

# CONSTITUTION OF THE ARMY SAILING ASSOCIATION

Adopted on the 23<sup>rd</sup> November 2009

## PART 1

1. **Adoption of the Constitution.** The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.
2. **The Name.** The Association's name is the 'Army Sailing Association' (and in this document it is called the Charity).
  - a. 3. **The Object.** The Charity's object (the Object) is 'the promotion of efficiency of the Armed Forces of the Crown by the provision and support of facilities and activities for the efficiency and well-being of Service personnel'.
4. **The Charity Trustees.** The charity trustees (in this document they are together called the Trustees) are:
  - a. The Officer holding the appointment of Commodore of the Army Sailing Association, (also known as the Managing Trustee) together with
  - b. Any other persons who, collectively with the Commodore form a Board of Trustees (known as the Executive Committee of the Army Sailing Association) and thereby are responsible for controlling the management and administration of the charity.
5. **Duties of the Trustees.** The Trustees must manage the business of the Charity and they have the following powers in order to further the Objects (but not for any other purpose):
  - a. to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - c. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
  - d. 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. In exercising this power, the Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993;
  - e. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- f. to establish or support any charitable trusts, associations or institutions formed for the Object;
- g. to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for the Object;
- h. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- i. to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
- j. to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- k. to do all such other lawful things as are necessary for the achievement of the Object.

6. **Assent of Managing Trustee.** No decision of the Trustees shall be valid unless it receives the assent of the Commodore (the Managing Trustee) as shown at Paragraph 4 (a) above.

7. **Membership.** Uniformed personnel of the Armed Forces of the Crown, qualifying civilians and other civilians may be admitted to membership subject to the provisions of the appropriate single service instruction.

8. **Application of the Income and Property.**

a. The income and property of the Charity shall be applied solely towards the promotion of the Object.

b. A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

c. 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:

(1) A member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;

(2) A Trustee from buying goods or services from the Charity or otherwise enjoying the facilities provided by the Charity upon the same terms as other members;

(3) The purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a trustee or other officers in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:

(a) fines;

(b) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;

(c) liabilities to the Charity that result from conduct that the Trustee or other officer knew, or ought to have known, was not in the best interests of the Charity, or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

(d) No Trustee may be paid or receive any other benefit for being a Trustee.

**9. Dissolution.**

a. If the Charity is to be dissolved, either by resolution of the members or by any directive of the Ministry of Defence, the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.

b. The Trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

c. The Trustees must apply any remaining property or money as directed by the appropriate single Service higher authority:

(1) directly for the Object;

(2) by transfer to any charity or charities for purposes the same as or similar to the Charity;

(3) in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.

d. The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with sub-clause (c) above.

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

## **Part 2**

1. The Charity shall be managed and administered in accordance with the provisions of Part 1 of this constitution and, insofar as they are not inconsistent with the provisions of Part 1, the Queen's Regulations' from time to time applicable to the relevant Service and the relevant single Service instructions as amended or replaced from time to time.

### **2. Accounts.**

a. The Trustees must comply with their obligations under the Charities Act 1993 with regard to:

- (1) the keeping of accounting records for the Charity
- (2) the preparation of annual statements of account for the Charity;
- (3) the transmission of the statements of account to the Charity;
- (4) the preparation of an annual report and its transmission to the Commission;

b. Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice or other instructions issued by the Commission (and any other United Kingdom charity regulator with which it may be registered from time to time), unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

3. **Central Register of Charities.** The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities and such other United Kingdom charity regulators with which it may be registered from time to time.

### **4. Rules and Bye-Laws.**

a. The Trustees may from time to time make rules or bye-laws for the conduct of their business.

b. The bye-laws may regulate the following matters but are not restricted to them:

- (1) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
- (2) the conduct of members of the Charity in relation to one another, and to the Charity's employees;

(3) 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;

(4) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not otherwise regulated by this constitution;

(5) the keeping and authenticating of records. (if regulations made under this clause permit records of the Charity to be kept in electronic form and require a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

(6) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

c. The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.

d. The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.

e. The rules or bye-laws shall be binding on all members of the Charity.

f. No rule or bye-laws shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

Signed: ..... Name: .....  
Rank: .....

f. The Trustees must promptly notify any United Kingdom charity regulator with which the charity may be registered that the charity has been dissolved. The Trustees are obliged to comply with the requirements of any such regulator for the submission of final accounts and related paperwork as they may specify from time to time.

**10. Choice of Law and Interpretation.**

- a. The governing law of the Charity shall be the law of England and Wales.
- b. This document shall be interpreted in accordance with the law of England and Wales, provided that it will not permit the charity's property to be applied for any purpose or transferred to any organisation which is not charitable in accordance with any statutory provision in force in any part of the United Kingdom.

**11. Amendments.**

- a. Any provision contained in Part 1 of this constitution may be amended provided that:
  - (1) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;
  - (2) no amendment may be made to alter Clauses 3, 6, 7,8,9,10,11 or 12 without the prior written consent of the Commission.
  - (3) 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 and by the Commodore (the Managing Trustee) as shown at Paragraph 4 (a) above.
- b. A copy of any resolution amending this constitution must be sent to the Commission within twenty-one days of it being passed.

**12. Definitions.** For the purposes of this document;

“Service personnel” shall mean serving uniformed personnel of the armed forces of the Crown and qualifying civilians.

“qualifying civilians” shall mean personnel who are wholly or mainly engaged in activities which directly support the armed forces of the Crown.