MERCY VINEYARD CHURCH

PROPOSED REVISED CONSTITUTION

Working Draft - Fiduciary Governance Update - August 2026

For registration under the Nonprofit Organisations Act, 1997 and compliance with section 30 of the Income Tax Act, 1962

1. Name and Address

1.1 The name of the organisation is Mercy Vineyard Church, abbreviated as MVC. This name shall be used for all legal, administrative and financial matters.

1.2 The principal address of MVC at the date of adoption is Number 10, Unit 2, Lily Road, Retreat, Cape Town, South Africa.

1.3 The Eldership Team may change MVC's administrative or physical address by resolution and shall notify the NPO Directorate, SARS, banks and other relevant authorities where required. A change of address alone does not require an amendment to this Constitution unless required by law.

2. Legal Status and Continuity

2.1 MVC is established as a voluntary association with its own legal personality and identity, separate from its members and office-bearers. It may sue and be sued in its own name.

2.2 MVC shall continue to exist notwithstanding any change in its membership, Pastors, Elders, Financial Board or other office-bearers.

2.3 No member, Elder, office-bearer, employee or other person has any right to MVC's property or assets merely because of their membership, office or employment.

2.4 MVC recognises Jesus Christ as the supreme Head of the Church and seeks to conduct its life, ministry and governance in accordance with Scripture, this Constitution and its adopted Statement of Faith.

3. Powers of MVC

3.1 MVC has all lawful powers reasonably necessary or incidental to achieve its objectives, subject to this Constitution and applicable law. Without limiting that general power, MVC may:

- acquire, hold, improve, lease, hire, manage, mortgage, encumber, sell or otherwise deal with movable and immovable property;
- open and operate banking and investment accounts in its own name;
- receive tithes, offerings, donations, grants, bequests and other lawful funding;
- employ staff, engage contractors and volunteers, and pay reasonable remuneration for services actually rendered;
- enter into contracts, partnerships, leases, service agreements and other lawful arrangements;
- borrow money or incur financial obligations in accordance with this Constitution and approved financial policies;
- invest surplus funds prudently with registered financial institutions or in other lawful investments;
- establish ministries, programmes, departments, committees, trusts or other lawful structures where appropriate; and
- do all other lawful things reasonably required to further MVC's objectives.

3.2 No power may be exercised in a manner inconsistent with MVC's nonprofit nature, PBO requirements, Statement of Faith or the reserved matters in Appendix 4.

4. Vision, Mission and Values

4.1 Vision: To come alive and bring life to every environment we encounter.

4.2 Mission: To be a welcoming urban church where people connect, heal and grow to share the life of Jesus with the world.

4.3 Values: Mercy, authenticity and generosity - a place where everyone belongs and plays a part.

4.4 MVC's broader Vineyard values and ministry philosophy are set out in Appendix 2.

5. Objectives

5.1 MVC exists for religious, charitable, educational and benevolent purposes, carried on in a nonprofit manner. Its main objectives are to:

- proclaim and practise the gospel of Jesus Christ and the Kingdom of God;
- hold regular worship services, prayer gatherings, ministry and fellowship opportunities;
- provide discipleship, biblical teaching, pastoral care, counselling, support and spiritual formation;
- establish and develop ministries for children, youth, families and adults;
- serve people in need through mercy, healing, justice, and community initiatives;
- support and send missionaries, church planters and ministry leaders locally and internationally;
- equip believers for ministry and encourage the exercise of their gifts, calling and service;
- acquire, maintain and manage property and facilities for church and community ministry; and
- co-operate with other churches, ministries and networks, including Vineyard South Africa.

5.2 MVC's ancillary objectives include raising funds lawfully, developing supporting structures, employing staff, training leaders and undertaking any lawful activity that directly or indirectly supports the main objectives above.

6. Nonprofit and Public Benefit Nature

6.1 All income and property of MVC shall be applied solely to further its objectives. MVC shall not distribute its income or assets directly or indirectly to any member, office-bearer or other person, except for reasonable remuneration for services actually rendered, payment for goods or services supplied in the ordinary course, or reimbursement of reasonable expenses properly incurred on behalf of MVC.

6.2 The Financial Board is the body that accepts fiduciary responsibility for MVC's funds and assets. Every voting member of the Financial Board shall accept fiduciary responsibility for MVC. The Financial Board shall at all times comprise at least three (3) independent natural persons who are not connected persons in relation to one another, as contemplated in section 30 of the Income Tax Act. No single person, including the Pastor, an Elder, a Financial Board member or an employee, may directly or indirectly control MVC's decision-making powers.

