

THE COMPANIES ACTS 1985, 1989  
Company limited by Guarantee and not having a Share Capital  
**MEMORANDUM OF ASSOCIATION**

- of -

**THE MARITIME VOLUNTEER SERVICE**

We the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum of Association.

Names and Addresses of  
Subscribers:

ATFG Griffin  
Moat Cottage, The Drive  
Bogham  
West Sussex PO18 8JB  
(Admiral, retired)

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(Chartered Engineer)

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(Retired Personnel Developer)

BE Seath  
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Blackheath London  
SE3 7HU  
(Agricultural  
Engineer)

Dated: 4<sup>th</sup> August 1995

Witness to the above signatures:  
Anthony P Harvey  
2 Elliott Vale Blackheath London SE3  
0UU  
(Chartered Accountant)

# Articles of Association for a Charitable Company

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

## Articles of Association of the Maritime Volunteer Service

The Company's name is the Maritime Volunteer Service

### INTERPRETATION

1. In the Articles:

—the Charity means the above-named Charity.

—Address means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a telephone number for receiving text messages in each case registered with the charity.

—the articles means the charity's articles of association.

—clear days in relation to the period of notice means a period excluding:

- The day when the notice is given or deemed to be given; and
- The day for which it given or on which it is to take effect.

—The Commission means the Charity Commission for England and Wales

—Companies Acts means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity.

—the directors means the directors of the charity. The directors are charity trustees as defined by section 97 of the Charities Act 1993.

—Document includes, unless otherwise specified, any document sent or supplied in electronic form. Electronic form has the meaning given in section 1168 of the Companies Act 1993.

—officers includes the directors and the secretary (if any).

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies acts but excluding any statutory modification not in force when this constitution becomes binding on the charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force

—charitable purpose is a purpose that is regarded as charitable both in the law of England and Wales and in the law of Scotland.

Nothing in this Memorandum and Articles of Association 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.

—the Council means the governing body of the Charity as provided in these Articles or the members of such governing body as the context requires

—the Act means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

—the Articles means the Articles of the Charity

—Executed includes any mode of execution

—Office means the registered office of the Charity.

—the Seal means the common seal of the Charity.

—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.

"the United Kingdom" shall where used in these Articles mean Great Britain and Northern Ireland and the Isle of Man and the Channel Islands.

"Region" means a defined territory within the UK.

"Unit" means an active local command within a Region established by the Council for the better fulfilment of the objects of the Charity and answerable to Council.

"Head of Unit" means the unpaid volunteer officer responsible for the recruiting, administration and operation of a Unit who shall be elected by the members of that Unit with the prior approval of the relevant Regional Volunteer Officer.

"Regional Volunteer Officer" means an unpaid volunteer officer who is in charge of a Region who shall be elected by the Units within the relevant Region and whose election is ratified by the Council. .

2. The registered office of the Charity will be situate in England.

### **OBJECTS**

3. (a) **To advance the education and training of the members of the Charity and the general public in all aspects of maritime and communication skills and knowledge.**

(b) **The protection and preservation of life and property primarily, but not exclusively, within the maritime environment.**

### **POWERS**

4. The charity has the power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, in furtherance of the Objects but not further or otherwise, the Charity may exercise all or any of the following powers to the extent only to which the same may be lawfully exercised by a company having exclusively charitable objects and subject to such conditions and consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided:-

- (1) to establish and maintain a corps of skilled volunteers throughout the United Kingdom in order to:
  - (i) Support national and local government departments and agencies or support Harbour, Port, national and Local Authorities on request or provide support in accordance with the provisions of relevant legislation including the Civil Contingencies Act 2004 and its subsequent amendments and successors (including parallel legislation in other parts of the UK);
  - (ii) Support events on land and sea as required by the organisers to assist in the safety and security of the event participants and of the general public in attendance or to provide communication and operational support;
- (2) to promote and support a better understanding of the marine environment and its protection through support for and assistance to, national and local bodies;
- (3) to provide a central framework and training provision to which other volunteer and professional organisations involved in maritime matters on, over or underwater, can affiliate and support the achievement of the Objects by the Charity and by any other charitable bodies;
- (4) to stimulate the interest of young people within the United Kingdom in maritime affairs and encourage them to go to sea;
- (5) to promote and assist maritime education in schools, colleges, universities and industry within the United Kingdom;
- (6) to encourage the development of better systems, equipment and training to improve health and safety in ships and smaller craft registered in or operating from the United Kingdom and within its inland waterways, crewed or officered in whole or part by citizens of the United Kingdom;
- (7) to advance knowledge within the United Kingdom of the sea as a sustainable natural resource, its potential for energy and mineral supplies and to encourage proper management of the marine and coastal environment;
- (8) to undertake and perform the office and duties of trustee of or for any other charitable trust and to undertake and execute any charitable trust and in such matters and for such purposes to act solely or jointly with any other person corporation or body;

