duly entered in books provided for the purpose.
57. The Church Council shall cause proper books of accounts to be kept at the Registered Office of the Church or at such place or places and in the charge of such persons as the Church Council may from time to time direct.
58. The Church Council shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Church or any of them may be open for the inspection of the members not being members of the Church Council. No member shall have any right of inspecting any accounts book or document of the Church unless authorised by the Church Council or by the general meeting of members. No member not being a member of the Church Council for the time being shall be entitled to inspect or have copies taken or supplied of any minutes save those of general meetings.
59. At the Annual General Meeting in each year, the Church Council shall lay before the meeting an income and expenditure account and a balance sheet of the Church for the period since incorporation or the year-end date of the preceding financial report. At each Annual General Meeting, a report shall also be presented by the Church Council as to the financial condition of the

Church. The balance sheet, accounts and report shall be signed by the Chairman or the Deputy Chairman and one other member of the Church Council. A copy of such balance sheet, accounts and report of the Church Council shall be posted on the Registered Office for a period of at least seven (7) days before the Annual General Meeting.

### AUDIT

60. The members shall at each Annual General Meeting appoint one or more auditors to hold office until the next Annual General Meeting and shall fix the remuneration (if any) to be paid for his or their service. No member of the Church Council shall be eligible for appointment as auditor.
61. The Church Council may fill any causal vacancy in the office of auditors, but while any such vacancy continues the surviving or continuing auditor or auditors, if any, may act.
62. Every auditor of the Church shall have access at all times to the books and accounts and vouchers of the Church and shall be entitled to require from the officers of the Church such information and explanations as may be necessary for the performance of their duties as auditors. The auditors shall sign a certificate stating whether or not all their requirements have been complied with and shall make a report to the members on the accounts examined by them and on every balance sheet laid before the members in the Annual General Meeting and in every such report the auditors shall state whether in their opinion the balance sheet referred to in the report is properly drawn up so as to exhibit a true and fair view of the state of the Church's affairs as shown by the books of the Church and such report shall be read before the members in the Annual General Meeting.

### WINDING UP

63. The Church shall be wound up voluntarily whenever a special resolution is passed requiring it to be so wound up.



## STATEMENT OF FAITH AND PRACTICES

The following is a Statement of Faith and Practices subscribed to by members of Bethesda (Katong) Church

### WHO BELIEVE THAT:-

1. The original writings of the Old and New Testaments are infallible, and unique in their divine inspiration, authority and sufficiency.
2. There is one God, yet with three distinct Persons, namely, the Father and the Son and the Holy Spirit, who are co-equal and to whom equal honour is due.
3.
  - (a) Jesus Christ is the only begotten and eternal Son of God.
  - (b) He truly became man, being begotten of the Holy Spirit and born of the Virgin Mary.
  - (c) His death was a sacrifice to God and a propitiation for the remission of sins.
  - (d) He was raised from the dead in His physical body.
  - (e) He ascended to the right-hand of God, and is now the all-sufficient High Priest of His people.
  - (f) He will come again to receive His people unto Himself, and to set up His Kingdom.
4. In consequence of the Fall, sin came in, and man became "lost" and at "enmity against God" and "without strength" to do the will of God.
5. The Holy Spirit's work is essential in regeneration and sanctification.
6.
  - (a) The justification of the sinner before God is by faith alone.
  - (b) Every justified one is also born of God.
  - (c) Such new birth results in and is made evident by holiness of life and good works.

- (d) At death the spirit of man does not cease to exist or become unconscious.
- (e) The dead will be raised in their physical bodies either to life or to condemnation, and the blessedness of the righteous and the punishment of the wicked will be alike eternal.
- (f) The devil, also called satan, who deceives the whole world, is a person.

#### AND WHO PRACTISE:-

- 9. (a) The customary observance of the ordinance of the Believers' Baptism by immersion on personal confession of faith.
- (b) The customary commemoration of the Lord's death in the Breaking of Bread on the first day of the week.
- 10. The reception at the Lord's Table of all believers unless they are proved to be unsound in faith or to come within the disqualifying grounds given in the Scriptures.
- 11. The conducting of meetings for:-
  - (a) Worship under the guidance of the Holy Spirit with opportunity for the exercise of all true gifts for edification, subject to the Lordship of Christ.
  - (b) The preaching of the Gospel of Jesus Christ.
- 12. The recognition and the appointment of Elders who are male members of the Church fitted by God for spiritual leadership and for episcopal and pastoral duties.
- 13. The election and the appointment of Deacons who are members of the Church, and who possess qualifications for the office of Deacons in accordance with the Scriptures and who are responsible for all matters relating to finance, property, transport, personnel and the general material welfare of the Church.

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Names, Addresses and Descriptions of Subscribers

---

KHOO PENG SENG  
5, Lorong 35, Geylang Road  
Singapore  
Medical Practitioner

R.A. MITCHELL  
12, Punah Place  
Singapore  
Secretary to Education  
Board

BENJAMIN CHEW  
62, St. Patrick's Road  
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ONG TIANG TYE  
20, Green Lane  
Singapore  
Missionary

OH TEOW SUAN  
34, Ean Kiam Place  
Singapore  
Clerk

KOH TIONG CHOO  
64, St. Patrick's Road  
Singapore  
Journalist

---

Dated this                      day of                      19                      .

Witness to the above signatures:-

SEET POON SOO  
107, Lorong H, Telok Kurau  
Singapore  
Book-keeper



