



THE SEAFARERS' CHRISTIAN FRIEND SOCIETY

MEMORANDUM & ARTICLES OF ASSOCIATION

A Charitable Incorporated Organisation (CIO)

SCFS
Unit CH18, Inspire Business Park
16 Carrowreagh Road
Dundonald
Co Down
Northern Ireland
BT16 1QT

Registered England and Wales Charity Commission No 209133

Registered Company No 378765

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Introduction

Seamen's Christian Friend Society (SCFS) was founded in London in 1846. This Memorandum and Articles of Association was ratified by the current Trustees of SCFS on 11th March 2023, with the charity renamed Seafarers' Christian Friend Society (SCFS) to bring it into line with a modern society and maritime environment. Its goal remains to bring spiritual help to the seafaring community and those involved in the maritime industries, trades and activities by telling them about the love of Christ. It also helps them in practical ways through friendship and support.

SCFS Port Chaplains go on board ships when they come into harbour and spend time with seafarers, talking to them about spiritual issues and helping to address their physical and emotional welfare to the best of their ability.

The goal of transforming lives through the Gospel of Christ is very much alive today and it forms the foundation for the SCFS ministry in sea ports around the world. The sole basis of the Society's beliefs is in the Bible, God's infallible written Word, as it appears in the Old and New Testaments and whose core precepts encapsulate the SCFS Statement of Belief, at Enclosure 1.

This document is divided into two parts as follows:

Part 1 – SCFS Memorandum of Association

Part 2 – SCFS Articles of Association



Part 1 – SCFS Memorandum of Association

SCFS is a Christian-based charity working among seafarers and others¹ worldwide with the following aims and objectives:

Vision

To create an environment where seafarers, their families and others may freely have the opportunity to hear the word of God.

Mission

To actively encourage and minister in every possible way to the spiritual, physical, practical² and mental welfare of Seafarers and others³ and to provide counsel in the cause of the Christian faith and well-being.

Objectives

- a) To employ Ordained, Associate and Volunteer Port Chaplains and Ship Visitors for the visitation of ships in various ports worldwide.
- b) To seek to befriend and support seafarers, their families and others.
- c) To provide spiritual, physical, practical and mental welfare support as necessary.
- d) To disseminate the Holy Scriptures, tracts, and Christian literature among the seafarers and others.
- e) To conduct Christian services onboard vessels as requested.
- f) To disciple and encourage seafaring Christians in the continuation of their faith.
- g) To promote SCFS worldwide.

¹ Port/Dock workers etc.

² To provide practical support through the provision of appropriate clothing, personal hygiene goods, food (as requested) and transport (as requested).



1. Governance

Governance is undertaken by a Board of Trustees comprising 3 to 15 members who are responsible for the management of the charity. This is to enable the charity to carry out its purposes.

1.1. The Governance to achieve the purposes of SCFS must include:

- a) Strategy, performance and assurance
- b) Risk assessment and management
- c) Evaluating impact and effectiveness of outcomes
- d) Trustee and staff training and development
- e) An understanding of the maritime environment and seafarers' needs
- f) The composition, frequency and effectiveness of the Board to support the charity's needs
- g) Strategic accounting and budgeting that is planned, approved and audited
- h) Strategic and operational external and internal communication plans will include compliance with all relevant legal obligations.
- i) The welfare and support of staff and volunteers

1.2. The Board of Trustees has the power, on behalf of SCFS to⁴:

- a) Raise funds. In doing so, the charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
- b) Buy, take on lease or in exchange, hire, or otherwise acquire any property and to maintain and equip it for use.
- c) Sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
- d) Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Board of Trustees must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land.
- e) Co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
- f) Establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objectives.

⁴ Charity Commission GD 1 dated August 2014 and amended January 2017.



- g) Acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity in the pursuance of its objectives.
- h) Set aside income as a reserve against future expenditure in accordance with a policy about reserves.
- i) Employ and remunerate such staff as are necessary for carrying out the work of the charity.
- j) Deposit or invest funds.
- k) Employ or sub contract professional managers to meet the objectives of the charity.
- l) Arrange for the 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 by the Trustee Act 2000.
- m) Provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011
- n) Pay out of the funds of the charity the costs of forming, registering or rebranding the charity both as a company and as a charity.