(9) to establish or support any charitable trusts associations or institutions formed for all or any of the charitable purposes included in the Objects;

(10) to cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or any of them or other similar charitable purposes and to exchange information and advice with them;

(11) to cause to be written printed or otherwise reproduced or circulated gratuitously or otherwise periodicals magazines books leaflets or other documents or films or recorded tapes or discs and to publish material for broadcasting and distance learning;

(12) to organise or promote exhibitions displays demonstrations or lectures concerning any aspects or areas of maritime industry commerce or defence;

(13) to buy, take on lease or in exchange, hire or otherwise acquire, alter, enlarge, maintain and equip for use land and premises and such craft or vehicles that the Charity may need towards the attainment of the Objects;

(14) subject to Article 5 below, to employ, whether on a full time or on a part time basis such staff who shall not be Trustees of the Charity as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of Pensions and Superannuation to staff and their dependants. The charity may remunerate a director only to the extent it is permitted to do so by Article 5 and provided it complies with the conditions in that article;

(15) to make such representations to national or local governmental agencies as may be of assistance towards the attainment of the Objects, provided that such shall not permit or include any political campaigning or other similar activity not lawfully exercisable by a company having exclusively charitable objects;

(16) to take such lawful steps as necessary to raise funds towards the attainment of the Objects by way of appeals, acceptance of subscriptions, donations, devises and bequests, borrowings or otherwise to raise or receive money for the objects of the Charity on such terms as may be thought fit, provided that the Charity shall conform to any relevant statutory regulations;

(17) to sell, exchange or otherwise dispose of lease or mortgage any property or assets of the Charity and to do and execute all proper acts and assurances for carrying such sale, exchange or disposal lease or mortgage into effect, subject nevertheless to the authority of any order or orders of the Charity Commissioners required by law;

(18) to pay the expenses of incorporating the Charity;

(19) to insure against fire and other risks all the buildings of the Charity and to insure in respect of public liability and employer's liability and without prejudice to the generality of the foregoing to insure for the benefit of the directors and employees of the Charity from time to time against any claims by employees or the public or any other person whatsoever against the directors or employees of the Charity personally for death, injury, loss and damage caused by acts or omissions of the directors or employees of the Charity when acting in connection with or for the purposes of the Charity –this includes the facility to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73(f) of the Charities Act 1993. ;

(20) to receive funds from any other person or persons and to use the Charity's own funds in order to pay premiums on insurance policies to cover and to indemnify the directors of the Charity, or any servants thereof, or any voluntary workers or other person or persons involved with the undertaking of the Charity from and against all such risks incurred in the performance of their duties, or voluntarily assumed roles, or as owners of any vessel or aircraft, as may be deemed to be necessary;

(21) to draw make accept endorse discount execute and issue promissory notes, bills cheques and other instruments, and to operate bank accounts in the name of the Charity;

(22) to establish where necessary or conducive to the Objects local branches;

(23) to promote and support a better understanding of the marine environment and its protection through support for, and assistance to, national and local bodies.

(24) to raise funds. In doing so, the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.

(25) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land.

(26) to acquire, merge with, or to enter into, any partnership or joint venture arrangement with any other charity.

(27) to set aside income, as a reserve against future expenditure, but only in accordance with a written policy about reserves.

(28) to:

- deposit or invest funds;
- employ a professional fund-manager; and
- arrange for investments or other property of the charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustees Act 2000

(29) to do all such other lawful acts and things as are incidental to, or beneficial to and necessary for the promotion, achievement, provision or conduct of the Objects;

**AND SO THAT** for the avoidance of doubt where the context so permits all such powers as aforesaid may be exercised both for the purposes of or with a view to or in furtherance of the Objects or any of them being promoted by the Charity as an independent body and also by the Charity as a trustee of any other charity for the purpose of or with a view to or in furtherance of the Objects being promoted by such other charity when the Charity is the trustee or one of the trustees of any such other charity.

