



**CONSTITUTION
OF
THE MERCHANT NAVY ASSOCIATION**

Adopted 11th June 2009 and amended by Special Resolution passed on 24th October 2020, 24th April 2021 and
26th May 2023

Registered as a charity in England & Wales under charity number 1135661
and in Scotland under charity number SC052677

ADOPTION OF THE CONSTITUTION

This Constitution is in two parts. **Part 1** covers the **Purposes** of the Charity and how its assets can be used. It also contains the powers to change the constitution and to wind-up the Charity. **Part 2** sets out the **Administrative Provisions** including membership, the selection of National Councillors, all meetings, elections and the powers of National Councillors as Trustees of the Charity. The provisions in Part 1 can only be changed with a 2/3rds majority of members present and voting at a meeting whereas those in Part 2 can be changed by a simple majority of the members. The Guidelines do not form part of the Constitution but they are the agreed additional processes and procedures for achieving organisational objectives.

Nothing in this Constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

DEFINITIONS Throughout the Rules and Guidelines contained within this document, unless the context otherwise requires, the following definitions shall apply;

The Association	means "The Merchant Navy Association" or "MNA" and is the charity comprised in this constitution.
The Constitution	means the Rules and Guidelines from time to time in force.
The Commission	means the Charity Commission of England and Wales.
OCSR	means the Office of the Scottish Charity Regulator
Charity Act	means any Charity Act appropriate to a particular function within the Constitution.
National Council	means the National Council, the governing body of the Association.
National Councillors	National Councillors are the Trustees of the Charity as prescribed in 97(1) of the Charities Act. The Guidelines means the additional processes and procedures from time to time agreed.
Executive Committee	means the Executive Committee Officers of the Association under Rule 12.
Constituent Branches*	means the United Kingdom and Overseas Branches of the Association.
Members	means any subscribing member of the National Association.
Eligible Persons	means any person from a seafaring background and their direct dependents.
Area	means the part of the Country in which overseas members reside.
Region	means a prescribed geographical area within the United Kingdom.
Poll	count of votes by a show of hands or ballot conducted among members present at a general meeting.
Ballot	means a written vote, conducted amongst the whole of the membership, other than at a general meeting.
Month	means a calendar month.
Communications	means a communication in writing, which may be sent by hand, by post or by suitable electronic means.
National Office	means that place for the delivery of all national correspondence, goods and services as well as communications both internally and our members externally on behalf of the Association and its members.

***Note** All Constituent **Branches**, including Merchant Navy Association in their title, whilst being affiliated to and supported by the National Association remain autonomous.

PART 1 – RULES

I. Name

The name of the organisation shall be "The Merchant Navy Association". Branches and members shall not add, change, promote or present any other interpretation of that name. This name is a Registered as a charity in England & Wales under charity number 1135661 and a Registered Trademark under number 2390661.

2. Registered Office

The Charity's registered office can be in England, Scotland or Wales.

3. Objectives

The Objects of the Charity are for public benefit, to provide charitable support and services to the Association's members, other connected persons, or associations, societies or other bodies whose objects are similar.

3.1 To relieve and assist all serving and retired seafarers and their dependants who are in hardship or distress by;

3.1.1 fostering comradeship and consideration to all those in the community of the sea.

3.1.2 endeavouring to assist members and when appropriate other eligible persons, to find access to information and practical support on such matters as pensions, health, social security, debt management and other subjects affecting their welfare.

3.1.3 endeavouring to provide grants to assist members and other eligible persons in financial need for the purchase of goods, services or facilities or, in exceptional circumstances payment of priority debts. This may also be undertaken in partnership with other charitable organisations.

3.1.4 signposting those seeking advice for a career at sea, to appropriate organisations and encouraging both young and life-long learners to maximise their opportunities.

3.1.5 signposting those seeking background and historical information about the Merchant Navy to appropriate sources.