6.3 Any surplus shall be retained and used to further MVC's objectives. MVC shall not be carried on for the economic self-interest of any fiduciary, employee or other person, other than by way of reasonable remuneration for services actually rendered.

6.4 MVC may undertake trading or business activities only to the extent permitted by applicable law and SARS requirements, and such activities must support MVC's objectives.

6.5 MVC shall not knowingly participate in, permit itself to be used for, or be party to any transaction, operation or scheme whose sole or main purpose is the reduction, postponement or avoidance of tax in a manner prohibited by law.

6.6 MVC shall not accept a donation that is revocable at the instance of the donor for reasons other than a material failure to apply the donation for its intended purpose, or that confers an impermissible direct or indirect benefit on the donor or a connected person.

6.7 No remuneration paid by MVC shall be excessive having regard to what is generally considered reasonable in the sector and in relation to the service rendered.

6.8 MVC shall not use its resources directly or indirectly to support, advance or oppose any political party or candidate for political office. This does not prevent MVC from engaging lawfully and non-partisanly on public, ethical, social justice or community issues consistent with its mission.

7. Membership

7.1 Membership is open to persons who:

- confess personal faith in Jesus Christ;
- affirm MVC's adopted Statement of Faith;
- commit to live as a disciple of Jesus and participate in MVC's life and mission; and
- complete any membership process adopted by the Eldership Team in terms of the bylaws.

7.2 A membership register shall be maintained and kept reasonably up to date.

7.3 Registered members aged eighteen years or older who are not under suspension are entitled to vote at General Meetings. Each voting member has one vote. Members may participate and vote electronically where the notice of meeting provides for a reliable method of identity verification and participation.

7.4 Members are encouraged to support MVC through prayer, worship, service, discipleship, generosity, healthy relationships and participation in the mission of the church.

7.5 Membership may cease through resignation, death, transfer to another church, prolonged loss of contact in accordance with an adopted membership policy, or removal following a fair and pastorally responsible process.

7.6 Before membership is removed for misconduct, doctrinal departure or behaviour harmful to the church, the member shall receive clear notice of the concerns, a reasonable opportunity to respond, and appropriate efforts toward restoration and reconciliation, subject always to safeguarding obligations and the safety of others.

7.7 A member who is removed may appeal under section 12.7. Removal does not give the former member any claim against MVC's property or assets.

8. Governance and Leadership

8.1 Governance principles

8.1.1 MVC is led by the Pastor together with the Elders in a spirit of mutual submission, accountability, prayerful discernment and shared leadership. Authority is exercised as stewardship for the church's wellbeing and mission, not for personal control or benefit.

8.1.2 The Eldership Team is the primary spiritual and governance body of MVC, subject to matters reserved to the congregation or Financial Board under this Constitution and Appendix 4.

8.1.3 The Elders shall seek consensus wherever reasonably possible. Where a vote is required, ordinary decisions require a simple majority of those present and entitled to vote. Where a vote is tied, the motion is not carried. Matters specifically identified in this Constitution or Appendix 4, requiring a higher majority, shall require the majority stated for that matter.

8.2 Eldership Team

8.2.1 The Eldership Team shall comprise at least five (5) Elders, including the Pastor. Elders may be related. If two or more Elders are from the same immediate family, they shall collectively have one vote on any formal Eldership decision. If they cannot agree on how to cast that vote, they shall abstain. Related Elders remain full members of the Eldership Team for participation, discussion, pastoral responsibility and quorum purposes. No more than half of the serving Elders may be MVC employees. The Elders provide spiritual leadership, governance oversight, accountability, doctrinal stewardship and strategic direction.

8.2.2 The Pastor or any Elder may nominate a person for Eldership. After prayerful consideration and an initial two-thirds approval by the Elders, the nominee shall be presented to the congregation. Members shall have at least fourteen days to submit written concerns or affirmations. The Elders shall consider all relevant feedback and make the final appointment by

a two-thirds majority vote. No appointment may be made if it would cause the Eldership Team to fail to meet the minimum number requirements in section 8.2.1.

8.2.3 An Elder should demonstrate Christian maturity, integrity, servant leadership, sound doctrine, appropriate gifting and a life consistent with biblical standards for church leadership.

8.2.4 Elders serve for a term of three years and may be reappointed for one more term. After serving two consecutive terms, an Elder may be reappointed after a break of at least twelve months. In the unlikely event that no other leaders are available, or too many elders need to step off at the same time, causing a leadership vacuum, elders can be reappointed. The Pastor's Eldership position continues for the duration of their appointment as Pastor. Each Elder's role shall be reviewed annually, considering spiritual maturity, contribution, capacity, calling, accountability and the needs of MVC.

