



Province of British Columbia
Ministry of Consumer and Corporate Affairs
REGISTRAR OF COMPANIES

SOCIETY ACT

Certificate of Incorporation

I HEREBY CERTIFY THAT

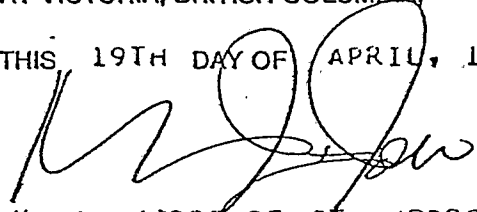
VINEYARD CHRISTIAN FELLOWSHIP

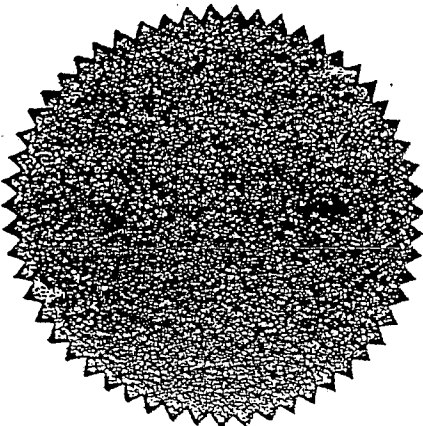
HAS THIS DAY BEEN INCORPORATED UNDER THE SOCIETY ACT

GIVEN UNDER MY HAND AND SEAL OF OFFICE

AT VICTORIA, BRITISH COLUMBIA,

THIS 19TH DAY OF APRIL, 1985.



M. A. JORRE DE ST. JORRE
REGISTRAR OF COMPANIES



I HEREBY CERTIFY THAT THESE ARE
COPIES OF DOCUMENTS FILED WITH THE
REGISTRAR OF COMPANIES ON
APR 19 1985

PROVINCE OF BRITISH COLUMBIA

SOCIETY ACT
(Form 1)


REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

CONSTITUTION

1. The name of the Society is VINEYARD CHRISTIAN FELLOWSHIP.
2. The purposes of the Society are:
 - (a) To develop and maintain a church body of believers in accordance with the Holy scriptures, dedicated to doing the will of God on the earth;
 - (b) To promote the spiritual and physical welfare of the Body of Christ here on earth, individually and collectively, equipping the saints to maturity and assisting each to find his/her place in the ministry in the body;
 - (c) To assist in fulfilling the great commission, making disciples of Jesus Christ at home and abroad;
 - (d) To publish and distribute, including books or tracts, make films, tapes or records, radio or television broadcasts or by any other means spread the gospel;
 - (e) To own, hold in trust, use, sell, convey, mortgage, lease, rent or otherwise acquire, dispose of, or use such property, real or chattel, as may be required or beneficial for the good of the Society, or for the carrying out of such projects that will be decided upon and be approved by the Elders of the Society;

- (h) To solicit, collect, receive and acquire contributions, gifts, legacies, bequests and endowments, consisting of money or property, whether real, personal or mixed;
- (i) To educate and ordain ministers for the preaching of the Gospel and for performing the rites of the church and to train and send out missionaries.

3. The organization shall be carried on without purpose for gain for its members and any profits or other accretions to the organization shall be used in promoting its objects. This provision is unalterable.

4. If upon winding up or dissolution of the Society, there remains after the satisfaction of all its debts and liabilities any property whatsoever, that property shall not be paid to or distributed among the members, but shall be given or transferred to some other Canadian charitable organization or organizations having cognate or similar objects, provided that such organization is a charitable organization within the meaning of the Canada Income Tax Act for the time being in force. Such organization or organizations shall be determined by a majority of members attending the first meeting called by the liquidator on the winding up or dissolution of the Society. This provision is unalterable.

5. The Statement of Vision of the Society is as follows, which Statement of Vision is alterable.

I The Purpose of the Church

Jesus came to establish the kingdom (the rule) of God among men. The Church is the people of God who live under and are governed by that rule. We have been redeemed for a purpose: To continue the ministry of Jesus by both speaking His words and doing His works. Our purpose here is to be the instrument through which God can bring His dynamic rule into the world. God's ultimate intention is to raise up a bride, His Church, who will rule with Him forever. We regard our present conflicts in this world (overcoming the evil one) as preparatory to that future role of Jesus' co-ruler in eternity.

