

**ARTICLES OF ASSOCIATION
OF
MISSION AVIATION FELLOWSHIP INTERNATIONAL**

Company Number 3144199

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
MISSION AVIATION FELLOWSHIP INTERNATIONAL

Interpretation

In these articles:

“the Act” means the Companies Acts 1985 to 2006 including any statutory modification or re-enactment thereof for the time being in force;

“the articles” means the articles of association of the Charity;

“associate member” means an organisation fulfilling the requirements for associate membership set out in Article 14(2);

“the Chairman” means the chairman of the board of trustees;

“the Charities Act” means the Charities Act 1992 to 2011 including any statutory modification or re-enactment thereof for the time being in force;

“the Charity” means the company intended to be regulated by these articles;

“clear days” in relation to the period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“custodian” means a person or body who undertakes safe custody of assets or of documents or records relating to them;

“executed” includes any mode of execution;

“financial expert” means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;

“firm” includes a limited liability partnership;

“Members’ Covenant” means a non-legally binding covenant entered into between the Charity and each member;

“nominee company” means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

“Objects” has the meaning set out in Article 3;

“office” means the registered office of the Charity;

“provisional member” means an organisation fulfilling the requirements for provisional membership set out in Article 13(1);

“Provisional Members’ Covenant” means non-legally binding covenant entered into between the Charity and each provisional member;

“the seal” means the common seal of the Charity if it has one;

“secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“Statement of Belief, Purpose and Values” means the statements set out in the appendix to these articles;

“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, the profits of which are liable to tax;

“the trustees” means the directors of the Charity (and “trustee” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland; and

“written” refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper.

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Name

1. The Charity’s name is Mission Aviation Fellowship International.

Registered Office

2. The Charity’s registered office is to be situated in England and Wales.

Objects

3. The Charity’s Objects are to advance the Christian faith by such means as the Charity shall determine from time to time but without prejudice to the generality of the foregoing by supporting and encouraging the work of national churches, missions and relief and development agencies in developing countries so that the love of Christ is shared in word and by practical means in:

- (1) the provision of air and other appropriate transport;
- (2) linking people with information quickly and easily;
- (3) supplying goods and services economically and efficiently; and
- (4) such other means being charitable as the Charity shall determine.

Powers

4. In furtherance of the Objects but not further or otherwise the Charity may exercise the following powers:
 - (1) to accept donations and to raise funds (but not by means of taxable trading) and in its discretion to disclaim any particular contribution;
 - (2) to make charitable grants, donations or other payments as the Charity shall think fit, whether to individuals, organisations, societies or institutions;
 - (3) to require that trustees, officers and members of the Charity shall subscribe to the Statement of Belief, Purpose and Values;
 - (4) to acquire or hire property of any kind;
 - (5) to let or dispose of property of any kind;
 - (6) to support, administer or set up other charities and to accept gift aid legacies whether or not on trust for special purposes;
 - (7) to set aside funds for special purposes or as reserves against future expenditures;
 - (8) to borrow money and to give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act);
 - (9) to deposit or invest the funds of the Charity in any manner (but to invest only after obtaining such advice from a financial expert as the trustees consider necessary and having regard to the suitability of investments and the need for diversification);
 - (10) to delegate the management of investments to a financial expert, but only on terms that:
 - (a) the investment policy is set down in writing for the financial expert by the trustees;
 - (b) timely reports of all transactions are provided to the trustees;
 - (c) the performance of the investments is reviewed regularly with the trustees;
 - (d) the trustees are entitled to cancel the delegation arrangement at any time;

