

**CONSTITUTION
OF THE GERMAN SPEAKING
PROTESTANT CONGREGATION
IN SINGAPORE**

NAME AND PLACE OF BUSINESS

1. The name of the Congregation shall be the "**German Speaking Protestant Congregation in Singapore**" hereinafter referred to as the "Congregation". Its place of business shall be at 4 Angklong Lane, #01-09 Faber Garden, Singapore 579979, or such other address as may subsequently be decided upon by the Council and approved by the Registrar of Societies. The Congregation shall carry out its activities only in places and premises, which have the prior written approval from the relevant authorities.

STATEMENT OF FAITH

2. The foundation of the Congregation is the Gospel of Jesus Christ as revealed in the Old and the New Testament and as interpreted in the Lutheran and reformed doctrinal documents of the Reformation.

OBJECT

3. The objective of the Congregation is to witness Christ who was crucified and resurrected as Head of the Church and Lord of the World according to the Gospel through worship, pastoral care, education of the youth and deeds of charity. The Congregation shall uphold the ecumenical fellowship of Christian's world-wide.
4. Worship services, pastoral care and all other services of the Congregation shall be provided to all German-speaking Christians regardless of their denomination or church affiliation.

MEMBERSHIP QUALIFICATION AND RIGHTS

5. Membership in the Congregation shall be open to persons who are German-speaking Christians residing for the time being in Singapore, baptised (or seeking to be baptised), and subscribe to the Constitution of the Congregation. Membership shall also be open to children of Members under fourteen (14) years of age if such Member wishes for his / her child to be baptised.
6. Persons who are below eighteen (18) years of age shall not be accepted as members without the written consent of their parent or guardian.
7. Only members who are above twenty-one (21) years of age shall have the right to vote and to hold office in the Congregation.
8. The number of members in the Congregation shall be unlimited. Only persons whose names are on the Register of Members shall be deemed to be members of the Congregation.
9. Members who have departed from Singapore permanently shall ipso facto cease to be members of the Congregation.

10. The Council may remove a person from the membership of the Congregation if such a person:
- (a) Has acted in a manner unbecoming of a member;
 - (b) No longer subscribes to the Constitution of the Congregation; or
 - (c) Wilfully causes discord within the Congregation.

APPLICATION FOR MEMBERSHIP

11. A person wishing to join the Congregation should submit his particulars to the Secretary on a prescribed form.
12. Approval of membership shall be subject to the discretion of the Council.
13. All applicants for membership shall give a written declaration to the Council. By such declaration, the member shall accept the Constitution of the Congregation and commit himself to contribute to the object of the Congregation according to his capabilities and abilities. A copy of the Constitution shall be furnished to every approved member.

SUPREME AUTHORITY AND GENERAL MEETINGS

14. The supreme authority of the Congregation is vested in a General Meeting of the members presided over by the Chairperson.
15. An Annual General Meeting shall be held on or before 31st March of each year.
16. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. Extraordinary General Meetings must be called by the Chairperson on the request in writing, of not less than one-quarter of the total voting membership or 30 voting members, whichever is the lesser and may be called at any time by order of the Council. The request in writing shall be given to the Secretary, setting forth the business to be transacted.
17. The Council shall convene all General Meetings by giving two (2) weeks' prior written notice to all voting members and such notice shall state the date, time and agenda of such meetings.
18. Unless otherwise stated in this Constitution, voting by proxy is allowed at all General Meetings.
19. Except for decisions to amend the Constitution or as specifically provided otherwise, decisions at General Meetings of the Congregation shall be passed by a simple majority of the voting members of the Congregation present at a General Meeting.
20. The duties of the General Meeting shall be:
- (a) to acknowledge the report of the Council, to propose and grant exoneration to the members of the Council;
 - (b) to appoint a Protestant Pastor of the Congregation (the "Pastor") from among candidates proposed by the Council, when a new pastor is to be appointed;

- (c) to elect the members of the Council and Honorary Auditors;
 - (d) to decide on proposals put forward by the Council;
 - (e) to submit proposals concerning the conduct, expansion and strengthening of congregational life for deliberation and decision by the Council; and
 - (f) the previous financial year's account and annual report of the Council.
21. The quorum for a General Meeting shall be one-quarter of the total voting membership or at least thirty (30) voting members, whichever is the lesser, present at the meeting. Proxies shall not be constituted as part of the quorum.
22. In the event of there being no quorum at the commencement of a General Meeting the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum but they shall have no power to amend any part of the existing Constitution.
23. The minutes of the General Meeting shall be published in the newsletter of the Congregation.
24. The Chairperson shall take the Chair at all General Meetings of the Congregation. If the Chairperson resigns or dies or if he/she is absent or unable to attend the meeting, the Vice Chairperson shall take the Chair.
25. Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary in writing one week before the meeting is due to be held. The Council, in their sole discretion, may request for further written details of an item so placed on the agenda and the member must provide sufficient written details no later than five days before the General Meetings or such other shorter time period before the General Meetings as the Council may allow.