3.2 To inform the public about:

3.2.1 the purpose of the Merchant Navy and Fishing Fleets and their role in the commercial life of the United Kingdom.

3.2.2 the impact of our maritime heritage, as an island nation, on world events and the often significant and strategic role of our seafarers.

4. Powers

4.1 The Association, as a registered charity, has the following powers in order to further the stated Objectives to;

4.1.1 provide information, advice and assistance.

4.1.2 publish and distribute information.

4.1.3 develop, support and enhance a Branch structure.

4.1.4 make payments to ensure the Charity's property and any additional cover as deemed appropriate for the continuance of the Objectives.

4.1.5 raise funds and in so doing comply with any relevant statutory regulations.

4.1.6 buy, lease, hire or otherwise acquire any property and to maintain and equip it for use.

4.1.7 sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, it is essential to comply with Charities Acts.

4.1.8 borrow money and give security for loans in accordance with the Charities Acts.

4.1.9 co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.

4.1.10 establish or support any appropriate charitable trusts, associations or institutions formed for any of the charitable purposes included in the Association's Objectives, including the annual Merchant Navy Day Commemorative Service and Re-Union.

4.1.11 enter into any partnership or joint venture arrangement with any other Charity with similar or complimentary objectives to those of the Association.

4.1.12 promote and support appropriate research.

4.1.13 obtain and pay for such goods and services as are necessary for carrying out the work of the Association.

4.1.14 open and operate such bank, or other accounts, that the Association considers necessary and to invest funds and to delegate the management of funds as permitted under the Charities Acts.

4.1.15 parade the National and any other appropriate standard.

4.1.16 assist youth organisations which have a specific maritime connection.

4.1.17 do all such other lawful things as is necessary for the achievement of the Objectives.

5. Application of the Income and Property

5.1 Any income and property of the Charity shall be applied solely towards the promotion of the Objectives.

5.2 No National Councillor may be paid or receive any other material benefit for being a National Councillor with the exception of any indemnity insurance, reasonable travel and hotel expenses and any costs associated with a successful defence to criminal proceedings.

5.3 A member of the National Council must declare the nature and extent of any interest, direct or indirect, in which he or she has that may influence a proposed transaction or arrangement with the Charity, or in any transaction or arrangement entered into by the Charity which has not previously been declared. A member of the National Council must absent himself or herself from any discussions of the National Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

5.4 In consideration of receiving financial or material benefit, a National Councillor shall include any person, or organisation connected to that National Councillor.

5.5 Funds which are not required for immediate use or which will be required for use at a future date must be placed in a restricted fund, identified within the accounts.

6. Dissolution

6.1 If the members resolve to dissolve the Charity, the National Councillors will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.

6.2 The National Councillors must collect in all the assets of the Charity and must make provision for all the liabilities of the Charity.

6.3 The National Councillors must apply any remaining property or money;

6.3.1 directly for the Objectives.

6.3.2 by transfer to any other maritime charity or charities.

6.3.3 in such other manner as the Commission may approve in writing in advance.

6.4 In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Association.

6.5 The National Councillors must notify the Commission promptly that the Charity is to be dissolved. A final report and statement of account relating to the Charity must be sent to the Commission.

7. Amendments

7.1 The Charity may amend any provision contained in Part 1 of this Constitution provided that;

7.1.1 no amendment may be made that would have the effect of making the Association cease to be a Charity in law.

7.1.2 no amendment may be made to alter the Objectives if the change would not be within the reasonable interest of the Charity.

7.1.3 no amendment may be made to Rule 4 without the prior written consent of the Commission.

7.1.4 any resolution to amend a provision of Part 1 of this Constitution is passed by not less than two thirds of the members present and voting at a general meeting.

7.2 any provision contained in Part 2 of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

7.3 a copy of any resolution amending this Constitution shall be sent to the Commission within twenty-one days of it being passed.