- (e) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (f) 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; and
 - (g) the financial expert must not do anything outside the powers of the Charity;
- (11) to arrange for investments or other property of the Charity to be held in the name of a nominee company acting under the direction of the trustees or controlled by a financial expert acting under their instructions, and to pay any reasonable fee required;
 - (12) to deposit documents and physical assets with any company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
 - (13) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;
 - (14) subject to Article 5, to employ paid or unpaid agents, staff or advisors;
 - (15) to make all reasonable and necessary provisions for the payment of pensions and superannuation annuities and death in service benefits to or on behalf of employees or former employees and their widows and other dependants;
 - (16) to support, administer or set up other charities;
 - (17) to cause the Charity to be registered in any part of the world in which it may for the time being be operative or in which it shall have an interest;
 - (18) to establish or acquire subsidiary companies;
 - (19) to enter into contracts to provide services to or on behalf of other bodies;
 - (20) to co-operate with other bodies; and
 - (21) to do all other lawful things in any part of the world as shall further the attainment of the Objects.

Benefits and Conflicts for Members and Trustees

- 5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity. No trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: provided that nothing in these articles shall prevent any payment in good faith by the Charity:

- (1) of remuneration for services rendered to the Charity by any trustee, subject to Article 6 below;
 - (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a trustee;
 - (3) of interest on money lent by any member of the Charity or trustee at a reasonable rate;
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1% of the issued capital of that company;
 - (5) of reasonable and proper rent for premises demised or let by any member of the Charity or a trustee;
 - (6) to any trustee of reasonable travelling, hotel and other out-of-pocket expenses properly incurred by him in connection with attendance at meetings of trustees or committees of trustees or general meetings of the Charity or otherwise in connection with the discharge of his duties; and
 - (7) of the cost of purchasing indemnity insurance in respect of liability for any act or default of the trustees, officers or employees of the Charity in relation to the Charity provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default.
6. Remuneration for services rendered to the Charity by any trustee upon the authority of Article 5 (1) can only be made if each of the following conditions is satisfied:
- (1) The trustee enters into a written contract with the Charity, stating the maximum benefit to be paid;
 - (2) The remuneration or other sums paid to the trustee do not exceed an amount that is reasonable in all the circumstances;
 - (3) The trustee is absent from the part of any meeting at which there is discussion of the matter;
 - (4) The trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting;
 - (5) The other trustees are satisfied that the services are actually required by the Charity and that it is in the interests of the Charity to contract with that trustee rather than with someone who is not a trustee. In reaching that decision the trustees must balance the advantage of employing a trustee against the disadvantages of doing so (especially the loss of the trustee's services as a result of dealing with the trustee's conflict of interest);
 - (6) The reason for their decision is recorded by the trustees in the minute book; and

(7) A majority of the trustees then in office have received no such payments.

The remuneration for services provided by a trustee includes the remuneration for services rendered by any firm or company in which the trustee is:

- (a) a partner;
- (b) an employee;
- (c) a consultant;
- (d) a trustee; or
- (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the trustee holds less than 1% of the issued capital.

In this Article 6:

- (i) "company" shall include any company in which the Charity:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more trustees to the board of the company;
- (ii) "trustee" shall include any connected person within the meaning of s73B(5) of the Charities Act 1993.

7. Whenever a trustee has a potential conflict of interest in a matter to be discussed at a trustee meeting or a trustee committee meeting, the trustee concerned must:

- (1) declare an interest at or before discussions begin on that matter;
- (2) withdraw from the meeting for that item unless expressly invited to remain in order to provide information;
- (3) not be counted in the quorum for that part of the meeting;
- (4) withdraw during the vote and have no vote on the matter; and
- (5) this clause may not be amended without the prior written consent of the Charity Commission.

8. If a conflict of interests arises for a trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted trustees may authorise such a conflict of interests where the following conditions apply:

- (1) the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

- (2) the conflicted trustee does not vote on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting; and
- (3) the unconflicted trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

Limited Liability

9. The liability of the members is limited.

Guarantee

10. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £10) to the Charity's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Charity's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

Dissolution

11. If the Charity is wound up or dissolved, and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Article 5, chosen by the members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

Members

12.
 - (1) Organisations that meet the following criteria may be admitted to membership in accordance with the procedure set out in Article 12(2):
 - (a) the member must enter into and comply with the Members' Covenant;
 - (b) the member must be committed to the Statement of Belief, Purpose and Values;
 - (c) the member must be interdenominational;
 - (d) the member must be acceptable to the major evangelical Christian churches and mission within its country;
 - (e) the member's primary commitment must be to the Charity;
 - (f) the member must transfer control of its field assets to the Charity;
 - (g) the member must actively engage with the Charity, the other members, any associate members or provisional members; and
 - (h) the member must be the sole Mission Aviation Fellowship organisation in its country.

