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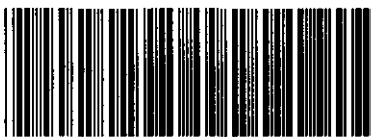
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4839046

The Registrar of Companies for England and Wales hereby certifies that
ASSOCIATION OF VINEYARD CHURCHES UK 2003

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 21st July 2003



N04839046L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Declaration on application for registration

Company Name in full

THE ASSOCIATION OF VINEYARD CHURCHES UK 2003

I, TIMOTHY BUCKLAND WARREN

of Talbot Hse, Talbot Crt, Gracechurch St, London EC3VOBS

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature



Declared at

The Old Rectory, 29 Martin Lane, London EC4R 0AU

Day Month Year

on

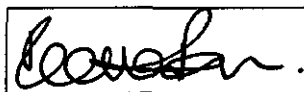
16 07 2003

• Please print name.

before me •

REEMA PAU

Signed



Date

16/07/03

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number, and if available, a DX number and Exchange, of the person Companies House should contact if there is any query.

Pothecary & Barratt

Talbot House, Talbot Court, Gracechurch Street, Lond

EC3V OBS

Tel 0207 623 7520

DX number 590

DX exchange CITY



Form revised July 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

30(5)(a)

Declaration on application for registration of a company
exempt from the requirement to use the word "limited" or
"cyfyngedig"

Company Name in full

THE ASSOCIATION OF VINEYARD CHURCHES UK 2003

I, TIMOTHY BUCKLAND WARREN

of Talbot Hse, Talbot Crt, Gracechurch St, London EC3VOBS

a [Solicitor engaged in the formation of the above [person
 named as director or secretary of the company in the statement delivered
 under section 10 of the Companies Act 1985] do solemnly and sincerely
 declare that the company complies with the requirements of section 30(3) of
 the Companies Act 1985.

† Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to
 be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

T.B. WARREN

Declared at

The Old Rectory, 29 Martin Lane, London EC4R 0AQ

Day Month Year

on

16 07 2003

● Please print name.

before me ●

REENA PAU

Signed

[Signature]

Date

16/07/03

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,
 telephone number, and if available,
 a DX number and Exchange, of
 the person Companies House
 should contact if there is any query.

Potheary & Barratt

Talbot House, Talbot Court, Gracechurch Street, Lond

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 for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
 for companies registered in Scotland DX 235 Edinburgh



Form revised June 2003

0113
17/07/03

Please complete in typescript,
or in bold black capitals.

CHFP041

**First directors and secretary and intended situation
of registered office**

Notes on completion appear on final page

Company Name in full

ASSOCIATION OF VINEYARD CHURCHES UK 2003

Proposed Registered Office

(PO Box numbers only, are not acceptable)

THE VINEYARD CENTRE

23 BLAGDON ROAD

Post town

NEW MALDEN

County / Region

SURREY

Postcode

KT3 4AH

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you give will be visible to
searchers of the public record.

Pothecary & Barratt

Talbot House, Talbot Court, Gracechurch Street, London

EC3V 0BS

Tel 0207 623 7520

DX number 590

DX exchange CITY

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland **DX 235 Edinburgh**



Company Secretary (see notes 1-5)

Company name ASSOCIATION OF VINEYARD CHURCHES UK 2003

NAME *Style / Title MR *Honours etc.

*Voluntary details

Forename(s) PETER JOHN LAURENCE

Surname FARRELLY

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

64 HEATHSIDE

HINCHLEY WOOD

Post town ESHER

County / Region SURREY

Postcode KT10 9TF

Country GREAT BRITAIN

I consent to act as secretary of the company named on page 1

Consent signature

PJL Farrelly

Date 19th June 2003

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title MR REV *Honours etc.

Forename(s) JOHN ALEXANDER

Surname MUMFORD

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

10 CHATSWORTH AVENUE

Post town MERTON PARK

County / Region LONDON

Postcode SW20 8JZ

Country GREAT BRITAIN

Day Month Year

Date of birth

22 08 1952

Nationality BRITISH

Business occupation

MINISTER OF RELIGION

Other directorships

SW LONDON VINEYARD

VINEYARD MUSIC (UK) LTD

I consent to act as director of the company named on page 1

Consent signature

JAMumford

Date 23 May 2003

Company Secretary (see notes 1-5)

*Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name			
NAME	*Style / Title	*Honours etc.	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
Address ††			
Post town			
County / Region		Postcode	
Country			

I consent to act as secretary of the company named on page 1

Consent signature  Date 

Directors (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title	*Honours etc.	
Forename(s)	JEREMY PETER GEORGE		
Surname	COOK		
Previous forename(s)	-		
Previous surname(s)	-		
Address ††	252 COTTINGHAM ROAD		
Post town	HULL		
County / Region		Postcode	HU6 8QA
Country	UK		

Day Month Year

Date of birth	1 2 0 5 1 9 5 4	Nationality	BRITISH
Business occupation	MINISTER OF RELIGION		
Other directorships	VINEYARD MUSIC UK. LIMITED		

I consent to act as director of the company named on page 1

Consent signature  Date 15 APRIL 2003

Company Secretary (see notes 1-5)

*Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME *Style / Title

*Honours etc.