**PROVIDED THAT:-**

(a) if the Charity shall take or hold any property which may be subject to any trusts the Charity shall only deal with or invest the same in such manner as allowed by law having regard to such trust;

(b) the Charity shall not support with its funds any object that is not charitable;

(c) if the Charity shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Charity shall not sell, mortgage, charge or lease the same without such authority, approval or consent that may be required by law.

**APPLICATION OF INCOME AND PROPERTY**

5 (1) The income and the property of the charity shall be applied solely towards the promotion of the objects.

(2) The directors must not be paid any remuneration unless it is authorised below.

- A director is entitled to be reimbursed from the property of the charity or may be paid out of such property of the charity reasonable expenses properly incurred by him or her when acting on behalf of the charity.
- A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73f of the charities act 1993.
- A director may receive an indemnity from the charity in the circumstances specified in article 65 of the Articles of Association.

(3) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is a director receiving:

- A benefit from the charity in the capacity of a beneficiary of the charity;
- Reasonable and proper remuneration for any goods or services supplied to the charity.

(4) No director or connected person may buy goods or services from the charity on terms preferential to those applicable to other members of the public, or sell goods or services to the charity or receive remuneration, or receive any other financial benefit from the charity unless the directors obtain prior written approval of the Commission and fully comply with any procedures it prescribes. Connected person means a child, parent, grandchild, grandparent, brother or sister of the director. It also includes the spouse or civil partner of the director, and any person carrying on business in partnership with the director or with any person above. Also it includes any institution which is controlled by the director or any connected person as defined above or controlled by two or more connected persons when taken together or by a body corporate in which the director or any connected person has a substantial interest or two or more connected persons have a substantial interest. Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in the sub-clause.

(5) Nothing shall prevent the payment of:

(a) the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: Provided that at no time shall a majority of the trustees benefit under this provision and that a trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(b) 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;

(c) interest on money lent by any member of the Charity or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;

(d) 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 1/100th part of the issued capital of that company;

(e) reasonable and proper rent for premises demised or let by any member of the Company or a trustee;

(f) any trustee of reasonable out-of-pocket expenses.

## **LIABILITY OF MEMBERS**

6 The liability of the members is limited. Every member of the Charity undertakes to contribute such amount as may be required (not exceeding £1) 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**

7 (1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for the purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

(2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:

- (a) Directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the charity be paid to or distributed among members of the charity (except to a member that is itself a charity) and if no resolution in accordance with article 7(1) is passed by the members or directors the net assets of the charity shall be applied for charitable purposes as directed by the Court or the Commission

## MEMBERS

- 8 (1) The subscribers to the Memorandum of Association of the Charity and such other persons as are admitted to membership in accordance with the rules made under Article 79 shall be members of the Charity;
- (2) Membership is open to other individuals or organisations who apply to the charity in the form required by the directors and are approved by the directors or by officers of the charity acting as agents for the directors (such as Heads of Unit) who are specifically authorised by the directors for this purpose;
- (3) the directors (or Heads of Unit) may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interest of the charity to refuse the application. The directors (or Heads of Unit) must inform the applicant in writing of the reasons for the refusal within 21 days of the decision. The directors (or Heads of Unit) must consider any written representations the applicant may make about the decision. The directors' (or Heads of Unit) decision following any written representations must be notified to the applicant in writing but shall be final.
- (6) Membership is not transferable.
- (7) the directors must keep a register of the names and addresses of the members.
- (8) the directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (9) the directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (10) the rights attached to a class of membership may only be varied if:
- Three quarters of the members of that class consent in writing to the variation; or
  - A special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (11) the provisos in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.
- (12) membership is terminated if:
- The member dies or, if it is an organisation, ceases to exist;
  - The member resigns by giving at least 7 days written notice to the charity unless, after the resignation, there would be less than two members;
  - Membership shall not be transferable or transmissible and shall cease on death.
  - Any sum due from the member to the charity is not paid in full within one full month of it falling due;
  - The member is removed from membership by a resolution of the directors that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a members from membership may only be passed if:
    - The member has been given at least 21 days notice in writing of the meeting of directors at which the resolution will be proposed and the reasons why it is to be proposed;
    - The member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.
  - The member breaks any rules or regulations established by the trustees under Article 79 such as the Code of Conduct or directly disobeys or ignores a legitimate instruction from Council or the officers of the charity. Action taken to remove a member under this clause shall follow the disciplinary procedure which allows for appeals by the member or his representative but any decision taken by or referred to Council under the appeals procedure shall be final.