- (2) An application for membership will be reviewed by the trustees and if the applicant meets the criteria set out in Article 12(1), the members will consider accepting the applicant as a member. An application for membership will be successful if it is accepted by members representing at least 75% of the total voting rights of the members entitled to vote.
- (3) In the event that a member fails to meet any one or more of the criteria for membership, it will be encouraged by the other members and the trustees to address the failings. If, after a reasonable period, the member is unable or refuses to address the failings to the satisfaction of the other members, its membership of the Charity may be terminated, if so resolved by members holding at least 75% of the total voting rights of the members entitled to vote.
- (4) A member may withdraw from the membership after giving six months' written notice, provided that after such withdrawal the number of members is not less than three.
- (5) Each member shall bear all expenses incurred by, or in connection with, its membership of the Charity.

Provisional Members

13.

- (1) Organisations that meet the following criteria may be admitted to provisional membership in accordance with the procedure set out in Article 13(2):
 - (a) the provisional member must enter into and comply with the Provisional Members' Covenant;
 - (b) the provisional member has the intention to enter into and comply with the Members' Covenant;
 - (c) the provisional member must be committed to the Statement of Belief, Purpose and Values;
 - (d) the provisional member must be interdenominational;
 - (e) the provisional member must be acceptable to the major evangelical Christian churches and mission within its country;
 - (f) the provisional member's primary commitment must be to the Charity;
 - (g) the provisional member must transfer control of its field assets to the Charity;
 - (h) the provisional member must actively engage with the Charity, the other members, any associate members or other provisional members; and
 - (i) the provisional member must be the sole Mission Aviation Fellowship organisation in its country.
- (2) An application for provisional membership will be reviewed by the trustees and if the applicant meets the criteria set out in Article 13(1), the members will consider accepting the applicant as a provisional member. An application for provisional membership will be successful if it is accepted by members

representing at least 75% of the total voting rights of the members entitled to vote.

- (3) Provisional membership is granted for a period of three years, with a possible extension of three further years if approved by the trustees. Provisional members are expected to meet the requirements for full membership within this period.
- (4) If, at the end of the period of provisional membership, the provisional member has failed to meet the criteria for full membership, its provisional membership of the Charity may be terminated, if so resolved by members holding at least 75% of the total voting rights of the members entitled to vote.
- (5) A provisional member may withdraw from its provisional membership after giving six months' written notice.
- (6) For the avoidance of doubt, provisional members may attend and contribute to general meetings but shall not count towards the quorum and shall not vote on any matters put to a vote of a meeting.
- (7) Each provisional member shall bear all expenses incurred by, or in connection with, its provisional membership of the Charity.

Associate Members

14.

- (1) Organisations may be admitted to the Charity as associate members. No organisation shall be admitted as an associate member unless it meets the criteria for associate membership and the application for associate membership is approved by the members in accordance with the procedure set out in Article 14(2) to 14(3).
- (2) All associate members must meet the following criteria:
 - (a) the associate member must be committed to the Statement of Belief, Purpose and Values;
 - (b) the associate member must be interdenominational;
 - (c) the associate member must be acceptable to the major evangelical Christian churches and mission within its country;
 - (d) the associate member must actively engage with the Charity, the members, any other associate members or provisional members; and
 - (e) the associate member must be the sole Mission Aviation Fellowship organisation in its country.
- (3) An application for associate membership will be reviewed by the trustees and if the applicant meets the criteria set out in Article 14(2), the members will consider accepting the applicant as an associate member. An application for associate membership will be successful if it is accepted by members representing at least 75% of the total voting rights of the members entitled to vote.