Company name

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address††

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

Company Secretary (see notes 1-5)

*Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Company name			
NAME	*Style / Title	*Honours etc.	
	MR.		
Forename(s)	STEPHEN DAVID PAUL		
Surname	DAWKIN		
Previous forename(s)	-		
Previous surname(s)	-		
Address ††	BREAD		
Post town			
County / Region		Postcode	
Country			
I consent to act as secretary of the company named on page 1			
Consent signature			Date

Directors (see notes 1-5)

Please list directors in alphabetical order

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME	*Style / Title	*Honours etc.	
	MR.		
Forename(s)	STEPHEN DAVID PAUL		
Surname	DAWKIN		
Previous forename(s)	-		
Previous surname(s)	-		
Address ††	BREADFORD COTTAGE		
Post town	RAKENFORD		
County / Region	DEVON	Postcode	EX16 8DS
Country	UNITED KINGDOM		
Day Month Year			
Date of birth	04 06 1957	Nationality	BRITISH
Business occupation	ACCOUNTANT		
Other directorships	SEE LIST.		
I consent to act as director of the company named on page 1			
Consent signature			Date
			19 June 2003

Company Secretary (see notes 1-5)

*Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

NAME *Style / Title

Company name

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc.

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Directors (continued) (see notes 1-5)

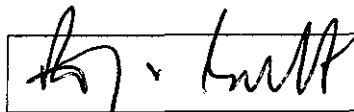
Please list directors in alphabetical order

NAME	*Style / Title	REV		*Honours etc.	
*Voluntary details	Forename(s)	PETER FORBES MELVILLE			
	Surname	STORROCK			
	Previous forename(s)				
	Previous surname(s)				
† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address †	4 HILLSIDE ROAD			
	Post town	SURBITON			
	County / Region	SURREY	Postcode	KT5 8DA	
	Country	GREAT BRITAIN			
	Day	Month	Year		
	Date of birth	24	04	1952	Nationality BRITISH
	Business occupation	MINISTER OF RELIGION			
	Other directorships	NONE			
	I consent to act as director of the company named on page 1				
	Consent signature	Peter FM Storrock		Date	22 May 03

This section must be signed by**Either**

an agent on behalf of all subscribers

Signed



Date

11th July 2003

PETER FM STORROCK

Or the subscribers

(i.e. those who signed as members on the memorandum of association).

Signed

Peter FM Storrock

Date

22 May 03

Signed

J.A. Mumford

Date

29 May 2003

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Private & Confidential

S D P Daykin - Directorships

Current Directorships

Fresha Ltd
Vineyard Christian Fellowship of Exeter

Past Directorships

Dartington Crystal Group Ltd
Dartington Crystal Ltd
Bristol United Press Plc
Swallowfield Plc
Cosmetics Plus Ltd
Aerosols International Ltd
Home Counties Newspapers Holdings Plc
Home Counties Newspapers Plc
South Essex Recorders Ltd
Hampstead & Highgate Express Ltd
Southern Converters Ltd
Vineyard Christian Fellowship of St. Albans

19/05/03

115393



Companies Acts 1985 & 1989

**Company limited by guarantee and
not having a share capital**

4839046

17 JUL 2005

Memorandum of Association of Association of Vineyard Churches UK 2003

1 NAME

The name of the Company is Association of Vineyard Churches UK 2003 ("the Association").

2 REGISTERED OFFICE

The registered office of the Association is to be in England.