## **GENERAL MEETINGS**

9. All general meetings other than annual general meetings shall be called general meetings. An annual general meeting must be held in each year and not more than 15 months may elapse between successive annual general meetings.

## **NOTICE OF GENERAL MEETINGS**

10. The Council may call general meetings at any time. The minimum periods of notice required to hold a general meeting of the charity are:
- 21 clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - 14 clear days for all other general meetings.
11. A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and clauses 39- 42 of these Articles. The notice must be given to all members and to the directors and auditors.
12. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.

## **MEMBERS' POWERS TO REQUIRE DIRECTORS TO CALL A GENERAL MEETING**

13. The members of the company may require the directors to call a general meeting of the company.
14. The directors are required to call a general meeting of the company once request to do so has been received from members who represent 10% of the total voting rights of all members having a right to vote at general meetings.
15. Any request for such a meeting must:
- (a) must state the general nature of the business to be dealt with at the meeting; and
  - (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.
16. A resolution may be properly moved at the meeting unless:-
- (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise);
  - (b) it is defamatory of any person, or
  - (c) it is frivolous or vexatious.
17. A request:-
- (a) may be in hard copy form or in electronic form, and
  - (b) must be authenticated by the person or persons making it.

## **DIRECTORS' DUTY TO CALL MEETINGS REQUIRED BY MEMBERS**

18. Directors required to call a general meeting under Articles 13- 17 above must call a meeting:-
- (a) within 21 days from the date on which they become subject to the requirement, and
  - (b) to be held on a date not more than 28 days after the date of the notice convening the meeting.
19. If the requests received by the company identify a resolution intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.



20. The business that may be dealt with at the meeting includes a resolution of which notice is given in accordance with this Section.
21. If the resolution is to be proposed as a special resolution, the directors are treated as not having duly called the meeting if they do not give the required notice of the resolution in accordance with the requirements set out in Article 24(6) below.

## **RESOLUTIONS**

22. A resolution of the members (or of a class of members) must be passed—
- (a) as a written resolution, or
  - (b) at a meeting of the members.

### **Ordinary resolutions**

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- (1). An ordinary resolution of the members means a resolution that is passed by a simple majority;
  - (2) A written resolution is passed by a simple majority if it is passed by members representing a simple majority of the total voting rights of eligible members;
  - (3) A resolution passed at a meeting on a show of hands is passed by a simple majority if it is passed by a simple majority of—
    - (a) the members who, being entitled to do so, vote in person on the resolution, and
    - (b) the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.
  - (4) A resolution passed on a poll taken at a meeting is passed by a simple majority if it is passed by members representing a simple majority of the total voting rights of members who (being entitled to do so) vote in person or by proxy on the resolution;
  - (5) Anything that may be done by ordinary resolution may also be done by special resolution.

### **Special resolutions**

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- (1) A special resolution of the members (or of a class of members) of a company means a resolution passed by a majority of not less than 75%;
  - (2) A written resolution is passed by a majority of not less than 75% if it is passed by members representing not less than 75% of the total voting rights of eligible members;
  - (3) Where a resolution is passed as a written resolution—
    - (a) the resolution is not a special resolution unless it stated that it was proposed as a special resolution, and
    - (b) if the resolution so stated, it may only be passed as a special resolution.
  - (4) A resolution passed at a meeting on a show of hands is passed by a majority of not less than 75% if it is passed by not less than 75% of—
    - (a) the members who, being entitled to do so, vote in person on the resolution, and
    - (b) the persons who vote on the resolution as duly appointed proxies of members entitled to vote on it.
  - (5) A resolution passed on a poll taken at a meeting is passed by a majority of not less than 75% if it is passed by members representing not less than 75% of the total voting rights of the members who (being entitled to do so) vote in person or by proxy on the resolution.
  - (6) Where a resolution is passed at a meeting—
    - (a) the resolution is not a special resolution unless the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution, and
    - (b) if the notice of the meeting so specified, the resolution may only be passed as a special resolution.
  - (7) For ratification or election as a Member Trustee or a Co-opted Member Trustee, the vote by eligible members will take the form of a secret postal ballot, the result of which will be announced at the Annual General Meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

25. (a) No business shall be transacted at any meeting unless a quorum is present.  
(b) A quorum is:

- Ten members present in person or by proxy and entitled to vote upon business to be conducted at the meeting ; or
    - One tenth of the total membership at the time whichever is the greater.
- (c) the authorised representative of a member organisation shall be counted in the quorum.