8.2.5 An Elder may resign in writing. An Elder may be removed for material misconduct, incapacity, persistent failure to fulfil responsibilities, serious doctrinal departure, persistent unexcused absence, or substantiated conduct that materially undermines trust or the wellbeing of MVC. Removal requires fair process, the Elder's opportunity to respond, and a two-thirds vote of the unconflicted Elders. The Elder may appeal under section 12.7.

8.2.6 A vacancy may be filled using the normal appointment process. If the number of serving Elders falls below five, the remaining Elders shall act promptly to restore the minimum number. Until the minimum is restored, the remaining Elders may continue only governance and ministry decisions reasonably necessary for continuity, safeguarding, legal compliance, and appointing replacement Elders.

8.2.7 Eighty per cent of Elders (80%) constitute a quorum. Decisions remain subject to the voting thresholds in section 8.1.3 and Appendix 4.

8.3 The Pastor

8.3.1 The Pastor provides spiritual, pastoral and visionary leadership, leads the staff team where applicable, and serves as an Elder. The Pastor remains accountable to the Eldership Team and this Constitution.

8.3.2 The Eldership Team makes the appointment of a Pastor after consultation with the congregation and appropriate Vineyard South Africa national or regional leadership. The proposed appointment requires a two-thirds vote of the Elders after members have been given a reasonable opportunity to raise relevant concerns.

8.3.3 The Pastor remains in office while continuing to meet the standards and responsibilities of Christian and organisational leadership, subject to employment law and any written employment agreement.

8.3.4 The Pastor may be suspended or removed for serious misconduct, material doctrinal error, incapacity, persistent failure to perform the responsibilities of office, or other lawful and substantial cause. The Pastor shall not chair, participate in or vote on any meeting dealing with their own remuneration, discipline, suspension or removal.

8.3.5 Any disciplinary or removal process concerning the Pastor shall comply with applicable labour law, clearly communicate the concerns or charges, provide a fair opportunity to respond, include consultation with appropriate Vineyard South Africa leadership where reasonably possible, and conclude with a written resolution of the unconflicted Elders. A removal decision requires a two-thirds vote of the unconflicted Elders and is subject to any internal appeal and legal rights available to the Pastor.

8.3.6 If the Pastor resigns, dies, is incapacitated, suspended, or the office otherwise becomes vacant, the Elders shall appoint an Acting Pastor or allocate pastoral leadership temporarily. At the same time, the Elders shall undertake a permanent appointment process.

8.4 Conflicts of interest and independence

8.4.1 All Elders, Financial Board members, staff and other persons exercising delegated authority shall disclose actual, potential or perceived conflicts of interest. A conflicted person shall not participate in discussion or decision-making on the affected matter except to provide information when requested, and the recusal shall be recorded in the minutes.

8.4.2 An Elder shall also recuse themselves from any decision concerning their own, or a connected person's, employment, remuneration, performance or discipline.

9. Meetings and Decision-Making

9.1 Annual General Meeting

9.1.1 An Annual General Meeting (AGM) shall be held within six months after the end of MVC's financial year.

9.1.2 At least thirty days' written notice shall be given to members. Written notice may be delivered electronically and shall include the date, time, place or electronic access details, and any special resolutions to be considered.

9.1.3 The AGM shall receive, as applicable, the Pastor's and Elders' report, the Financial Board report, ministry reports, and the annual financial statements. It shall consider any other business properly placed on the agenda.

9.1.4 The quorum for an AGM or ordinary General Meeting is 25% of registered voting members, subject to a minimum of 25 members. If MVC has fewer than 25 voting members, a majority constitutes a quorum.

9.2 Special General Meetings

9.2.1 A Special General Meeting (SGM) may be called by the Eldership Team or on the written request of at least 20% of voting members, and shall be convened within 30 days. An SGM may consider a serious governance concern or a resolution of no confidence concerning an Elder or the Pastor, subject to the fair-process and employment provisions of this Constitution.

9.2.2 At least twenty-one days' written notice shall be given for an SGM, unless an urgent meeting is required by law or to protect people or property and a shorter period is lawful and reasonable. The notice shall clearly state the business to be considered.

9.2.3 The quorum for an SGM is the same as for an AGM. For a constitutional amendment, dissolution, sale or mortgage of immovable property, or other special resolution identified in Appendix 4, at least twenty-five per cent of all registered voting members must be present, unless MVC has fewer than twenty-five voting members, in which case a majority must be present.