3 OBJECTS

The objects of the Association are:-

- 3.1 the advancement of the Christian Faith including missionary activities in the United Kingdom and Overseas in particular (but without limitation) by:-
 - 3.1.1 planting new Churches and organisations and congregations and building and maintaining an Association of Vineyard Churches, being an organisation of churches based upon mutual agreements as to vision, mission and purpose voluntarily entered into by such churches, whilst committed to and modelled on the historic Vineyard convictions, values, priorities, practises and leadership standards, the current statement of which is appended, as amended from time to time;
 - 3.1.2 supporting and strengthening pastors of affiliated churches by providing pastoral care, relationship, resources for ministry and a means of bringing biblical discipline, if needed.
 - 3.1.3 supporting and strengthening affiliated local churches by providing general counsel, training materials and potential new or additional pastoral leadership;
 - 3.1.4 assisting affiliated local churches in achieving their mission by providing assistance in defining, strategizing and implementing their mission, and by designing missions, strategies and outreaches in which they may join;
 - 3.1.5 planting and nurturing new churches which are committed to and model the Vineyard convictions, values, priorities, practices and leadership standards;

- 3.1.6 bringing renewal to the larger Church of Christ around the world, both through direct ministry and by example.

4 POWERS

The Association has the following powers, which may be exercised only in promoting the Objects:

- 4.1 to provide advice and guidance;
- 4.2 to publish or distribute information and make supplies of products promoting the principal objects;
- 4.3 to co-operate with other bodies;
- 4.4 to support, administer or set up other charities;
- 4.5 to raise funds (but not by means of taxable trading);
- 4.6 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.7 to acquire or hire property of any kind;
- 4.8 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 1993);
- 4.9 to make grants or loans of money and to give guarantees;
- 4.10 to set aside funds for special purposes or as reserves against future expenditure;
- 4.11 to deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 4.12 to delegate the management of investments to a financial expert, but only on terms that:
 - 4.12.1 the investment policy is set down in writing for the financial expert by the Trustees;
 - 4.12.2 every transaction is reported promptly to the Trustees;
 - 4.12.3 the performance of the investments is reviewed regularly with the Trustees;
 - 4.12.4 the Trustees are entitled to cancel the delegation arrangement at any time;

- 4.12.5 the investment policy and the delegation arrangement are reviewed at least once a year;
- 4.12.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt;
- 4.12.7 the financial expert must not do anything outside the powers of the Trustees;
- 4.13 to arrange for investments or other property of the Association to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.14 to insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required;
- 4.15 to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
- 4.16 subject to clause 5, to employ paid or unpaid agents, staff or advisers;
- 4.17 to enter into contracts to provide services to or on behalf of other bodies;
- 4.18 to establish subsidiary companies to assist or act as agents for the Association;
- 4.19 to pay the costs of forming the Association;
- 4.20 to indemnify the trustees of Association of Vineyard Churches (UK) Trust (Charity No. 1054443) in respect of any liabilities they may have arising from obligations arising prior to the date of transfer of its assets to the Company;
- 4.21 to do anything else within the law which promotes or helps to promote the Objects.

5 BENEFITS TO MEMBERS AND TRUSTEES

- 5.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the members of the Association, but
 - 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Association and receive reasonable payment for goods or services supplied;
 - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate (which shall not exceed the base rate for the time being of Barclays Bank plc or any

successor bank thereto) on money lent to the Association;

- 5.1.3 individual members who are beneficiaries may receive grants and other charitable benefits to facilitate their work in pursuance of the Objects;
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Association, except
 - 5.2.1 as mentioned in clauses 4.15, 5.1.2, 5.1.3 or 5.3;
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Association;
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings);
 - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding;
 - 5.2.5 that reasonable and proper remuneration may be paid to John Alexander Mumford for his services as National Director of the Association;
 - 5.2.6 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance);
- 5.3 Any Trustee who is a solicitor, accountant or other person engaged in a profession (or any firm or company of which such a Trustee is a partner) may enter into a contract with the Association to supply services in return for a payment when instructed to act in a professional capacity provided that:
 - 5.3.1 the services are actually required by the Association;
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the services and is set in accordance with the procedure in clause 5.4;
 - 5.3.3 no more than one half of the Trustees are subject to such a contract in any financial year.
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustee Task Force or a committee the Trustee concerned must:
 - 5.4.1 declare an interest at or before discussion begins on the matter;
 - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information;

5.4.3 not be counted in the quorum for that part of the meeting;

5.4.4 withdraw during the vote and have no vote on the matter.

5.5 This clause may not be amended without the prior written consent of the Commission.

6 LIMITED LIABILITY

The liability of members is limited.

7 GUARANTEE

Every member promises, if the Association is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Association while the contributor was a member.