- (4) In the event that an associate member fails to meet any one or more of the criteria for associate membership, it will be encouraged by the members and the trustees to address the failings. If, after a reasonable period, the associate member is unable or refuses to address the failings to the satisfaction of the members, its associate membership of the Charity may be terminated, if so resolved by the members holding at least 75% of the total voting rights of the members entitled to vote.
- (5) For the avoidance of doubt, associate members may attend and contribute to general meetings but shall not count towards the quorum and shall not vote on any matters put to a vote of a meeting.
- (6) Each associate member shall bear all expenses incurred by, or in connection with, its associate membership of the Charity.

Annual General Meetings and Other General Meetings

- 15. The Charity shall hold an annual general meeting each year in addition to any other meetings in that year. Not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next.
- 16. A general meeting may be called at any time by the trustees and must be called for a date not later than 28 clear days after the trustees receive a written request from members who represent at least 5% of the total voting rights of the members entitled to vote.

Notice of Annual General Meetings and Other General Meetings

- 17.
 - (1) At least 21 days' notice must be given of an annual general meeting or a meeting for the passing of a special resolution, Other meetings require at least 14 days' notice. Notice for adjourned meetings shall be given in accordance with Article 23. A meeting may be called by shorter notice if it is agreed by a majority of the members having a right to attend and vote and who together hold at least 90% of the total voting rights.
 - (2) The notice shall specify the time, date and place of the meeting, the general nature of the business to be transacted, the right of a member to appoint a proxy and, in the case of an annual general meeting, shall specify the meeting as such.
 - (3) Members' meetings may take place in person or by suitable electronic means agreed by the members in which all participants may communicate with all the other participants simultaneously.
 - (4) The notice shall be given to all the members and to the trustees and auditors.

18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

19. No business shall be transacted at any meeting unless a quorum is present. The presence of duly authorised representatives of members, representing more than 50% of the total voting rights of members, shall constitute a quorum.
20. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the trustees may determine.
21. The Chairman (unless some other trustee or a duly authorised representative of a member is elected to do so by a majority of those present) shall preside at every general meeting of members.
22. A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
23. The chairman of any meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
24. All resolutions put to the vote of a meeting shall be decided on a poll. This means that each member present and voting by its representative or proxy shall have and shall cast the number of votes it holds according to the Articles 26 to 28, and it shall not be the case that each member has one vote. For a special resolution to be passed, which includes a resolution to change the articles, not less than 75% of the votes cast must be in favour of the resolution. For an ordinary resolution to be passed not less than 50% of the votes cast must be in favour of the resolution.
25. The result of the poll shall be declared at the meeting at which a resolution is put to the vote and the result of the poll shall be deemed to be the resolution of the meeting.

Votes of Members

26. The number of votes that a member has shall be determined by that member's contribution to the Charity. Such contribution shall be quantified in financial terms (using United States dollars) using the following contribution indicators:
 - (1) financial support: the average of the last five financial years of the Charity's funding by a member as shown in the audited accounts of the Charity;

- (2) international staff support: the calculated financial value of support for staff in the field as at the end of each financial year of the Charity as included in the “Intangible Expenses” category of the audited accounts of the Charity, deducting any specific related contribution made by the Charity; and
- (3) an additional fixed amount for the provision by members of each staff member in the field as at the end of each financial year of the Charity which amount shall be agreed by the members from time to time.
27. The votes that a member receives shall be determined as at 31 December in each year and members shall be advised of the result of the evaluation at the next annual general meeting, when any change will become effective.
28. The number of votes a member has shall be determined by their contribution in accordance with the following table:

Aggregate Contribution Value	Votes per member
\$0 to \$1m	1
\$1m to \$2m	2
\$2m to \$3m	3
\$3m to \$4m	4
\$4m to \$5m	5
\$5m to \$6m	6
\$6m to \$7m	7
\$7m and over	8