9.3 Voting, minutes and written resolutions

9.3.1 Ordinary matters at a General Meeting require a simple majority of votes cast. Special resolutions require a two-thirds majority of votes cast unless this Constitution expressly requires a higher threshold.

9.3.2 Minutes shall be kept of all General Meetings, Elders meetings and Financial Board meetings, recording attendance, declarations of conflicts, material deliberations, resolutions and voting outcomes. Minutes shall be confirmed as a true record at the next appropriate meeting and retained with MVC's records.

9.3.3 The Elders and Financial Board may pass written or electronic resolutions without a meeting if every member of that body is allowed to participate and the resolution receives the same majority that would have been required at a properly convened meeting. The resolution shall be recorded in the minutes of the next meeting.

9.3.4 Accidental non-receipt of notice by a person entitled to receive it does not invalidate a meeting if reasonable steps were taken to give proper notice and the omission did not materially prejudice the meeting.

10. Financial Governance

10.1 Financial Board

10.1.1 MVC shall have a Financial Board consisting of at least three (3) independent persons who are not connected persons in relation to one another. One Elder who is not the Pastor may also serve. Staff may attend by invitation but shall not vote. Every voting member of the Financial Board shall accept fiduciary responsibility for MVC and its funds and assets, disclose any conflicts of interest, and recuse themselves where appropriate. No single person may directly or indirectly control MVC's decision-making powers. The composition of the Financial Board shall at all times satisfy the fiduciary requirements applicable to MVC under section 30 of the Income Tax Act.

10.1.2 Financial Board members shall be appointed by the Eldership Team by a two-thirds vote after consultation with the existing Financial Board, where one exists. Appointments shall be based on appropriate financial, legal, governance, risk, business or other relevant skills, together with independence, experience and integrity. The Financial Board shall appoint its own chairperson and secretary from among its members and shall report regularly to the Elders and annually to the congregation.

10.1.3 The Financial Board shall operate independently in carrying out its fiduciary and financial oversight responsibilities. The Pastor, Elders and staff may attend Financial Board meetings by invitation to provide information or participate in consultation. Still, it may not override the Board's lawful fiduciary responsibilities or financial controls.

10.1.4 A Financial Board member may resign in writing. A member may be removed for material misconduct, incapacity, persistent failure to fulfil fiduciary duties, serious conflict of interest, loss of independence, or other substantial cause. Removal requires a fair process, a reasonable opportunity for the member to respond, consultation with the remaining unconflicted Financial Board members, and a two-thirds vote of the unconflicted Elders.

10.1.5 A majority of serving Financial Board members constitutes a quorum, but never fewer than three independent members. Decisions require a simple majority of those present and entitled to vote. No member may cast a second vote. In case of a deadlock, the matter may be reconsidered following consultation with the Eldership Team.

10.1.6 If the number of serving independent Financial Board members falls below three, the Eldership Team and remaining Financial Board members shall act promptly to restore the minimum number. Until the minimum is restored, the remaining Financial Board may take only financial and fiduciary decisions reasonably necessary for continuity, safeguarding assets, legal compliance, and appointing replacement members. MVC shall notify SARS and any other relevant authority of changes in persons accepting fiduciary responsibility where required.

10.2 Financial controls and reporting

10.2.1 All MVC funds shall be deposited into and financial transactions conducted through banking accounts in MVC's name, except for properly controlled petty cash or equivalent facilities authorised by financial policy.

10.2.2 At least two authorised persons who are not connected persons in relation to one another shall approve material payments or transfers in accordance with MVC's financial policy. No single person may have unilateral control over MVC's banking, assets or financial decision-making.

10.2.3 MVC shall keep proper accounting records, supporting documents and an asset register, and shall retain them for at least the period required by law.

10.2.4 Annual financial statements shall be prepared within the period required by law and shall be independently reviewed or audited where required by law, funders, the Financial Board or the Elders.

10.2.5 The annual operating budget shall be approved jointly by the Eldership Team and the Financial Board. The budget shall support MVC's ministry strategy and objectives, and neither body may approve the annual budget unilaterally. If the annual budget has not been approved by the start of the financial year, essential recurring expenditure may continue at the previous approved budget level. If the deadlock continues for 90 days, an SGM shall be convened

10.2.6 Material expenditure outside the approved budget shall require joint approval by the Eldership Team and the Financial Board, subject to thresholds and delegations established in MVC's Financial Policy. If the deadlock continues for 90 days, an SGM shall be convened

10.2.7 Staff and pastoral remuneration shall be fair, reasonable and affordable, and remuneration frameworks and material changes shall be approved jointly by the Eldership Team and the Financial Board. Any affected person shall fully recuse themselves from discussion and decision-making.