8 DISSOLUTION

8.1 If the Association is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects;

8.1.2 directly for the Objects or charitable purposes within or similar to the Objects;

8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

8.2 A final report and statement of account must be sent to the Commission.

9 INTERPRETATION

9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

We wish to be formed into a company under this Memorandum of Association

NAMES & ADDRESSES OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
----------------------------------	---------------------------

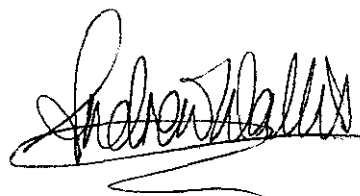
John Alexander Mumford
10 Chatsworth Avenue
Merton Park
London
SW20 8JZ
(Minister of Religion)



Jeremy Peter George Cook
252 Cottingham Road
Hull
HU6 8QA
(Minister of Religion)



Andrew Jonathan ~~Wallace~~ ^{Wallis}
93 Dongola Road ^{phw}
Bishopston
Bristol
BS7 9HW
(Minister of Religion)



Stephen David Paul Daykin
Bradford Cottage
Rackenford
Devon
EX16 8DS
(Accountant)



Peter Forbes Melville Sturrock
4 Hillside Road
Surbiton
Surrey
KT5 8DR
(Minister of Religion)



William Joseph Quirke
8 Mayfield Road
Merton Park
London
SW19 3NF
(Management Consultant)



Peter John Laurence Farrelly
64 Heathside
Hinchley Wood
Esher
Surrey
KT10 9TF

PJL Farrelly

Date 19th June 2003 Witness to the above signatures

Witness Signature:

E. J. L. Farrelly

Witness Name:

DEANOR MONROE

Address:

10 CHATSWORTH AVE
LONDON SW20 8R

Occupation:

Teacher

Companies Acts 1985 and 1989

Company limited by guarantee and not having a share capital

Articles of Association of Association of Vineyard Churches UK 2003

1 MEMBERSHIP

- 1.1 The number of members with which the Company proposes to be registered is unlimited.
- 1.2 The Association must maintain a register of members.
- 1.3 Membership of the Association is open to any individual interested in promoting the Objects who:
 - 1.3.1 is invited to become a member by the Council and whose decision shall be final;
 - 1.3.2 has expressed in writing his/her personal agreement with the Objects of the Association and consents in writing to become a member; and
 - 1.3.3 has affirmed acceptance of the Statement of Faith.
- 1.4 Membership is terminated if the member concerned:
 - 1.4.1 gives written notice of resignation to the Association;
 - 1.4.2 dies;
 - 1.4.3 is removed from membership by resolution of the Council on the ground that in their reasonable opinion the member's continued membership is detrimental to the Association (but only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice);
 - 1.4.4 is a member and not a Pastor of an affiliated church and who has completed a period of service as a Trustee of the Association
- 1.5 Membership of the Association is not transferable.
- 1.6 The first members of the Association are the subscribers to this Memorandum.
- 1.7 The Trustees may establish different classes of membership and prescribe their respective privileges and duties.

2 GENERAL MEETINGS AND THE COUNCIL

- 2.1 Members are entitled to attend general meetings. General meetings are called on at least clear 21 days written notice specifying the business to be discussed.
- 2.2 There is a quorum at a general meeting if the number of members personally present is the greater of three members or one half of the members, with a minimum of three.
- 2.3 The Chairperson or (if the Chairperson is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast.
- 2.5 Except for the Chairperson of the meeting, who has a second or casting vote, every member present in person has one vote on each issue.
- 2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 2.7 The Association must hold an AGM in every year which all members are entitled to attend. The first AGM shall be held within 18 months after the Association's incorporation.
- 2.8 At an AGM the members:
 - 2.8.1 receive the accounts of the Association for the previous financial year;
 - 2.8.2 receive the Trustees' report on the Association's activities since the previous AGM;
 - 2.8.3 accept the retirement of those Trustees who wish to retire or who are retiring by rotation;
 - 2.8.4 elect persons to be Trustees to fill the vacancies arising;
 - 2.8.5 appoint auditors for the Association;
 - 2.8.6 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Association; and
 - 2.8.7 discuss and determine any issues of policy or deal with any other business put before them.

- 2.9 Any general meeting which is not an AGM is an EGM.
- 2.10 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least ten per cent of the members.
- 2.11 The members shall only be entitled to elect such number of Trustees as shall not exceed the number of Trustees appointed in accordance with Article 3.2 below.
- 2.12 The Council may meet from time to time for the purpose of exercising the spiritual and trans-local authority given to them by God and recognised by affiliated churches in particular by:-
 - 2.12.1 providing vision, direction and oversight to the Association and its affiliated churches;
 - 2.12.2 overseeing the disciplinary procedures for ministers and affiliated churches adopted by the Association from time to time;
 - 2.12.3 approving the appointment of the national director;
 - 2.12.4 approving the appointment of the chairman of the Trustees Task Force.