II Our Priorities

A. Relationships

1. Intimacy with God

We have been invited, through Jesus, into the eternal and intimate relationship already existent between Him and the Father. The revelation and operation of the Holy Spirit in our lives makes it possible for us to begin to know the Father as Jesus knew Him. One major element in this relationship from our perspective is worship. This entails far more than words; it involves a total submission of all that we do, all that we have, and all that we are to the will of the Father. To worship Him is to allow His manifest presence to overshadow us, to break into our conscious reality. Being in God's presence softens our hearts and encourages the ongoing process of repentance and brokenness that builds sensitivity to and intimacy with God. We need to spend time listening for His voice and, through obedience, learning to identify His speaking. Knowing God is our highest priority - it is the foundation upon which all else is built.

2. Fellowship with one another

It is not enough to have committed ourselves to Jesus. We must also commit ourselves to what He is committed to - growing a healthy body. This commitment to love one another can be best expressed in small groups. Small groups provide the opportunity for self-disclosure to take place in a secure environment where love and acceptance can be continually reinforced. Our commitment to Jesus' body, however, must go beyond our own immediate group. Jesus loves all who have accepted Him as Lord. He has called us to unity, we demonstrate that unity through loving everyone regardless of denomination.

B. Teaching/Training

1. The Word of God

The Bible is the cornerstone of all of our teaching and training. We believe that the Bible is the Word of God (divine) given in the words of people in history (human); it is eternal truth spoken within the events of history.

The basic issue for us is experiencing the Bible, not only knowing it. It is the menu that describes new covenant living - the real meal that we ought to eat. Thus while expository teaching from Scripture will be a high priority, our ultimate goal will be training - that is, exposing people to a course of action rather than simply exposing them to a body of truth.

2. Training

According to Matt. 28:18-20, we have been called to go and make disciples. Following Jesus as a disciple means the unconditional sacrifice of our whole life; it means to be bound to Jesus and to do God's Will. Jesus, in training His disciples, used a show and tell model. He demonstrated the principles of the Kingdom by His actions, then He interacted with the disciples to increase their understanding of what He had done. After this training He released them to minister for short periods of time and ultimately commissioned them to continue His works. In responding to His commission to make disciples we hope to follow a similar approach. Our emphasis will be on equipping rather than educating. We see the training process as one that is never completed; we all must become and continue to be learners.

C. Ministry/Sending

The end result of relationship with God and one another, combined with training, is a preparedness to minister to others. This ministry is all based on the compassion and mercy of God.

1. The Family

Ministry begins in the family. It is the proving ground of ministry where the principles of selflessness and submission are established. Ministry in one's own family is a precondition to ministry in the Church.

2. The poor, the sick and the lost

Regardless of individual callings, we have all been commissioned to preach and demonstrate the Kingdom as Jesus did. Jesus ministered to all who came to Him but was drawn to the poor, the sick and the lost.

God is calling us to respond in the same way. We must become involved in the plight of the poor around us. Each of us must learn to minister salvation to the lost and release the power of God to heal the sick.

3. Releasing and sending

Jesus said that it is more blessed to give than to receive. God has called us, not to gather and hold people, but to equip them and release them to His call. Our vision is not to build a kingdom, but to extend His Kingdom by reclaiming, disciplining and releasing. Our goal, therefore, will not be complete until those who have been disciplined and trained are released to other locations to expand the work of the Kingdom there.

6. The Statement of Faith of the Society is as follows, which Statement of Faith is alterable.

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.

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 human beings. God created all things very good.

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 the earth.

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 experiences 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.

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.

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.

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.

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 human 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.

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.

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.

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 evangelization of the world through proclaiming the word of Jesus and doing the works of Jesus.

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 practice 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.

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.

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.

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 of which we are all members.

WE BELIEVE that Jesus Christ committed two ordinances to the Church: water baptism and the Lord's Supper. Both are available to all believers.

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. Finally, God will be all in all and His kingdom, 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.