MANAGEMENT AND COUNCIL

26. The Congregation shall be managed by a Council which shall consist of at least five (5) and not more than nine (9) members of the Congregation, to be elected at each alternate Annual General Meeting.
27. The Pastor shall be ex-officio a member of the Council.
28. Names for election to the Council will be proposed and seconded at the alternate Annual General Meeting and election will follow on a simple majority vote of the members. Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, the Chairperson of the meeting shall have a casting vote. Newly elected members of the Council shall be inducted during a worship service.
29. Unless with prior approval in writing of the Registrar or an Assistant Registrar of Societies, majority of the members of the Council shall be Singapore Citizens. In addition, the Chairperson, Secretary, Treasurer and their deputies shall be Singapore Citizens or Singapore Permanent Residents. Foreign Diplomats shall not serve as members of the Council.

30. The Council shall elect from among its members the following office bearers of the Congregation:
- (a) the Chairperson;
 - (b) the Deputy Chairperson;
 - (c) the Secretary;
 - (d) the Treasurer; and
 - (e) one (1) to five (5) Ordinary Council Members.
31. All members of the Council shall serve for a term of two (2) years but may be removed at any time when they cease to qualify under the original criteria by which they were appointed.
32. If members of the Council resign or are removed from their office before the expiry of their term of office, the Council may appoint eligible members of the Congregation to replace them until the next General Meeting.
33. All members of the Council shall be eligible for re-election to the same post for a consecutive term of office except that for members holding the appointment of the Treasurer, there shall be a maximum term limit of four (4) consecutive years. Further re-appointment as the Treasurer shall be considered after a lapse of at least two (2) years.
34. A Council meeting shall be convened monthly after giving seven days' notice to Council Members. The Chairperson may call a Council meeting at any time by giving five days' notice. Majority of the Council Members must be present for its proceedings to be valid, of whom one must be either the Chairperson or the Deputy Chairperson.
35. Decisions of the Council shall be taken by the simple majority of members attending the meeting. In the case of a stalemate, the Chairperson shall have a casting vote. Minutes of each meeting shall be recorded and signed by the Secretary and the Chairperson, and shall be kept in the minutes book of the Congregation.
36. Any member of the Council absenting himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Council and a successor may be co-opted by the Council to serve until the next alternate Annual General Meeting. Any changes in the Council shall be notified to the Registrar of Societies and Commissioner of Charities within two (2) weeks of the change.
37. The duties of the Council shall be:
- (a) to take charge of all matters relating to the object of the Congregation in association with the Pastor;
 - (b) to discuss and decide on all worldly matters relating to the Congregation and to manage the finances of the Congregation;
 - (c) to convene the General Meeting;
 - (d) to represent the Congregation in external relations;
 - (e) to consult regularly with the representatives of the German Speaking Catholic Community of Singapore; and
 - (f) to organise and supervise the activities of the Congregation.

38. The Council has to act upon the resolutions of the General Meeting. The Council always remains subordinate to the General Meetings and may not act contrary to the expressed wishes of the General Meeting without prior reference to it.

DUTIES OF OFFICE-BEARERS

39. The Chairperson shall act as chairperson at all General and Council Meetings. He/she shall also represent the Congregation in its dealings with outside persons.

40. The Deputy Chairperson shall assist the Chairperson. In the absence of the Chairperson at any General or Council Meeting, the Deputy Chairperson shall take over as the Chairperson for such period of absence or for such meeting.

41. The Secretary shall keep all records, except financial, of the Congregation and shall be responsible for their correctness. He/she shall keep minutes of all General and Council Meetings, and perform such other duties pertaining to this office as may be prescribed by the Council. He/she shall maintain an up-to-date Register of Members at all times.

42. The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Congregation and shall keep an account of all monetary transactions and shall be responsible for their correctness. He/she shall deposit all moneys in his/her care in the Congregation's bank accounts. Designated members of the Council shall be authorized signatories for monetary transactions. Payments from the Congregation's bank accounts shall be approved by any two (2) of the designated members of the Council.

43. Ordinary Council Members shall assist in the general administration of the Congregation and perform duties assigned by the Council from time to time.

THE PASTOR

44. The Pastor shall be appointed by the General Meeting. His activities shall be defined by an agreement to be signed by the Council, the Church Office of the Evangelical Church in Germany (Kirchenamt der Evangelischen Kirche in Deutschland (EKD)) and the appointed Pastor himself/herself.