3 THE TRUSTEE TASK FORCE

- 3.1 The Trustees as charity trustees have the general control and management of the administration of the Association and its property and funds.
- 3.2 The Trustee Task Force when complete consists of at least three and not more than twelve individuals, all of whom must be members. The Trustees must be elected by the members. No person shall be elected to become a trustee unless he shall have become a member of the Association prior thereto.
- 3.3 The subscribers to the Memorandum are the first Trustees of the Association.
- 3.4 One third (or the number nearest one third) of the Trustee Task Force, other than the Chairperson, must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 3.5 A Trustee's term of office automatically terminates if he or she:
 - 3.5.1 is disqualified under the Charities Act 1993 from acting as a charity trustee;
 - 3.5.2 is incapable, whether mentally or physically, of managing his or her own affairs;
 - 3.5.3 is absent from four consecutive meetings of the Trustees;

- 3.5.4 ceases for any reason (including under 1.4.3) to be a member;
- 3.5.5 resigns by written notice to the Trustees (but only if at least three Trustees will remain in office);
- 3.5.6 (not being the Chairman) has served as a Trustee for a continuous period of nine years.
- 3.6 The Trustee Task Force may at any time co-opt any person duly qualified to be appointed as a Trustee (subject to ratification by the Council) to fill a vacancy in their number of elected Trustees or as an additional Trustee, but a co-opted Trustee holds office only until the next AGM.
- 3.7 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 3.8 A Trustee (other than the Chairman) shall not be eligible to serve for a continuous period of more than nine years. He shall be eligible for reappointment or re-election after he shall have been out of office for 12 months following such continuous period of service.
- 4 **PROCEEDINGS OF THE TRUSTEE TASK FORCE**
- 4.1 The Trustee Task Force must hold at least three meetings each year.
- 4.2 A quorum at a meeting of the Trustee Task Force is 3 Trustees.
- 4.3 A meeting of the Trustee Task Force may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 4.4 The Chairperson or (if the Chairperson is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 4.6 Except for the Chairperson of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

5 POWERS OF TRUSTEES

The Trustee Task Force has the following powers in the administration of the Association:

- 5.1 subject to ratification by the Council to appoint (and remove) any Trustee to act as Secretary to the Association in accordance with the Act;
- 5.2 subject to ratification by the Council to appoint a Chairperson, a Vice-Chairperson, a Treasurer and other honorary officers from among their number;
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustee Task Force);
- 5.4 to make Standing Orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings;
- 5.5 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees;
- 5.6 to make Bye-Laws consistent with the Memorandum, these Articles and the Act to govern the administration of the Association and the use of its seal (if any);
- 5.7 to establish procedures to assist the resolution of disputes within the Association;
- 5.8 to exercise any powers of the Association which are not reserved to a general meeting.

6 RECORDS & ACCOUNTS

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
 - 6.1.1 annual reports;
 - 6.1.2 annual returns;
 - 6.1.3 annual statements of account.
- 6.2 The Trustees must keep proper records of:
 - 6.2.1 all proceedings at general meetings;
 - 6.2.2 all proceedings at meetings of the Trustees;
 - 6.2.3 all reports of committees; and

6.2.4 all professional advice obtained.

6.3 Accounting records relating to the Association must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.

6.4 A copy of the Association's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Association's reasonable costs, within two months.

7 NOTICES

7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means.

7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.

7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address;

7.3.2 two clear days after being sent by first class post to that address;

7.3.3 three clear days after being sent by second class or overseas post to that address;

7.3.4 on the date of publication of a newspaper containing the notice;

7.3.5 on being handed to the member personally; or if earlier

7.3.6 as soon as the member acknowledges actual receipt.

7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

8 DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Association take effect as though repeated here.

9 INTERPRETATION

In the Memorandum and in these Articles:

9.1 "The Act" means the Companies Act 1985

"AGM"	means an annual general meeting of the Association
"these Articles"	means these articles of association
"Chairperson"	means the chairperson of the Trustees
"the Association"	means the company governed by these Articles
"charity trustee"	has the meaning prescribed by section 97(1) of the Charities Act 1993
"clear day"	means 24 hours from midnight following the relevant event
"the Commission"	means the Charity Commissioners for England and Wales
"the Council"	means the members of the Association the functions of which are set out in Article 2.12
"EGM"	means an extraordinary general meeting of the Association
"financial expert"	means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986
"material benefit"	means a benefit which may not be financial but has a monetary value
"member" and "membership"	refer to membership of the Association
"Memorandum"	means the Association's Memorandum of Association
"month"	means calendar month
"the Objects"	means the Objects of the Association as defined in clause 3 of the Memorandum
"Secretary"	means the Secretary of the Association
"Statement of Faith"	means the Statement of Faith set out in the Schedule hereto
"taxable trading"	means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects
"Trustee"	means a director of the Association
"Trustee Task Force"	means all the Trustees
"written" or "in writing"	refers to a legible document on paper including a fax message
"year"	means calendar year