BYLAWS

MEMBERSHIP

1. Membership of the Society shall consist of persons who subscribed to the objects and statements of belief of the Society.
2. All applications for membership shall be submitted to the Board of Elders, and, upon approval by that Board, the applicant shall become a member.
3. A person shall cease to be a member of the Society:
 - a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or,
 - b) On his death or in the case of a corporation on dissolution, or
 - c) On being expelled.
4.
 1. A member may be expelled by a special resolution of the members passed at a general meeting.
 2. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 3. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
5. All members are in good standing except a member who has failed to pay any current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

MEETINGS

6. The annual General Meeting of the Society shall be held in accordance with the Society Act each year at such place within the Province of British Columbia as the Directors shall by Resolution determine, and fourteen (14) days notice of such meeting shall be written to all members by the Secretary.

7. Other meetings of the members, whether General or Special, may be convened by order of the Directors for any time and at any place in British Columbia provided that fourteen (14) days notice of such meeting shall be written to all members by the Secretary.

QUORUM

8. A quorum for any General or Special meeting of members shall consist of not less than fifty (50%) per cent of the total number of members in the Society, but never less than three (3) persons.

VOTING

9. Each member of the Society in good standing shall have one (1) vote at all meetings of the Society. There shall be no voting by proxy.

BOARD OF DIRECTORS

10. The affairs of the Society shall be managed by a Board of not less than three (3) Directors, nor more than twelve (12). Each Director shall be elected to hold office until a successor shall have been duly elected and qualified. The whole Board shall be retired at each Annual Meeting but shall be eligible for re-election if otherwise qualified.

11. The Board of Directors shall meet when required. The Chairman may at any time summon a meeting of the Board of Directors or the Chairman shall upon the written request of any two (2) Directors or of the Board of Elders, or of the Senior Pastor, summon a meeting of the Board of Directors provided that in both instances forty-eight (48) hours notice of such meeting shall be mailed or orally communicated to all members of the Board by the Chairman or Secretary.

12. The quorum necessary for the transaction of the business of the Board of Directors shall be fifty (50%) per cent of the Directors present in person.

13. Questions arising at any meeting of the Board of Directors shall be decided by a simple majority.

14. The Chairman shall call a Special General Meeting for the purpose of reviewing any motion of the Board of Directors upon the written request duly signed by any two (2) Directors of the Society provided that the Chairman has received the said request within fourteen (14) days of the said motion being duly moved, seconded and carried by the said Board.

15. Vacancies on the Board of Directors, however caused, may so long as the quorum of Directors remains in office, be filled by the Board of Elders from among the qualified members of the Society, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the Elders shall forthwith call a Meeting of the members to fill the vacancy. If the number of Directors is increased between the terms, the vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

REMUNERATION OF DIRECTORS

16. No member of the Board of Directors shall receive any remuneration from the Society for services rendered as a member of the Board of Directors of the Society, or for any other services rendered to the Society.

CONTINUATION IN OFFICE

17. The members may, by a special resolution, remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

18. The members of the Board of Directors of the Society shall continue in office until their respective successors are duly elected, appointed or otherwise designated in accordance with the Constitution and Bylaws.

DIRECTORS' POWERS

19. The Directors of the Society may administer the property and financial affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of financial contract which the society may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things that the Society is by its Constitution or otherwise authorized to exercise and do.

20. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, building, and/or other property, movable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they may deem advisable.

BORROWING POWERS

21. The Board of Directors may from time to time borrow money in any manner and without limit to amount on the credit of the Society and in such amounts as they may think proper and may cause to be executed mortgages and pledges of the real and personal property and rights of the Society and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed or to be borrowed, such monies to be borrowed from any person, firm, credit union, trust company, corporation, or bank, on such terms as the lender may be willing to advance the same; PROVIDED that Debentures shall not be issued without the sanction of a Special Resolution of the Society.

OFFICERS OF THE SOCIETY

22. a) There shall be a Chairman, a Secretary, and a Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer, and such other Officers as the Board of Directors may determine from time to time.
- b) The Chairman shall be a director of the Society.
- c) The Board of Directors may appoint one of its own number as Secretary or it may appoint a non director as Secretary.
- d) The Secretary, if not a director, shall be entitled to receive notices of all Directors' Meetings, as per Bylaw 11, and to attend and participate in all such meetings, but shall not be entitled to a vote.
- e) The Treasurer, if this function is separate from that of the Secretary, will be appointed by the Directors to the Office; such appointment can be made at any Directors' Meeting.
- f) At any Directors' Meeting, the directors can remove any officer or employee appointed by them.
- g) The Senior Pastor appointed by the Board of Elders in terms of Bylaw 34 shall be entitled to received notices of all Directors' Meetings, and to attend and participate in all such meetings, but shall not be entitled to a vote.