Written Resolutions Outside of Face to Face Meetings

- 29.
- (1) A special resolution in writing, signed by authorised representatives of members representing not less than 75% of the total voting rights of the members entitled to vote, shall be as valid and effective as if it had been passed at a meeting of members duly convened and held.
- (2) An ordinary resolution in writing, signed by authorised representatives of members representing more than 50% of the total voting rights of the members entitled to vote, shall be as valid and effective as if it had been passed at a meeting of the members duly convened and held.
- (3) A proposed written resolution will lapse if it is not passed within 21 days of the date it is circulated to the members.
- (4) Written resolutions may consist of several documents in the same form, each signed by one or more of the representatives of members. Resolutions in writing may be made using electronic means.

Representation at Meetings

30. Any organisation which is a member of the Charity may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity.

Number of Trustees

31. The number of trustees shall be not less than three and (unless otherwise determined by ordinary resolution) shall not be greater than twelve.

Powers of Trustees

32. Subject to the provisions of the Act and the articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by the articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
33. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the articles the trustees shall have the following powers, namely:
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity; and
 - (2) to enter into contracts on behalf of the Charity.

Appointment and Retirement of Trustees

34. No person shall be appointed or reappointed a trustee unless he is nominated and appointed in accordance with the provisions of Article 35.
- 35.
- (1) The trustees shall from time-to-time identify vacancies in their number and shall share with members, associate members and provisional members the skill-sets they wish to add.
 - (2) The members, associate members, provisional members and/or trustees shall identify potential candidates.

- (3) The trustees shall review all potential candidates for their Christian values, skills, capabilities, qualities and fit with the Charity. They shall also take into account the geographical representation on the board and shall inform the members, associate members and provisional members as to which candidates they recommend should be nominated as trustees.
 - (4) Recommended candidates shall be nominated by at least one member.
 - (5) Subject to Article 35(6), the members shall then vote on the appointment of such candidates at a general meeting or by written ordinary resolution as set out in Article 29(2).
 - (6) Where a trustee has completed nine years of continuous service and is being considered for reappointment in accordance with Article 39, then such reappointment shall only be voted on at an annual general meeting.
36. No person may be appointed as a trustee in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 40.
37. At every annual general meeting one-third of the trustees or, if their number is not three or a multiple of three, the number nearest to one third shall retire from office by rotation; but, if there is only one trustee, he shall retire. An additional trustee or trustees shall retire in any year if this is necessary to ensure that each trustee retires at least once every three years.
38. Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject to Article 39, a trustee who retires at an annual general meeting may, if willing to act, be reappointed.
39. A trustee who has completed nine years of continuous service as a trustee will retire no later than on the ninth anniversary of his initial appointment and would not be eligible to be reappointed as a trustee until twelve months after his retirement.

Disqualification and Removal of Trustees

40. A trustee shall cease to hold office if:
- (1) he ceases to be a trustee by virtue of any provision in the Act or is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or
 - (2) he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or

- (3) he resigns his office by notice to the Charity (but only if at least three trustees will remain in office when the notice of resignation is to take effect); or
- (4) he is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that his office be vacated; or
- (5) the members resolve by ordinary resolution at a general meeting that his office be vacated, after the meeting of members has invited the views of the trustee concerned and considered the matter in light of any such views.