PART 2 - ADMINISTRATIVE PROVISIONS

8. Membership

8.1 Membership of the Association is open to individuals, over eighteen years of age, or organisations that are approved by the National Council.

8.2 The Subscription fees are to be acknowledged by the issue of a membership card sent by the Membership Secretary within one calendar month of their initial registration.

8.3 Every National member shall, so far as is possible, be advised of their nearest branch.

8.4 Any branch member may change to another branch, or become a National Member, but must inform the National Membership Secretary. A member may join more than one branch.

8.5 The annual national Subscription Fee and the one-off initial Registration Fee shall be such sums as may from time to time be determined by a majority at an Annual General Meeting. All subscriptions are due immediately on a membership application being accepted, and thereafter on the first day of January in each succeeding year.

8.6 The National Councillors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Association. The Association must inform the applicant, in writing, of the reason for their refusal within twenty-one days of the decision. The applicant shall be offered the opportunity to appeal in writing and this will be reviewed by the Executive Committee. The applicant will be notified, in writing and any subsequent decision will be binding.

9. Termination of Membership

9.1 Termination of membership will result if;

9.1.1 any sum due from the member to the Association is not paid in full within six months of it falling due, following notification in writing.

9.1.2 the member resigns by written notice to the Association.

9.1.3 the member is removed from the membership by resolution of the Council. This resolution may only be considered after the member has benefited from all the agreed guidelines for dispute resolution.

9.2 Membership is not transferrable to another person or organisation.

9.3 Any re-applications made will be considered by the Executive Committee on a case by case basis. This provided that all monies, which have been deemed due since the previous membership, are paid in full and the applicant has not engaged in actions detrimental to the Association.

10. Membership Categories

10.1 Full Membership is available to any person meeting at least the following requirements:

They are resident in, or a registered citizen of, the United Kingdom or a country where an international branch exists and they are serving, or have served;

- on a merchant ship.
- on a fishing vessel.
- as an employed crew member aboard a yacht.
- as member of a lifeboat crew.
- as employee of the Maritime & Coastguard Agency or its equivalent.

10.2 Applicants must provide suitable evidence of their service such as a Discharge Book, Service Record or other suitable and agreed verifiable information.

10.3 Associate Membership shall be available to those who do not qualify for full membership but who support the Objectives of the Association.

10.4 Associate Members may hold any office within the Association, other than those of Chairman and Vice Chairman.

10.5 Organisations approved by the National Council may be recognised as having Associate membership.

10.6 Honorary Membership is awarded to those who have made a significant contribution to advancing the Association's Objectives. This category of membership has no voting rights.

10.7 All applications for membership are to be submitted on the form prescribed for that purpose and returned to the Membership Secretary.

11. General Meetings

11.1 A meeting of the National Council may be held in person or by suitable electronic means agreed by the National Council.

11.2 All members are entitled to attend a face-to-face General Meeting and a member organisation is entitled to one authorised representative.

11.3 **Annual General Meetings (AGM)** Other than in exceptional circumstances, an AGM must be held at intervals not exceeding fifteen months with members given ninety days' notice of that event. When national emergencies occur AGMs may be postponed for up to twenty-seven months and if circumstances further dictate that face-to-face meetings are not practical then these can be held electronically. In this event each member will be informed of any matter that involves a ballot and given an opportunity to vote either by electronic means or post. Notice of an AGM must state the date, time and place of the meeting or if it is to be held by electronic means.

11.4 Notice of an AGM must state the date, time and place of the meeting or if it is to be held by electronic means.

11.5 **Extraordinary General Meetings (EGM)** must be called at any time by the National Council within twenty-eight days after a written request to the National Council from at least ten percent of the membership. The request must state the reason for and nature of the business to be discussed. Notice must state the nature of the business to be discussed and the date, time and place of the meeting or if it is to be held by electronic means.

11.6 **A quorum** for any general meeting shall consist of not less than three Executive Committee Officers, four National Councillors. and four other registered members.