9.2 Expressions defined in the Act have the same meaning.

9.3 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

NAMES & ADDRESSES OF SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

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(Minister of Religion)



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Peter John Laurence Farrelly
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Surrey
KT10 9TF

PJL family

Date 19 June 2003

Witness to the above signatures

Witness Signature: [Signature]

Witness Name: ALAN MURFORD

Address: 10 CHASSWORTH AVE
LONDON SW20 8DZ

Occupation: TEACHER

Schedule 1

Statement of Faith

- (1) We believe that God is the Eternal King. He is an infinite, unchangeable Spirit, perfect in holiness, wisdom, goodness, justice, power and love. From all eternity He exists as the One Living and True God in three persons of one substance, the Father, the Son, and the Holy Spirit, equal in power and glory.
- (2) We believe that God's kingdom is everlasting. From His throne, through His Son, His eternal Word, God created, upholds and governs all that exists: the heavenly places, the angelic hosts, the universe, the earth, every living thing and mankind. God created all things very good.
- (3) We believe that Satan, originally a great, good angel, rebelled against God, taking a host of angels with him. He was cast out of God's presence and, as a usurper of God's rule established a counter-kingdom of darkness and evil on earth.
- (4) We believe that God created mankind in His image, male and female, for relationship with Himself and to govern the earth. Under the temptation of Satan, our original parents fell from grace, bringing sin, sickness and God's judgment of death to the earth. Through the fall, Satan and his demonic hosts gained access to God's good creation. Creation now experience the consequences and effects of Adam's original sin. Human

beings are born in sin, subject to God's judgment of death and captive to Satan's kingdom of darkness.

- (5) We believe that God did not abandon His rule over the earth which He continues to uphold by His providence. In order to bring redemption, God established covenants which revealed His grace to sinful people. In the covenant with Abraham, God bound Himself to His people Israel, promising to deliver them from bondage to sin and Satan and to bless all the nations through them.
- (6) We believe that as King, God later redeemed His people by His mighty acts from bondage in Egypt and established His covenant through Moses, revealing His perfect will and our obligation to fulfil it. The law's purpose is to order our fallen race and to make us conscious of our moral responsibility. By the work of God's spirit, it convicts us of our sin and God's righteous judgment against us and brings us to Christ alone for salvation.
- (7) We believe that when Israel rejected God's rule over her as King, God established the monarchy in Israel and made an unconditional covenant with David, promising that his heir would restore God's kingdom reign over His people as Messiah forever.
- (8) We believe that in the fullness of time, God honoured His covenants with Israel and His prophetic promises of salvation by sending His only Son, Jesus, into the world. Conceived by the Holy Spirit and born of the Virgin Mary, as fully God and fully man in one person, He is humanity as God intended us to be. Jesus was anointed as God's Messiah and empowered by the Holy Spirit, inaugurating God's kingdom reign on earth, overpowering the reign of Satan by resisting temptation, preaching the good news of salvation, healing the sick, casting out demons and raising the dead. Gathering His disciples, He reconstituted God's people as His Church to be the instrument of His kingdom. After dying for the sins of the world, Jesus was raised from the dead on the third day, fulfilling the covenant of blessing given to Abraham.
- (9) In His sinless, perfect life Jesus met the demands of the law and in His atoning death on the cross He took God's judgment for sin which we deserve as law-breakers. By his death on the cross He also disarmed the demonic powers.
- (10) The covenant with David was fulfilled in Jesus' birth from David's house, His Messianic ministry, His glorious resurrection from the dead, His ascent into heaven and His present rule at the right hand of the Father. As God's Son and David's heir, He is the eternal Messiah-King advancing God's reign throughout every generation and throughout the whole earth today.
- (11) We believe that the Holy Spirit was poured out on the Church at Pentecost in power, baptizing believers into the Body of Christ and releasing the gifts of the Spirit to them. The Spirit brings the permanent indwelling presence of God to us for spiritual worship, personal sanctification, building up the Church, gifting us for ministry, and driving back the kingdom of Satan by the evangelisation of the world through proclaiming the word of Jesus and doing the works of Jesus.