Proceedings of Trustees

- 41. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. Trustee meetings may take place in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all the other participants simultaneously. There shall be at least two trustee meetings per calendar year. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 42. The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or two trustees, whichever is the greater.
- 43. The trustees may act notwithstanding any vacancies in their number, but if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 44. The trustees shall appoint one of their number to be the Chairman and may appoint a Vice-Chairman. The trustees may at any time remove them from office. Unless he is unwilling to do so, the Chairman so appointed shall preside at every meeting of trustees at which he is present. If there is no trustee holding that office, or if the trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice-Chairman (if one has been appointed) shall preside, failing which, the trustees present may appoint one of their number to be chairman of the meeting. The Chairman and any Vice-Chairman may hold such office for no longer than two consecutive three year periods.
- 45. The trustees may appoint one or more committees, with one of their number to be the chairman and at least one additional trustee, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the trustees would be more conveniently undertaken or carried out by a committee; provided that all acts, proceedings and recommendations of any such committees shall be fully and promptly reported to the trustees.
- 46. All acts done by a meeting of trustees, or of a committee of trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had

been duly appointed and was qualified and had continued to be a trustee and had been entitled to vote.

47. A resolution in writing signed by all the trustees shall be as valid and effective as if it had been passed at a meeting of trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees. Resolutions in writing may be made using electronic means.
48. Any bank account in which any part of the assets of the Charity is deposited shall be controlled by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the trustees unless otherwise agreed by the trustees in respect of small sums.

Secretary

49. Subject to the provision of the Act, the secretary shall be appointed by the trustees for such term at such remuneration (if not a trustee) and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Records and Accounts

50. The trustees must comply with the requirements of the Act and of the Charities Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
 - (1) annual reports;
 - (2) annual returns; and
 - (3) annual statements of account.
51. The trustees must keep records of:
 - (1) all proceedings at general meetings;
 - (2) all proceedings at meetings of the trustees;
 - (3) all reports of committees; and
 - (4) all professional advice obtained.
52. Accounting records relating to the Charity 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.
53. A copy of the Charity'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 Charity's reasonable costs, within two months.

The Seal

54. The seal shall only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the secretary or by a second trustee.

Notices

55. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.
56. The Charity may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by delivery of a facsimile copy or by electronic mail message delivered to the current address notified by that member.
57. A member present in person at any meetings of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
58. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. An electronic notice shall be deemed to be given at the expiration of 24 hours after it was sent.

Indemnity

59. Subject to the provisions of the Act every trustee or other officer or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

60. The trustees may from time to time make such rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity insofar as procedure is not regulated by the articles and generally in relation to all such matters as are commonly the subject matter of company rules.

Appendix

Statement of Belief, Purpose and Values

Belief

- We believe there is one God, eternally existent in three persons: Father, Son and Holy Spirit.
- We believe the Bible is the inspired, infallible, authoritative Word of God.
- We believe that the Lord Jesus Christ is true God and true man, was virgin born, lived a sinless life, was crucified for the sins of humanity, bodily resurrected and ascended to heaven where He sits as our advocate, and will personally return in power and glory.
- We believe that God desires the salvation of lost and sinful people by faith in the Lord Jesus Christ and accomplished through regeneration by the Holy Spirit.
- We believe that the Holy Spirit indwells believers, empowering them for godly living, service and witness.
- We believe in the unity of all believers in the Church, the body of Christ.
- We believe in the resurrection of the saved and the lost, the saved unto eternal life and the lost unto eternal separation from God.

Calling

- To obey the Word and will of God: to love the Lord our God with all our soul and strength and our neighbours as ourselves and to make growing disciples of all nations.

Purpose

- Sharing God's love through aviation and technology.

Vision

- Isolated people physically and spiritually transformed in Christ's name.

Values

Impact

We value ministry that transforms lives and multiplies the effectiveness of those we serve, seizing opportunities to serve the living God in a fast-changing world.

Witness

We value Christ-like behaviour in the way we work and relate to one another and to those we serve. We have respect and care for all people and have compassion for those in need. We are sensitive to cultural differences and have a servant attitude.

Excellence

We value integrity, professionalism, safety and competence in all areas and believe that all our work should honour and glorify Christ.

Partnership

We value the strength and diversity that co-operation and collaboration bring and partner with those who share our beliefs and values.

Stewardship

We value the wise use of our resources and carefully balance the benefits of investments with the costs involved.

Care

We value the personal and spiritual wellbeing of our people. We respect, care and pray for one another.