If, within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present it shall be dissolved. In any other case it shall stand adjourned to the same day four weeks hence and at the same time and place or at such other place as the National Council may determine. If at the adjourned meeting, a quorum is again not present within half an hour from the time appointed for holding the meeting, the members present shall be a considered quorate providing proper notice has preceded the event.

11.7 The National Chairman will take the Chair. If the National Chairman is unavailable the Vice Chairman will deputise and if they are also not available an Executive Committee Officer, elected by those present will chair at that meeting only. If less three Executive Committee Officers are present the meeting will not take place.

11.8 Except where otherwise provided in this Constitution, every issue at a General Meeting is determined by the National Councillors present by a majority of votes, which may be by ballot.

11.9 At an AGM, members shall;

11.9.1 receive the accounts for the Association for the previous financial year.

11.9.2 receive reports of the Executive Committee on the Association's activities since the previous AGM.

11.9.3 conduct elections resulting from vacancies from those retiring from office. In the case of elections to the National Council, including Executive Committee Officers, those persons shall take office at the moment their election is announced.

11.9.4 appoint an auditor.

11.9.5 discuss and determine any resolutions that have been previously circulated to Branches for open discussion and comment.

11.10 At any face-to-face General Meeting, a Resolution put to the vote of the meeting shall be decided on by a majority resulting from a show of hands, or by a written ballot, unless a poll is agreed. Unless a poll is so demanded, the chairman of the meeting shall declare that the Resolution has been carried, either unanimously or by a majority and an entry made to that effect in the minutes.

11.11 If a poll (ballot) of the membership is demanded, in the manner so described, it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct. The result of the ballot shall be deemed to be the Resolution of the meeting at which the ballot was demanded.

11.12 In the case of equality of votes, whether on a show of hands or a written poll, the Chairman of the meeting shall be entitled to a second or casting vote which shall determine the outcome.

11.13 Any alterations or amendments to the Association's Constitution, made in consequence of any resolutions passed at an AGM or an EGM, shall be effective on adoption by vote of the members at that meeting. The National

Council shall, within twenty-one days of that Meeting, inform the Commission and all Branch secretaries of any changes. Each member shall receive notification of changes at the next available national distribution.

11.14 Minutes of all National Council and General meetings shall record a summary of the items discussed and decisions taken.

11.15 It shall be the duty of the National Secretary to ensure that the Association's Rules and Guidelines are always properly harmonized.

11.16 Annual financial statements and reports shall be available to members for inspection at the AGM and, once approved to any member of the public on request.

11.17 Any member, who makes a written request, and who pays the Associations costs will be supplied with the latest financial statement of accounts (as required by the Charities Act 1993).

12. Records and Accounts

12.1 The National Council must comply with the requirements of the Charities Act as to keeping records, the audit or independent examination of accounts and the preparation and transmission to the Commission of information required by law including:

- annual returns;
- annual reports; and
- annual statements of account.
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12.2. The National Treasurer, in consultation with the National Executive Committee Officers shall take responsibility for the management of all funds.

12.3 The National Council must also keep records of:

- all proceedings at meetings of the National Council;
- all resolutions in writing;
- all reports of committees; and
- all professional advice obtained.

12.4 Accounting records relating to the Charity must be made available for inspection by any member of the National Council after a period of no more than 14 days' notice.

12.5 A copy of the Charity's constitution and latest available annual statement of accounts must be supplied on request to any member of the National Council as above. Copies of the latest accounts must also be supplied in accordance with the Charities Act to any other person who makes a written request and pays the Charity's reasonable costs.

13. Notices

13.1 A notice may be served by the National Council upon any member by hand, or by post, or by suitable electronic means or may be published through the Charity's newsletter or website.

13.2 The address at which a member is entitled to receive notices is the address noted in the register of members or the last known address. Each member is responsible for notifying the Association for any change in their contact details.