- (12) We believe that the Holy Spirit indwells every believer in Jesus Christ and that He is our abiding Helper, Teacher and Guide. We believe in the filling or empowering of the Holy Spirit, often a conscious experience, for ministry today. We believe in the present ministry of the Spirit and in the exercise of all of the biblical gifts of the Spirit. We practise the laying on of hands for the empowering of the Spirit, for healing, and for recognition and empowering of those whom God has ordained to lead and serve the Church.
- (13) We believe that the Holy Spirit inspired the human authors of Holy Scripture so that the Bible is without error in the original manuscripts. We receive the sixty six books of the Old and New Testaments as our final, absolute authority, the only infallible rule of faith and practice.
- (14) We believe that the whole world is under the domination of Satan and that all people are sinners by nature and choice. All people therefore are under God's just judgment. Through the preaching of the Good News of Jesus and the Kingdom of God and the work of the Holy Spirit, God regenerates, justifies, adopts and sanctifies through Jesus by the Spirit all who repent of their sins and trust in Jesus Christ as Lord and Saviour. By this they are released from Satan's domain and enter into God's kingdom reign.
- (15) We believe in the one, holy, universal Church. All who repent of their sins and confess Jesus as Lord and Saviour are regenerated by the Holy Spirit and form the living Body of Christ, of which He is the head and all are members.
- (16) We believe that Jesus Christ committed two ordinances to the Church: water baptism and the Lord's Supper. Both are available to all believers.
- (17) We believe that God's kingdom has come in the ministry of our Lord Jesus Christ, that it continues to come in the ministry of the Spirit through the Church, and that it will be consummated in the glorious, visible and triumphant appearing of Christ, His return to the earth as King. After Christ returns to reign, He will bring about the final defeat of Satan and all of his minions and works, the resurrection of the dead, the final judgment and the eternal blessing of the righteous and eternal conscious punishment of the wicked, His rule and reign, will be fulfilled in the new heavens and the new earth, recreated by His mighty power, in which righteousness dwells and in which He will forever be worshipped.

Appendix:

Historic Vineyard Convictions, Values, priorities, practices and leadership standards

APPENDIX 1

This Appendix contains the historic Values, Priorities, Practices and Leadership Criteria of the Association of Vineyard Churches.

I. VALUES

- A. We value THE PURSUIT OF GOD. We are hungry to know God's presence, hear His voice and follow hard after Him.
- B. We value CHRISTLIKENESS. We desire that through the power of the Holy Spirit Jesus' love, mercy, grace, truth, purity, power, and integrity would shine through all that we are and do.
- C. We value BEING SPIRIT-LED. We honor Jesus as our Head and the Holy Spirit as our Counselor and the Administrator of our churches. We seek to be actively responsive to the Holy Spirit's daily leading of our personal lives and ministries and of the local church.
- D. We value PRAYER. We believe that prayer is essential, because it is our primary means of communion with God, and because of our personal lives and ministries and of the local church.
- E. We value DISCIPLESHIP. Our intent is to teach all believers to believe Jesus' words, obey His commands and do His works. We aim first to grow as disciples of Christ ourselves and then to make disciples of others.
- F. We value THE KINGDOM OF GOD. We aim to move in the signs of the present fulfillment of the kingdom, invoking the Spirit's powerful presence, ministering through the Spirit's gifts, and seeing God heal and work wonders.
- G. We value the MERCY OF GOD. We believe that mercy is fundamental to all that God does in salvation. We, therefore, aim to extend mercy to one another and to all to whom we minister.
- H. We value INTEGRITY. It is important for us to speak the truth, deal honestly, and live uprightly.
- I. We value SERVANT LEADERSHIP. We believe that Christ has put significant leadership authority in the hands of the pastor and associates. We aim to exercise that authority with humility, selflessness, grace, care for the sheep, and a sincere desire to build up the Body of Christ.
- J. We value THE INDIVIDUAL; single or married, and we want to enable and support mature relationships and family growth.
- K. We value UNITY. We are convinced that all who belong to Christ are one in His Body, the Church. We aim to maintain unity by honoring all who call on Jesus' name and by seeking reconciliation with all parts of the Church.
- L. We value COLLEGIATE RELATIONSHIPS. We are honored by every person whom God adds to the Vineyard. We aim to work together to build the Church through maintaining mutual respect, open communication, determined cooperation, and believing and speaking the best about each other.
- M. We value REALITY. We aim to walk in the Spirit and see real supernatural works of God. We aim also to function on the natural plan based on God's leading in conjunction with excellent, relational thinking.