26. If such a quorum is not present within half an hour from the time appointed for the meeting or if during the meeting such a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Council may determine. The directors must reconvene the meeting and must give at least seven days' clear notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
27. The Chairman, if any, of the Council or in his absence the Vice-Chairman (if any) failing whom some other member of Council nominated by the Council shall preside as chairman of the meeting. If there is only one director present and willing to act, he or she shall chair the meeting. If no director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
28. The Chairman 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 the adjournment not taken place. When a meeting is adjourned for 14 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.
29. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded:
- (a) by the Chairman, or
  - (b) by at least two members having the right to vote at meetings, and a demand by a person as proxy for a member shall be the same as a demand by the member.
30. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded. The result of the vote must be recorded in the minutes of the charity but the number or proportion of votes cast need not be recorded.
31. A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If demand for a poll is withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made.
32. A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
33. A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
34. A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs. The poll must be taken within 30 days after it has been demanded.
35. If the poll is not taken immediately, at least 7 days' clear notice shall be given specifying the time and place at which the poll is to be taken. If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

## **VOTES OF MEMBERS**

37. On a show of hands every member present in person or by proxy shall have one vote. On a poll every member present in person or by proxy shall have one vote.
38. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
39. The format for the instrument of proxy shall be as set out in the MVS Policy and Procedures Guide (which is drawn up in accordance with the Rules made under Article 79 or in any other form as agreed by Council prior to the Annual General Meeting or General Meeting called and as specified in any notice convening the meeting which is sent to members.
40. The instrument of proxy may be in either of the two following formats: (a) to allow the proxy to vote as they think fit after having listened to the discussion at Meeting; or (b) to instruct the proxy specifically how to vote at the Meeting.
41. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Council may:
  - (a) be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any member of the Council; and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
42. A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office or such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

#### **THE GOVERNING BODY OF THE CHARITY**

43. The affairs of the Charity shall be managed by a governing body to be known as the Council who may exercise all such powers of the Charity as are not by the Act or by the Articles required to be exercised by the Charity in general meeting, subject nevertheless to the provisions of the Act and the Articles and to such regulations not being inconsistent with the aforesaid provisions as may be prescribed by the Charity in general meeting; no regulation made by the Charity in general meeting shall invalidate any prior act of the Council which would have been valid if the regulation had not been made.
44. The number of members of the Council shall not be less than eight nor more than twenty-five.
45. The Charity may from time to time by ordinary resolution increase or reduce the number of members of the Council but so that in no event shall the number fall below eight.
46. The first members of the Council shall be those persons named in the statement delivered pursuant to section 10(2) of the Act and further members of the Council shall be such other persons as shall from time to time be elected thereto or appointed by the Council in accordance with the Articles. Provided that no person who is employed by the Charity or is receiving a salary, fees, remuneration or other benefit in money or money's worth from the Charity or who is under the age of 18 years or is a person who had he already been a member of Council would have been disqualified from acting under Article 51 shall be eligible to be a member of Council.

47. The Council shall comprise a Chairman, a Vice-Chairman (if any), the National Secretary, the National Treasurer, and, in accordance with article 44, the appropriate number of trustees who are either: (a) external to the Charity and appointed by Council; or (b) elected by the members of the Charity. The Chief Volunteer Officer and any Area Volunteer Officers nominated by Council shall receive notices of meetings of the Council and be invited to attend and speak at meetings of Council but shall have no vote. In making appointments to Council, the maintenance of democratic accountability shall be taken into account as regards the balance of external to member trustees. Note – article 36 allows for the Chair to have a second vote in the event of a tie. Note – article 44 defines that there should be a minimum of 8 and a maximum of 25 members of Council. Note – article 61 sets out that there needs to be a quorum of 5 for Council business to be transacted (article 25 sets a quorum of 10 members in person or proxy or one tenth of the total membership for business to be transacted at General Meetings).
48. The Charity may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any member of Council before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Charity and such member of Council.
49. The Charity may by ordinary resolution appoint another person, eligible under the Articles, in place of a member of Council removed from office under article 48. Without prejudice to the powers of the Council under article 46, the Charity in general meeting may appoint any person, eligible under the Articles, to be a member of Council either to fill a casual vacancy or as an additional member (but not so as to exceed the maximum number of the members of the Council). Any person so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.
50. The Council may at any time appoint any person eligible under the Articles to fill a casual vacancy or as an additional member provided that the permitted maximum be not thereby exceeded. A person so appointed may hold office only until the next following annual general meeting and shall be eligible for re-election.