13.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received;

13.3.1 on being handed to the member or an authorised representative personally.

13.3.2 if served by post, shall be deemed to have been served on the seventh day following that on which the notice is put into the post. It shall be sufficient to prove that the notice was properly posted if the date of posting is recorded by the sender.

13.3.3 on the date of publication of the Association's magazine.

13.4 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or any of the proceedings at any meeting.

14. National Council

14.1. The National Council shall consist of no less than eight, nor more than twenty-one, National Councillors.

14.2. The National Council shall meet together for the conduct of business as often as it shall think fit.

- 14.2.1 They shall endeavour to meet at least three times each year, plus an AGM.
- 14.2.2 National Council meetings may be held on-line.
- 14.2.3 If at least three members of National Council agree to request a meeting they must give written notice to the National Secretary, who must endeavour to convene a meeting within twenty-eight days from the time the notice is received.
- 14.2.4 When the National Secretary convenes a meeting of the National Council, notice must specify the place, or format, date and time of the meeting.
- 14.3 Every National Councillor must sign a declaration of willingness to act as a Charity Trustee before they are eligible to vote at any meeting of the National Council.
- 14.4 A National Councillor may not appoint anyone to act on their behalf at meetings of the National Council.
- 14.5 At any meeting of the National Council, a motion put to the vote of the meeting shall be decided on by a show of hands of the National Councillors or, if the meeting should so decide, on a written poll where the National Councillors name is included. In the case of an equality of votes, whether on a show of hands or on a written poll, the Chairman of the meeting shall have a second or casting vote.
- 14.6 Agendas will be distributed no less than 14 days before the date of a meetings. All reports should be forwarded to the National Secretary no less than 21 days before the date of a meetings. Items requiring decision should be brought to the attention of the Secretary. Late reports may, at the discretion of the Chairman, be distributed as supplementary papers. Any matters requiring a majority decision, that are not submitted in a timely manner, are likely to be deferred until the next meeting.
- 14.7. Observers at National Council Meetings are encouraged and welcome but have no vote and shall not take part in any discussions unless invited by the Chairman to express their views. Any member needing to raise issues should contact the National Secretary who will advise the best way to proceed.
- 14.8 A quorum shall be no less than six National Council members, at least three of which should be members of the Executive Committee.
- 14.9. If the National Chairman is not present, within thirty minutes after the time appointed to hold the meeting, the National Vice-Chairman shall chair the meeting. Failing this, the other members of the National Council present shall elect a member of the Executive Committee to be the Chairman of the meeting.
- 14.10 Any decisions made, or acts undertaken, by a member of the National Council notwithstanding it be discovered that there was some defect in their continuance in office, shall be valid.
- 14.11 A written Resolution, duly signed by all the members of the National Council, may in special circumstances be passed without recourse to a National Council meeting. Such a Resolution shall be as valid and effectual as if it had been passed at a meeting of the National Council.
- 14.12 The National Council may co-opt onto their Committee, not more than three persons on the basis of their expertise and knowledge. Any co-opted members may serve until the next AGM. They have no voting rights on the National Council but shall be eligible to be co-opted again in subsequent years.
- 14.13 The National Council may, from time to time, make amendments or additions to the Guidelines for the better conduct of the Associations business.
- 14.14 The National Council, in compliance with the Charities Acts, shall keep financial and other records and provide the National Chairman's annual report, the annual statements of account and the annual returns to the Commission within twenty-one days of the AGM.
- 14.15. Any Sub-Committees, established in agreement with the National Council, shall endeavour to meet the same criteria as per meetings of the National Council. Sub-Committees must appoint a secretary and have at least one Executive Committee Officer on the committee to represent the national perspective.

15. National Councillors

- 15.1 National Councillors shall be elected at an Annual General Meeting of the Association from among the members and in accordance with Rule 16. Each National Councillor shall normally hold office for five years and shall be eligible for re-election.
- 15.2 Exceptionally, when specific skills are required following a retirement of a Councillor, Council may make an interim appointment until the next AGM.