- N. We value SIMPLICITY. We wish to do nothing for "religious effect" but rather to operate in natural low-key, non-hype patterns. We desire to do the ministry of Christ with joy.
- O. We value being CULTURE CURRENT. We aim to develop an atmosphere of ease, and to speak, act, and dress in ways in which our culture can respond positively. For example, we reflect this value through worship music that is of a popular style.

II. PRIORITIES

A. WORSHIP

1. We desire to worship God with our whole being. We want Jesus at the center as our Lord. We hunger for the fullness of the Spirit... His glory resting upon us!
2. We desire Spirit-enabled worship in a style that is intimate, dynamic, culture current, and life changing.

B. THE WORD

1. We want to hear the Word of God taught in a practical, inspiring way, in conjunction with His current prophetic word.
2. We aim to hear and obey God's Word to us... to be "doers of the Word" who are being transformed into the likeness of Christ.

C. FELLOWSHIP

1. We are the family of God, one Body in Jesus Christ, joined together as brothers and sisters forever.
2. We seek to develop real, intimate, enabling friendships together, built on covenant love, mutual responsibility and faithfulness.

D. MINISTRY

1. We believe that all Christians are called to serve Christ in the power of His Spirit, in ways that build up the local church.
2. We are called to do the ministry of Christ in the world today, for example, to...
 - a. preach the Gospel of the Kingdom
 - b. persuade men to repent and believe in Jesus
 - c. heal the sick
 - d. care for the poor and those in need
 - e. counsel those in need of God's wisdom
 - f. teach believers to follow Christ
 - g. give our resources to the work of Christ
 - h. train Christians to serve the Lord.

E. TRAINING

1. We believe that all Christians should be trained to "do the works of Christ."
2. We are committed to the "show and tell" model of "on the job" training, in which trainees are introduced to doing ministry functions with trainers and then are taught during and after the training experience.

3. We aim to provide training for all aspects of responsible Christian life and ministry.

F. SENDING

1. We aim to renew, refresh, and enable existing churches by sending trained personnel out on short-term ministry trips.
2. We aim to build the Church of Jesus Christ by sending trained personnel to plant churches around the world.

III. PRACTICES

A. PRAYER SKILLS

1. Prayer of praise and adulation
2. Prayer of petition
3. Prayer of intercession
4. Prayer of tongues
5. Prayer of faith, in healing and expulsion of demons

B. MARRIAGE AND FAMILY SKILLS

1. Intimacy
2. Communication
3. Child-rearing
4. Financial planning
5. Life management

C. GENERAL MINISTRY SKILLS

1. Communication skills — the ability to speak
 - a. the ability to witness — sharing your experience with others
 - b. the ability to counsel — sharing God's Word with others
 - c. the ability to teach — sharing God's Word with others
2. Community skills — the ability to relate
 - a. ministry to the Lord in...
 - 1) worship
 - 2) fellowship
 - 3) obedient service of all kinds
 - 4) giving
 - 5) personal Bible study
 - b. ministry to the Body
 - 1) giving and receiving forgiveness
 - 2) laying on hands
 - 3) exercise of gifts
 - 4) fellowship — sharing and relating to one another
 - 5) healing the sick — spiritually, socially, emotionally, bodily, demonic
 - c. ministry to the world
 - 1) care for the poor
 - 2) care of the lost
 - 3) care of the sick and broken-hearted

IV. LEADERSHIP CRITERIA

- A. Sincere love for and pursuit of Jesus Christ demonstrated in regular personal worship, meditation on the Word, and prayer.
- B. Demonstrated fullness of the Holy Spirit, of faith and of wisdom.
- C. A perception of leadership not as grasping for position, or title, or power, or authority, or respect, or privilege, but as a commitment to humble service and self-sacrifice.
- D. Personal exposure, loyalty and commitment to their pastors, and to those whom they are pastoring.
- E. Trustworthiness, with the ability to resist being bribed or bought.
- F. Commitment to the "Barnabas-style" of open, loving communication, to solving relational problems, to processing anger constructively, to encouraging and building up and maintaining confidences strictly.
- G. Willingness to be a "team player" and to help one's pastoral associates to succeed.
- H. A strong, loving marriage in which both the husband and wife sense the call to minister.
- I. Capable and respected, mature in the faith, and with proven ministry ability.
- J. Willingness to be judged by strict standards and to accept reproof.
- K. Love for people and for Jesus, without desire to benefit personally at the expense of the sheep.
- L. Commitment to equipping others for ministry through active recruiting, training, deploying, monitoring and nurturing.
- M. Commitment to doing excellent work, taking responsibility seriously, being proactive, planning and executing well.
- N. A committed, cheerful giver who tithes regularly to the fellowship.