#### **DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COUNCIL**

51. The office of a member of Council shall be vacated if:
- a) He ceases to be such member by virtue of any provision of the Act or he becomes prohibited by law from being such a member; or
  - b) He becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - c) He resigns his office by notice to the Charity; or
  - d) He shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolves that his office be vacated.
  - e) He is otherwise disqualified from being a member of the Council by virtue of Section 72 of the Charities Act 1993.
  - f) the individual Council member is in the view of the majority of other members not contributing effectively to the governance of the Charity either because his or her conduct does not meet the standards specified for Rules made under Article 79 of these Articles, e.g. the Code of Conduct for members, or because Council by majority has voted and resolved that he or she fails to make an effective contribution to the effective governance of the business of the Charity at Council meetings.

A person who is disqualified or removed from the office of a member of Council under any provision within articles 51 above shall not be eligible to stand for such an office again. This does not include members who resign office by notice to the charity.

A person who is disqualified or removed from the office of a member of Council under this Article or under Article 48 or under section 303 of the Act shall thereby cease to be a member of the Charity. This does not include members who resign office by notice to the charity.

#### **DECLARATION OF DIRECTORS' INTERESTS AND CONFLICT OF INTERESTS**

52. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared. A director must absent himself or herself from any discussions of the directors 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).

(1) If a conflict of interests arise for a director 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 directors may authorise such a conflict of interests where the following conditions apply:

- the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that organisation or person;
- The conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- The unconflicted directors consider it is in the interests of the charity to authorise the conflict in the circumstances applying.

(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

(3) subject to clause 52 (4) immediately following, all acts done by a meeting of directors, or a committee of directors, shall be valid notwithstanding the participation in any vote of a director:

- Who was disqualified from holding office;
- Who had previously retired or who had been obliged by the constitution to vacate office;
- Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if without:
- the vote of that director; and
- that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

(4) clause 52(3) immediately above does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for clause 52(3), the resolution would have been void, or if the director has not complied with clause.

## **OUT-OF-POCKET EXPENSES**

53. The members of the Council shall be entitled to be paid out of the funds of the Charity all expenses properly incurred by them in attending to any matter connected with the Charity.

## **CHAIRMAN**

54 (a) The Council shall appoint a Chairman of the Council. The Chairman shall hold office for such period as the Council may decide. The Chairman need not be a member of the Charity.

(b) The Council may appoint a Vice-Chairman or to any other office they may think fit to create for such period as they shall think fit. Such officers need not be members of the Charity.

## **THE PRESIDENT**

55. The Charity may have a President who shall be such person as accepts the invitation of the Council to hold that office for such period as the Council may determine. The President need not be a member of the Charity and whilst he shall be entitled to receive notices of and to attend all meetings of the Council and to speak thereat, he shall have no vote.

## **PATRONS**

56. The Charity may have one or more patrons who shall be such persons as having been approved by the President shall accept the invitation of the Council to hold that office. Patrons need not be members of the Charity and shall have no vote.

## **VICE-PRESIDENT**

57. The Charity may at its Annual General Meeting in every year elect a Vice-President who shall hold office until the next following Annual General Meeting and shall be eligible for re-election. The Vice President shall be elected from amongst the members of the Charity and shall be entitled to receive notices of and to attend meetings of the Council but shall have no vote.

## **THE SECRETARY**

- 58 (a) The Charity shall have a Secretary who shall be appointed by the Council for such a period and upon such terms and conditions as the Council may determine. If the terms and conditions so determined provide for the payment of remuneration to the Secretary, the appointment shall be subject to the provisions of the Articles of Association. The Secretary need not be a member of the Charity.
- (b) Anything required or authorised to be done by or to the Secretary may, if the office is vacant and there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is none such, by or to any member of the Council designated generally or specifically by the Council for that purpose.
- (c) A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Council and as or in the place of, the Secretary.

## **THE TREASURER**

59. The Charity shall have a Treasurer who shall be appointed by the Council for such a period and upon such terms and conditions as the Council may determine. If the terms and conditions so determined provide for the payment of remuneration to the Treasurer, the appointment shall be subject to the provisions of the Memorandum of Association. The Treasurer need not be a member of the Charity. The Treasurer shall be a member of the Council ex-officio. A casual vacancy shall be filled by the Council at its next meeting.