15.3. The National Councillors, as Charity Trustees, are to govern the Association and its property and funds in accordance with the most recent Charities Act and as detailed in this Constitution.

15.4 Every National Councillor must be a member of the Association and able to demonstrate some experience, or knowledge, that advances the Association's Objectives.

15.5 The Association members may, by Extraordinary Resolution at an EGM, remove any National Councillor before the expiration of their elected period of office. An EGM may, by Resolution, appoint a replacement who shall hold office until the next AGM.

16. Election of National Councillors

16.1 The Returning Officers, at any election shall be the National Secretary supported by one other member of the National Council who is not seeking re-election. In the absence of the Secretary another member of the Executive Committee will be appointed as the Returning Officer.

16.2 The Duties of the Returning Officers will include;

16.2.1 the management of the election.

16.2.2 collection of voting forms.

16.2.3 verification of the voting forms.

16.2.4 reporting the results of the ballot to the National Council and later to the members at the AGM.

16.3 The members mark their choice for all the voting positions at the same time and on the same voting form. The closing date for acceptance of the voting forms shall be not less than twenty-one days before the AGM. closing date for acceptance of the voting forms shall be not less than twenty-one days before.

16.4 In the event of an identical vote, for any position the current chairman, or vice chairman, shall have the benefit of a casting vote. In every other circumstance the candidate with the longest continuous membership of the Association shall be chosen.

16.5 The National Chairman will conduct proceedings until the conclusion of the AGM. The National Councillors, will also remain in post for the duration of that meeting. Immediately before the conclusion of the AGM the Returning Officer will report of the election results. At the conclusion of the AGM the elected Councillors will immediately assume their appointments.

17 National Executive Committee Officers

17.1 The National Executive Committee Officers are elected by the Council to administer and manage the daily affairs of the Association on behalf of the members. The Chief Executive Officer is the National Chairman alongside up to two National Vice Chairmen, a National Secretary, National Treasurer, Events & Welfare Officer and National Membership Secretary. They are also members of the National Council. The Council may co-opt, on to the Executive Committee, other Council members when appropriate.

17.2 When a vacancy occurs a National Executive Committee member shall be elected, by the Councillors and shall hold office until the AGM at which they are due to retire but shall be eligible for re-election.

17.3 In exceptional circumstances a person who has been appointed under the interim arrangements outlined in 15.2 can be also be appointed to the Executive Committee in an interim capacity, but must be elected as a Councillor at the next AGM. Any-interim appointment shall remain valid only until the next AGM of the Association.

18 Disqualification and Removal of National Councillors

A National Councillor shall cease to hold office if he or she;

18.1 is disqualified for acting as a National Councillor by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).

18.2 ceases to be a national member of the Association.

18.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs.

18.4 resigns as a National Councillor by notice to the Association (but only if at least six National Councillors will remain in office when the notice of resignation is to take effect).

18.5 is absent without the permission of the other National Councillors from all their meetings held within a period of nine consecutive months and they resolve that their office be vacated.

18.6 if they are removed from office by a vote duly passed by an extraordinary resolution at an EGM.

19. Honorary Officers

The Association may elect senior and long serving members, who are not existing National Councillors, as the Association's Patron, President and up to four Vice-Presidents. These appointments shall be for life, or until a Patron, President or Vice Presidents wishes to retire. The National Council will advise the members of any suitable candidates who they believe would bring reputation and respect to these ex-officio positions. The Council reserves the right to remove any person from these positions if it is considered that they are not acting within the interests of the Association.

20. Intellectual Rights

All documents, notices or memoranda relating to any matter within the scope of the Associations business or any of its related activities or affairs shall remain the copyright and the property of the Association. Members are not permitted, either during their membership or subsequently to disclose or permit to be used any such documents, notices, memoranda or information without the express approval of the National Council.

Ends