10.2.8 The Financial Board has primary authority for financial controls, banking, accounting and financial oversight. It may adopt financial policies and internal controls covering budgets, delegated authority, procurement, expense reimbursement, reserves, investments, donations, banking, borrowing, asset management and financial reporting, after appropriate consultation with the Eldership Team. No such policy may contradict this Constitution or alter a reserved matter in Appendix 4.

11. Property, Borrowing and Major Transactions

11.1 All immovable property acquired by MVC shall, where legally possible, be registered in the name of MVC and administered solely to further its objectives.

11.2 The acquisition of immovable property requires joint approval by the Eldership Team and the Financial Board. The Financial Board shall confirm financial sustainability and appropriate due diligence. The congregation shall be informed. If a deadlock continues for 90 days, an SGM shall be convened

11.3 The sale, donation, exchange, mortgage, hypothecation or other material encumbrance of immovable property requires prior approval by a two-thirds majority at an SGM convened specifically for that purpose, after recommendation by both the Elders and Financial Board.

11.4 Material borrowing or other material financial commitments require joint approval by the Eldership Team and the Financial Board. The Financial Board shall assess affordability, risk and solvency. If a deadlock continues for 90 days, an SGM shall be convened

11.5 The proceeds of any disposal of property shall be used solely to further MVC's objectives.

12. Discipline, Disputes and Appeals

12.1 MVC is committed to resolving conflict in a Christ-like, truthful, fair and restorative manner, with the wellbeing of individuals and the church in view.

12.2 Where appropriate and safe, concerns should first be addressed directly between the persons involved. If unresolved, the matter may be referred to the Elders or to a person or panel they appoint.

12.3 Where a concern involves alleged abuse, harassment, violence, sexual misconduct, coercion, exploitation, a serious imbalance of power, a child or vulnerable person, suspected criminal conduct, or another significant safeguarding concern, no person is expected to confront the person concerned or attempt mediation or reconciliation before reporting the matter. Safety and appropriate reporting take priority, and the concern shall be handled under MVC’s safeguarding and complaints policies and applicable law.

12.4 The Elders may appoint mediators, investigators or advisers and may seek assistance from appropriate Vineyard South Africa leaders or independent professionals.

12.5 Any disciplinary process shall, as appropriate to the matter, include clear notice of the concern, a reasonable opportunity to respond, impartial consideration of relevant information, proportionate action and a written outcome for serious matters.

12.6 Restoration and reconciliation are important aims, but they do not override the need for safety, accountability, lawful reporting, appropriate boundaries or consequences.

12.7 A person affected by a serious disciplinary decision, including removal from membership or Eldership, may lodge a written appeal within twenty-one days. The appeal shall be considered by three suitably qualified and impartial persons who did not participate in the original decision, including appropriate Vineyard South Africa leadership where reasonably possible. The appeal decision is final for MVC's internal processes, without limiting any rights available under law.

13. Safeguarding and Leadership Conduct

13.1 MVC shall maintain appropriate policies and practices for safeguarding children and vulnerable persons, responding to abuse and harassment, handling complaints, protecting personal information, pastoral confidentiality and making legally required reports.

13.2 All Elders, staff, ministry leaders and volunteers are expected to comply with MVC's Leadership Code of Conduct and Safeguarding Principles in Appendix 3 and with any detailed policies adopted under section 15.

13.3 MVC shall maintain an independent means of reporting serious safeguarding, ethical, financial or governance concerns in accordance with its Complaints and Safeguarding Policies. A person who raises a genuine safeguarding, ethical, financial or governance concern in good faith shall not be subjected to retaliation for doing so.

14. Relationship with Vineyard South Africa

14.1 MVC intends to maintain voluntary affiliation with Vineyard South Africa (VSA) and to participate relationally in the wider Vineyard family.

14.2 MVC remains a self-governing local church with responsibility for its own legal, financial, employment, property and ministry affairs. Its assets do not belong to VSA merely by virtue of affiliation.

14.3 While affiliated, MVC seeks to remain consistent with the Vineyard Statement of Faith, shared values, ethical standards and relational accountability. MVC may invite appropriate VSA leadership to assist in matters of doctrine, leadership appointment, serious discipline, mediation or appeal as provided in this Constitution.

14.4 Nothing in this section gives VSA unilateral control over MVC's property, finances or ordinary local decision-making, except to the extent MVC has expressly agreed otherwise in a lawful written affiliation arrangement.

15. Bylaws and Policies

15.1 The Elders may adopt, amend or repeal bylaws and policies consistent with this Constitution for the effective governance, ministry and operation of MVC.