## **CHIEF VOLUNTEER OFFICER**

60. The Charity shall have a Chief Volunteer Officer who shall be appointed by the Council for such time, at such remuneration and upon conditions as the Council may think fit and any Chief Volunteer Officer may be removed by Council. The provisions of the Memorandum shall apply and be observed. The Chief Volunteer Officer shall carry out the instructions of the Council and shall render to the Council an annual report of his activities and responsibilities, such report being delivered to the Council for consideration at its meeting immediately prior to the Annual General Meeting of the Charity in every year.

## **PROCEEDINGS OF THE COUNCIL**

61. The Council may meet together for the despatch of business, adjourn and regulate their meetings as it shall from time to time think fit and determine the quorum necessary for the transaction of business but so that in any event:-

(a) the quorum shall not be less than five provided that when there are not in office or present in the United Kingdom sufficient members of the Council to make such quorum the members of the Council then in office and in England may meet together to appoint such one or more additional members to make such a quorum and

(b) not less than five clear days' notice (excluding Saturdays, Sundays and Bank Holidays) notice in writing shall be given to all the members of the Council of any meeting and the general nature of the matters to be considered unless urgent circumstances require shorter notice (which need not be in writing) but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars.

62. Subject to Article 61 the following provisions shall apply:-

(a) Any member of the Council may, and on the request of any member of the Council the Secretary shall, at any time summon a meeting of the Council, by notice served upon each of

them, provided that a member of the Council who is absent from the United Kingdom and has no registered address in the United Kingdom shall not be entitled to notice of a meeting.

(b) If no quorum is present within 15 minutes of the time for which the meeting was called, it shall be adjourned to such day, time and place as shall be determined in accordance with the provisions hereinafter appearing and a fresh notice stating the day, time and place for the adjourned meeting shall be given to the members of the Council entitled to notice of meetings. Only business which could have been transacted at the original meeting may be transacted at the adjourned meeting.

(c) No business shall be transacted at any meeting of the Council unless a quorum is present at the time when the meeting proceeds to business. Provided that notwithstanding that no quorum is present those present may determine the day, time and place to which such meeting shall be adjourned.

63. The Chairman of the Council shall preside as Chairman of every meeting of the Council or if he shall not be present or is unwilling to act the Vice-Chairman (if any) shall if present and willing to act preside, failing which the members present shall elect one of their number to be chairman of the meeting.
64. All acts done by any meeting of the Council or of any committee or of any person acting as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member committee or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of Council.
65. Questions arising at a meeting shall be determined by a majority of votes of the members of Council present and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
66. (1) A resolution in writing or in electronic form agreed by a simple majority of all directors entitled to receive notice of a meeting of directors or a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that:  
(a) a copy of the resolution is sent or submitted to all the directors eligible to vote; and  
(b) a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.  
(2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.
67. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for monies paid to the Charity shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Council shall from time to time by resolution determine.

## **DELEGATION OF POWERS**

68. (a) The Council may delegate all or any of its powers or the implementation of any of their resolutions to any committee of members of the Council.  
(b) The resolution making that delegation shall specify those members of the Council who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options of non Council members up to a specified number who may be allowed to vote on the committee subject to specific Council agreement).  
(c) The composition of any such committee shall be entirely in the discretion of the Council and may comprise such of its number plus any nominated non Council members as the resolution may specify.  
(d) The resolutions and decisions of any such committee shall be reported regularly to the Council and for that purpose every such committee may appoint a secretary.  
(e) Any delegations under this Article shall be revocable at any time.

(f) The Council may make such regulations and impose such terms and conditions and give such mandates to any such committee, as they may from time to time think fit.

(g) The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council so far as the same are applicable and are not superseded by any regulations made by the Council or by any rules or by-laws made pursuant to Article 79.

(h) The Council may authorise any person who is not a member of the Council and whether or not he is an employee of the Charity to attend and speak at meetings of any committee of the Council, but no such person shall vote on any resolution proposal and recommendation of any such committee and he may at the absolute discretion of the members present be required to leave any meeting at which he is present – unless he is appointed by Council to be a voting member (see (b) and (c) above).

(i) All acts and proceedings of any committees must be fully and promptly reported to Council.

(k) The directors may impose conditions when delegating, including the conditions that:

- No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the directors.
- The relevant powers are to be exercised exclusively by the committee to whom they delegate.

69. Without prejudice to the generality of Article 68 the Council may appoint a Committee of Management (in this Article referred to as "the Committee") to manage the day to day affairs of the Charity in accordance with and subject to the following provisions:-

(a) The composition of the Committee shall be entirely in the discretion of the Council and may comprise such of their number as they think fit from time to time.