DUTIES OF THE SECRETARY

23. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Society which he shall deliver up only when authorized by a Resolution of the Board of Directors to do so and to such person or persons as may be named in the Resolutions, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

24. The Secretary of the Society shall have the custody of the corporate seal of the Society which shall not be affixed to any instrument except by authority or Resolution of the Board of Directors and in the presence of any two, either the Chairman and the Secretary or one (1) other Director.

25. The Secretary shall be the ex-officio clerk of the Board of Directors. He should attend all meetings of the Board of Directors and of General and Special meetings of members, and record all facts and minutes and all proceedings in the books kept for that purpose. He shall maintain the register of members and shall give all notices required to be given to members and to Directors, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF TREASURER

26. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular Meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Society. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

27. The Board of Directors, or the Members of the Society, may from time to time appoint an auditor or auditors to hold office for such period as they may determine.

BOOKS OF ACCOUNT

28. The Books of Account shall be kept at such place in British Columbia as the Directors think fit, and shall at all times be open to inspection by the Directors.

BOOKS AND RECORDS

29. The Directors shall see that all necessary books and records of the Society required by the Bylaws of the Society or by an applicable Statute or law are regularly and properly kept.

ANNUAL FINANCIAL BUDGET

30. The Directors shall approve an annual budget of projected revenue and expenditures prior to the commencement of each financial year. This budget will be reviewed periodically and amended as necessary. The Board of Elders and the Officers of the Society may only commit the Society to expenditure that is within the approved annual budget or approved amended budget, except that in an emergency they may incur non-budgeted expenditure for an amount not exceeding \$2,500 or such other amount as the Board of Directors may determine.

BOARD OF ELDERS

31. The spiritual affairs of the Society shall be managed by a Board of Elders of not less than three (3), nor more than twelve (12) Elders, each of whom at the time of his election shall be a member of the Society. The Elders shall be appointed by resolution of the members of the Society upon the recommendation of the Senior Pastor.

CONTINUATION IN OFFICE

32. The members of the Board of Elders shall continue in office until they cease to be a member of the Society, or until the members by resolution remove them from office at their sole discretion.

ELDERS' POWERS

33. The Board of Elders shall have full authority to administer the spiritual affairs of the Society and may exercise all the powers that are necessary to the fulfilment of their role. However, if their proposed actions will have an effect on the financial affairs of the Society outside of the budget approved by the Directors, they must first obtain the approval of the Board of Directors before pursuing that course of action.

34. Without in any way derogating from the foregoing, the Board of Elders is empowered to appoint one of their number as Senior Pastor who shall have the right to attend Directors' Meetings.

35. The Board of Elders may from time to time appoint or employ other persons as they deem necessary to carry out the objects of the Society, subject to the budgetary approval of the Board of Directors, and such persons shall have such authority and shall perform such duties as from time to time may be prescribed by the Board of Elders.

AMENDMENTS

36. These Bylaws shall not be amended, altered or varied except by a three-quarter (3/4) vote of those present at a meeting of the Society, by a special resolution.

FISCAL YEAR

37. Unless otherwise ordered by the Board of Directors, the fiscal year of the Society shall terminate on the 31st day of December in each year.

INSPECTION OF BOOKS

38. The accounts and books of the Society shall be open to inspection by the members of the Society during the Annual Meeting and at such time as the Directors shall designate.

VINEYARD CHRISTIAN FELLOWSHIP

Special Resolution to amend the Constitution and Bylaws of the Society by including the Vineyard Statement of Faith in the Constitution and by Substituting new Bylaws in place of those currently in effect

RESOLVED THAT the Constitution be amended by the addition of Clause 6, wording to be as attached, and that the Bylaws of the Society be amended by the substitution of the attached Bylaws for those currently in effect.