15.2 Such bylaws and policies may address leadership roles, membership processes, staff and volunteer practices, safeguarding, pastoral care, complaints, whistleblowing, finance, data protection, ministry operations, worship, discipleship and other practical matters.

15.3 Bylaws and policies may not contradict this Constitution or alter a matter reserved to the congregation, Financial Board or another body under Appendix 4. Where there is a conflict, this Constitution prevails.

16. Amendments

16.1 This Constitution may be amended only by a two-thirds majority of votes cast at a properly convened AGM or SGM, provided the notice of meeting contains the proposed amendment or a fair summary of it.

16.2 No amendment may cause MVC to cease to satisfy the legal requirements applicable to its NPO or PBO status or permit its income or assets to be applied for purposes inconsistent with its objectives.

16.3 After an amendment is adopted, MVC shall submit the required resolution, amended constitution and other documents to the NPO Directorate, SARS and any other authority as required by law or MVC's approval conditions.

16.4 Changes to an appendix that forms part of this Constitution are constitutional amendments unless the appendix expressly states that it may be updated by policy or by reference without altering the Constitution.

17. Dissolution

17.1 MVC may be dissolved only by a two-thirds majority of votes cast at an SGM convened specifically for that purpose and meeting the special-resolution quorum in section 9.2.3.

17.2 On dissolution, all liabilities shall first be settled. Any remaining assets shall not be distributed to members, office-bearers or staff but shall be transferred to one or more nonprofit organisations or public benefit organisations with similar objectives that qualify to receive such assets under section 30 of the Income Tax Act and other applicable law.

17.3 The SGM may identify the recipient organisation, failing which the Elders and Financial Board acting jointly shall identify an appropriate qualifying recipient consistent with section 17.2.

18. Indemnity and Personal Liability

18.1 No member, Elder, Financial Board member, office-bearer, employee or volunteer is personally entitled to MVC's assets or personally liable merely because of their role for MVC's debts or obligations.

18.2 To the extent permitted by law, MVC shall indemnify its office-bearers, fiduciaries, staff and authorised volunteers against reasonable costs and liabilities properly incurred in good-faith performance of their duties, except to the extent arising from fraud, dishonesty, wilful misconduct, gross negligence or material breach of duty.

19. Financial Year, Records and Statutory Reporting

19.1 MVC's financial year ends on the last day of February each year.

19.2 MVC shall prepare financial statements, obtain any accounting officer, independent review or audit report required by law, and submit its annual narrative and financial reports to the NPO Directorate within the periods prescribed by law.

19.3 MVC shall notify the NPO Directorate and SARS of changes to office-bearers, addresses, founding documents and other information where and within the time required by law.

19.4 All records required by law or reasonably necessary for accountable governance shall be kept securely and made available to authorised persons and regulators as required.

20. Statement of Faith and Appendices

20.1 MVC adopts the Vineyard South Africa Statement of Faith referred to in Appendix 1.

20.2 Appendices 1 to 4 form part of this Constitution, subject to any express provision in an appendix stating otherwise.

21. Adoption

21.1 This Constitution was formally adopted at a duly convened General Meeting of Mercy Vineyard Church on the ____ day of _____ 20____.

21.2 The persons signing below confirm that the adoption resolution was passed in accordance with the Constitution then in force and applicable law.

Pastor: _____ Date: _____

Elder: _____ Date: _____

Elder: _____ Date: _____

Elder: _____ Date: _____

Elder: _____ Date: _____

Finance Board Representative:: _____ Date: _____

Finance Board Representative:_____ Date: _____

Finance Board Representative: _____ Date: _____

APPENDIX 1 - VINEYARD STATEMENT OF FAITH

A1.1 MVC adopts the official Statement of Faith of Vineyard South Africa that is current on the date this Constitution is adopted.

A1.2 A printed or electronic copy of that Statement of Faith, identified by date or version where available, shall be retained with the signed Constitution and shall be treated as the Appendix 1 text for that adopted version of this Constitution.

A1.3 A later change by Vineyard South Africa does not automatically amend MVC's Constitution. If the Elders wish MVC formally to adopt a revised Statement of Faith, the change shall be dealt with under section 16 unless it is demonstrably non-substantive.

THE VINEYARD STATEMENT OF BELIEF

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 mankind. 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. To bring redemption, God established covenants that 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, God's righteous judgement 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 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.