(b) The Committee shall have general authority over the day to day affairs of the Charity with power to contract on behalf of the Charity including power to appoint staff upon such terms (not being inconsistent with these Articles) as they think expedient and power to remove or suspend such staff.

(c) The Committee shall be entirely responsible in all respects to the Council.

(d) The Committee shall operate within a financial control system approved from time to time by the Council.

(e) The Committee shall comply with any policies or other directions (if any) of the Council from time to time including any restrictions as to the scope of their powers.

(f) The affairs of the Committee and of the Charity generally shall be fully reported to the Council in writing after each meeting for which purpose the Committee may appoint a member of the Committee to be its secretary.

(g) The appointment of the Committee may at any time be revoked by the Council.

## **MINUTES**

70. The directors must keep minutes of all:

- (1) Appointments of officers made by the directors;
- (2) proceedings at meetings of the charity;
- (3) meetings of the directors and committees of directors including:
- (4) the names of the directors present at the meeting;
- (5) the decisions made at the meetings: and
- (6) where appropriate the reasons for the decisions.

## **BORROWING POWERS**

71. Without prejudice to the generality of Article 43 the Council may exercise all the powers of the Charity to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue bonds, debentures, debenture-stock and other securities whether outright or as security for any debt or obligation of the Charity.

## **ACCOUNTS**

72. (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting



standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The directors must keep accounting records as required by the Companies Acts.

73. Independent Examiners shall be appointed and their duties regulated in accordance with the relevant statutory provisions for the time being in force.

#### **STAFF**

74. The Council may appoint and at its discretion remove or suspend such staff for permanent or temporary or special services as it may from time to time think fit and invest them with such powers as it thinks expedient and determine their duties and fix their salaries or emoluments and require security in such instances and to such amount as it thinks fit.

#### **THE SEAL**

75. The Charity may decide to have a seal. If this is so decided, The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council or of a committee authorised by the Council in that behalf and every instrument to which the Seal shall be affixed shall be signed by a member of the Council and shall be counter-signed by the Secretary or by a second member of the Council or by some other person authorised by the Council for that purpose.

#### **ANNUAL REPORT**

76. The Charity will prepare and have approved and signed and delivered to the Registrar of Companies, a Report by the Council in accordance with Sections 234 and 235 of the Act.

(1) The directors must comply with the requirements of the Charities Act 1993 with regard to the:

- Transmission of statements of account to the charity;
- Preparation of an annual report and its transmission to the Commission;

(2) The directors must notify the Commission promptly of any changes to the charity's entry on the Central Register of Charities

#### **ANNUAL RETURN**

77. The Charity will make an Annual Return to the Registrar of Companies and to the Charity Commissioners in accordance with Sections 363 and 364 of the Act and Section 45 of the Charities Act 1993. The Annual Report shall have attached to it a copy of the Charity's annual accounts prepared for the financial year in question under Part VIII of the Act together with a copy of the Independent Examiner's Report on those accounts.

#### **INDEMNITY**

78. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of Council may otherwise be entitled, every member of Council or other officer of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him 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 provided that this Article shall not apply in relation to costs which a member of Council is ordered to pay or of which he is deprived.

#### **RULES**

79. (a) The Council may from time to time make such rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by-laws regulate:

- i) the admission and classification of members of the Charity (including the demission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
  - ii) the conduct of members of the Charity in relation to one another, and to the Charity's servants;
  - iii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
  - iv) the procedure at general meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by the Articles;
  - v) generally, all such matters as are commonly the subject matter of company rules.
- (b) The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Council shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules or bye laws which shall be binding on all members of the Charity. Provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles.

## **MEANS OF COMMUNICATION TO BE USED**

- 80 (1) Subject to the Articles, anything sent or supplied by or to the charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the charity.
- (2) Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by means by which that director has asked to be sent or supplied with such notices or documents for the time being.
81. Any notice to be given to or by any person pursuant to the articles:
- Must be in writing; or
  - Must be given in electronic form.
82. (1) The charity may give notice to a member either:
- Personally; or
  - By sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - By leaving it at the address of the member; or
  - By giving it in electronic form to the member's address.
- (2) A member who does not register an address with the charity or who registers only a postal address that is not within the UK shall not be entitled to receive any notice from the charity.
83. A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
84. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006, notice shall be deemed to be given:
- 48 hours after the envelope containing it was posted; or
  - In the case of an electronic form of communication, 48 hours after it was sent