45. The Pastor shall fulfil the following duties:

- (a) to lead worship services;
- (b) to conduct congregational activities;
- (c) to attend to the pastoral care of members; and
- (d) religious instruction.

46. The Pastor shall carry out his ministry in sole commitment to the Word of God and in obedience towards the Lord of the Church, in co-operation with the Council.

47. Should any differences of opinion arise between the Pastor and the Council / Congregation, the Church Office of the Evangelical Church in Germany (Kirchenamt der Evangelischen Kirche in Deutschland) shall be asked to mediate.

CONFLICT OF INTEREST

48. Where a conflict of interest arises at a Council Meeting, the Council Member concerned should not vote on the matter nor participate in discussions. He/she should recuse himself or herself from the Council Meeting. The reason for how a final decision is made on the transaction or contract should be recorded in the minutes of the Council Meeting.

AUDIT AND FINANCIAL YEAR

49. Two voting members of the Congregation, not being members of the Council, shall be elected as Honorary Auditors at each alternate Annual General Meeting and will hold office for a term of two (2) years only and shall not be re-elected for a consecutive term. The accounts of the Congregation shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the Congregation exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

50. They:

- (a) will be required to audit each year's accounts and present a report upon them at the Annual General Meeting; and
- (b) may be required by the Chairperson to audit the Congregation's accounts for any period within their tenure of office at any date and make a report to the Council.

51. The financial year shall be from 1st January to 31st December.

TRUSTEES

52. If the Congregation at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

53. The trustees of the Congregation shall:

- (a) not be more than four and not less than two in number;
- (b) be elected by a General Meeting of members; and
- (c) not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

54. The office of the trustee shall be vacated:

- (a) if the trustee dies or becomes a lunatic or of unsound mind;
- (b) if he/she is absent from the Republic of Singapore for a period of more than one year;
- (c) if he/she is found guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee; or
- (d) if he/she submits a notice of resignation from his/her trusteeship.

55. Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Congregation's premises or publishing it in the Congregation's newsletter, at least two weeks before the General Meeting at which the proposal is to be discussed. The result of such a General Meeting shall be notified to the Registrar of Societies and the Commissioner of Charities.

56. The addresses of the immovable properties, names of trustees and any subsequent change must be notified to the Registrar of Societies and the Commissioner of Charities.

INTERPRETATION

57. In the event of any question or matter pertaining to day-to-day administration, which is not expressly provided for in the Constitution, the Council shall have power to use their own discretion. The decision of the Council shall be final unless it is reversed at a General Meeting.

AMENDMENTS TO THE CONSTITUTION

58. No alteration or addition / deletion to this Constitution shall be made except at a General Meeting and with the consent of two-third of the voting members present at the General Meeting and they shall not come into force without the prior sanction of the Registrar of Societies and the Commissioner of Charities.

VISITORS AND GUESTS

59. Visitors and guests may be admitted into the premises of the Congregation but they shall not be admitted into the privileges of the Congregation. All visitors and guests shall abide by the Congregation's rules and regulations.

PROHIBITIONS

60. Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act (Chapter 250) of Singapore, is forbidden on the Congregation's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
61. The Congregation's funds shall not be used to pay fines of members who have been convicted in a Court of law.
62. The Congregation shall not:
- (a) engage in any activities that may undermine the racial or religious harmony in Singapore;
 - (b) engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore;
 - (c) attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the price or any discount, allowance or rebate relating to any goods or services which adversely affects consumer interests;
 - (d) hold any lottery, whether confined to its members or not, in the name of the Congregation or its office-bearers, Council or members, unless with the prior approval of the relevant authorities;
 - (e) indulge in any political activity or allow its funds and/or premises to be used for political purposes; or

- (f) raise funds from the public for whatever purpose without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

DISPUTES

- 63. In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with the rules in the Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

DISSOLUTION

- 64. The Congregation shall not be dissolved, except with the written approval of the Church Office of the Evangelical Church in Germany (Kirchenamt der Evangelischen Kirche in Deutschland) and the consent of not less than three-fifths of the total voting membership of the Congregation for the time being resident in Singapore expressed either in person or by proxy, at a General Meeting, convened for the purpose.
- 65. In the event of the Congregation being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Congregation shall be fully discharged, and the remaining funds shall be donated to Orchard Road Presbyterian Church or to such other registered charitable organisation or exempt charities registered under the Charities Act (Chapter 37) of Singapore having the same or similar objectives as the Congregation, as the Council may decide.
- 66. A Certificate of Dissolution shall be given within seven (7) days of the dissolution of the Congregation to the Registrar of Societies and the Commissioner of Charities.