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, baptising believers into the Body of Christ and releasing the gifts of the Spirit to them. The Spirit brings God's permanent indwelling presence to us for spiritual worship, personal sanctification, building up the Church, gifting us for ministry, and driving back the kingdom of Satan by evangelising the world through proclaiming the word and 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 dominion of Satan and that all people are sinners by nature and choice. All people 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 and by the Spirit, all who repent of their sins and trust in Jesus Christ as 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 all are 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.

APPENDIX 2 - MVC / VINEYARD VALUES AND MINISTRY PHILOSOPHY

A2.1 These values describe the culture MVC seeks to cultivate. They guide ministry and leadership but do not override the Statement of Faith or the Constitution's governance provisions.

A2.2 Jesus and the Kingdom of God: We seek first the Kingdom of God and want the life, character and ministry of Jesus to shape who we are and what we do.

A2.3 Scripture: We receive the Bible as our final authority for faith and practice and seek to teach it in ways that lead to faithful, lived discipleship.

A2.4 The Presence and Ministry of the Holy Spirit: We desire to hear and follow the Holy Spirit, welcome His gifts and empowering presence, and minister without hype, manipulation or coercion.

A2.5 Prayer and Worship: Prayer and worship are central to our relationship with God, our discernment and our participation in His mission.

A2.6 Mercy, Healing and Justice: We value the whole person and seek to extend mercy, pray for healing, serve people in need, defend dignity and respond to injustice in Jesus-centred ways.

A2.7 Discipleship and Mission: We aim to grow as disciples who make disciples, equip every believer for ministry, share the gospel and participate in church planting, renewal and mission.

A2.8 Authentic Relationships and Dignity: We value honest, mature, adult-to-adult relationships marked by love, truth, grace, freedom, accountability and respect for the dignity of each person.

A2.9 Servant Leadership and Every-Member Ministry: Leadership exists to serve, equip and release others. We resist status, control and personality-centred ministry and encourage everyone to play a meaningful part.

A2.10 Unity and Reconciliation: We seek the unity of the Body of Christ, reconciliation across divisions and healthy collaboration with other churches and communities.

A2.11 Generosity, Simplicity and Reality: We want to be generous and transparent, to minister naturally and accessibly, and to avoid unnecessary religious performance, pretence or complexity.

A2.12 MVC's concise local values remain: Mercy, authenticity and generosity - a place where everyone belongs and plays a part.

APPENDIX 3 - LEADERSHIP CODE OF CONDUCT AND SAFEGUARDING PRINCIPLES

A3.1 This Code applies to Elders, the Pastor, staff, ministry leaders and any person entrusted with significant spiritual, pastoral, financial or organisational authority. Detailed policies may expand these principles.

A3.2 Faithfulness and spiritual integrity: Leaders seek to cultivate prayer, worship, Scripture, humility, repentance and a life consistent with the gospel. They recognise that gifting never replaces character.

A3.3 Servant leadership and use of power: Authority is exercised for the good, growth and freedom of others. Leaders shall not exploit spiritual authority, vulnerability, dependency, status, money, confidential information or relationships for personal, sexual, financial or reputational benefit.

A3.4 Relational and sexual integrity: Leaders maintain appropriate relational, emotional and physical boundaries and conduct themselves consistently with MVC's Statement of Faith, safeguarding standards and adopted policies.

A3.5 Safeguarding: The safety and dignity of children, vulnerable adults and all persons receiving ministry are taken seriously. Suspected abuse, exploitation or criminal conduct shall be responded to promptly and reported where required by law.

A3.6 Integrity and truthfulness: Leaders communicate honestly, avoid deception and material exaggeration, acknowledge mistakes and do not misuse confidential or privileged information.

A3.7 Conflicts of interest: Leaders disclose conflicts promptly, recuse themselves from conflicted decisions and do not use their position to obtain improper financial or personal advantage.

A3.8 Financial stewardship: Church money and property are treated as entrusted resources. Leaders follow approved controls, avoid unauthorised benefits, and support transparent and accurate financial reporting.

A3.9 Confidentiality and pastoral care: Pastoral information is treated discreetly and respectfully. Confidentiality is not absolute where disclosure is required by law, necessary to protect a person from serious harm, or required under safeguarding policy. Where appropriate, the person concerned should be informed of necessary disclosure.

A3.10 Accountability: Leaders remain accountable to appropriate peers and oversight structures, welcome reasonable correction, and seek help when personal circumstances or vulnerabilities materially affect ministry.

A3.11 Complaints and non-retaliation: Leaders receive good-faith complaints or concerns seriously. Leaders shall not intimidate, shame, threaten or retaliate against a person for raising a genuine concern through appropriate channels.

A3.12 Unity and professionalism: Leaders seek peace, reconciliation and honour within the Body of Christ, avoid unnecessary division, and carry out their responsibilities competently, responsibly and with appropriate respect for professional and legal boundaries.

A3.13 A material breach of this Code may result in pastoral intervention, supervision, suspension, removal from leadership, employment discipline or other proportionate action under the Constitution, policy and applicable law.

APPENDIX 4 - GOVERNANCE AND RESERVED MATTERS

A4.1 This matrix clarifies which body ordinarily holds authority for major decisions. It should be read with the relevant clauses of the Constitution. Where there is any conflict, the main body of the Constitution prevails.

Matter	Primary decision/approval	Required consultation/safeguards
Ordinary ministry and operational decisions	Pastor / delegated leaders within approved budget and policy	Accountable to Elders; material financial matters subject to finance controls
Annual strategy and ministry direction	Eldership Team	Pastor leads process; Financial Board consulted on material financial implications
Ordinary Elders decisions	Eldership Team - simple majority	Consensus sought where reasonably possible; quorum required; minimum Eldership composition maintained
Major doctrine, leadership or direction	Eldership Team - two-thirds	Must remain consistent with Statement of Faith; and consultation with congregation and VSA.
Appointment of an Elder	Eldership Team - two-thirds	Congregation given at least 14 days to raise relevant concerns; appointment must preserve a minimum of five unrelated Elders
Removal of an Elder	Unconflicted Elders - two-thirds	Fair process; appeal available; minimum composition restored promptly if necessary
Appointment of Pastor	Eldership Team - two-thirds	Consult congregation and appropriate VSA leaderships
Discipline/removal of Pastor	Unconflicted Elders - two-thirds	Labour-law process; Pastor recused; consult VSA; internal appeal where appropriate
Appointment of Financial Board member	Eldership Team - two-thirds	Existing Financial Board consulted where one exists
Removal of Financial Board member	Unconflicted Elders - two-thirds	Fair process; remaining unconflicted Financial Board members consulted; minimum three independent members restored promptly
Fiduciary responsibility for MVC funds and assets	Financial Board	At least three independent voting members; all accept fiduciary responsibility; no single-person control
Annual operating budget	Eldership Team and Financial Board jointly	Budget should support MVC's ministry strategy and objectives. Neither body may approve the annual budget unilaterally. If there is a deadlock, SMG decides after 90 days.
Material expenditure outside the approved budget	Eldership Team and Financial Board jointly	Subject to thresholds and delegations established in MVC's Financial Policy. If there is a deadlock, SMG decides after 90 days.
Staff and pastoral remuneration	Eldership Team and Financial Board jointly	Any affected person must fully recuse themselves from discussion and decision-making.
Financial controls, banking, accounting and financial oversight	Financial Board	
Appointment of auditor, accounting officer or independent reviewer	Financial Board	Appointment must comply with applicable legal and regulatory requirements and independence standards.
Investments	Financial Board	Consult with Elders. Must comply with MVC's Financial Policy, applicable law and PBO requirements and be undertaken solely in furtherance of MVC's objectives.

Matter	Primary decision/approval	Required consultation/safeguards
Acquisition of immovable property	Eldership Team and Financial Board jointly	Financial Board must confirm financial sustainability and due diligence. If there is a deadlock, SMG decides after 90 days.
Sale, mortgage or material encumbrance of immovable property	Special General Meeting - two-thirds special resolution	Requires prior recommendation by both the Eldership Team and Financial Board and the applicable special quorum.
Material borrowing or financial commitments	Eldership Team and Financial Board jointly	The Financial Board must assess affordability, risk, and solvency, and whether borrowing is secured by immovable property. If there is a deadlock, SMG decides after 90 days.
Use of MVC funds and assets towards MVC's objectives	Financial Board - fiduciary oversight	All funds and assets must be applied solely toward MVC's objectives and in accordance with the Constitution, applicable law and MVC's nonprofit and PBO obligations.
Constitutional amendment	General Meeting - two-thirds special resolution	Proposed change included in notice; statutory filings after adoption
Dissolution	Special General Meeting - two-thirds special resolution	Special quorum; assets transferred under section 17
Bylaws and operational policies	Eldership Team	May delegate drafting; cannot contradict Constitution or alter reserved matters
Safeguarding / serious misconduct response	Elders or delegated safeguarding structure	Independence, safety, legal reporting and appeal as applicable

A4.2 The Elders and Financial Board may recommend refinements to delegated authority in policy. Still, no policy may reduce a constitutional voting threshold, remove a required consultation, or transfer a reserved matter away from the body to which this Constitution assigns it.