1.3. The Board of Trustees must ensure that:

- a. The income and property of the SCFS must be applied solely towards the promotion of the objects.
- b. A member of The Board of Trustees:
 - i. Is entitled to be reimbursed from the property of the SCFS or may pay out of such property reasonable expenses, properly incurred by him or her, when acting on behalf of the SCFS.
 - ii. May benefit from trustee indemnity insurance cover purchased at the SCFS's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - iii. May receive an indemnity from the charity in the circumstances specified in article 1.5
 - iv. May not receive any other benefit or payment unless it is authorised by article 1.4
- c. None of the income or property of the SCFS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of The Board of Trustees

1.4. Members of The Board of Trustees must not:

- a) Buy any goods or services from the charity on terms preferential to those applicable to members of the public.



- b) Sell goods, services, or any interest in land to the charity.
- c) Be employed by, or receive any remuneration from, the charity.
- d) Receive any other financial benefit from the charity.

1.5. Members of The Board of Trustees or connected person may:

- a) Receive a benefit from the SCFS in the capacity of a beneficiary of the charity, provided that a majority of the Trustees do not benefit in this way.
- b) Enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services to the charity where that is permitted in accordance with, and subject to, the conditions in sections 185 and 186 of the Charities Act 2011.
- c) Receive interest on money lent to the SCFS at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- d) Receive rent for premises let by a Trustee or connected person to the charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee, or connected person concerned, must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- e) Take part in the normal trading and fundraising activities of the SCFS on the same terms as members of the public.

1.6. Payment for supply of goods only – controls

The Board of Trustees may only rely upon the authority provided by sub-clause 2.2 this article if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the SCFS and The Board of Trustees (as the case may be) and the trustee or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the charity.
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The Board of Trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a member of The Board of Trustees or connected person. In reaching that



decision the trustees must balance the advantage of contracting with a trustee or connected person against the disadvantages of doing so.

- d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity.
- e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- f) The reason for their decision is recorded by The SCFS and The Board of Trustees in the minute book.
- g) A majority of The SCFS and The Board of Trustees then in office are not in receipt of remuneration or payments authorised in article 1.5.

2. The Board of Trustees

2.1. Members of The Board of Trustees

A member of The Board of Trustees must be a natural person aged 18 years or older.

No one may be appointed as a member of The Board of Trustees if he or she would be disqualified from acting under the provisions of article 39 of The Charities Commission.

The minimum number of members of The Board of Trustees shall be 3 but (unless otherwise determined by ordinary resolution) subject to a maximum of 15.

A member of The Board of Trustees may not appoint an alternate member of The Board of Trustees or anyone to act on his or her behalf at meetings of The Board of Trustees.

A member of the Board of Trustees may be appointed to:

- a) Bring a required and specified skill, knowledge or experience set to the Board.



- b) Undertake a specified geographical role and responsibility to support Port Chaplains and to purchase items, within SCFS authorised limits, for Port Chaplains in the discharge of their duties and for the benefit of seafarers.

The SCFS Board of Trustees shall have the power to co-opt members to the Board. Co-opted members are individuals appointed through a formal selection and interview process, and by a recorded majority agreement of the Board at a General Meeting, to provide a specific area of knowledge, skill and experience for the benefit of SCFS and the furtherance of its objectives. Co-opted individuals are not elected members of the SCFS Board of Trustees and shall have no voting rights.

2.2. Powers of The Board of Trustees

The Board of Trustees shall manage the business of the SCFS and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.

No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the members of The Board of Trustees.

Any meeting of The Board of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by The Board of Trustees

2.3. The present Charity Trustees with their length of appointment to date are:

a) Steven Thompson	30 August 2017
b) Archibald McAvoy	17 January 2017
c) Dave Robertson	11 June 2021
d) Daniel Yarker	11 June 2021
e) Andrew Browne	11 June 2021
f) Charles Hancock	29 June 2022

2.4. Appointment of members of The Board of Trustees

The charity may by ordinary resolution:



- a) Appoint a person who is willing to act to be a member of The Board of Trustees.
- b) Determine the rotation in which any members of The Board of Trustees are to retire.

No person, other than a Trustee retiring by rotation, may be appointed a Trustee at any general meeting unless:

- i. He or she is recommended for re-election by The Board of Trustees or
- ii. Not less than fourteen nor more than thirty-five clear days before the date of the meeting, the SCFS is given a notice that:
 - 1. Is signed by a member of The Board of Trustees entitled to vote at the meeting.
 - 2. States the member of The Board of Trustees intention to propose the appointment of a person as a member of The Board of Trustees.
 - 3. Contains the details that, if the person were to be appointed, the charity would have to file at Companies House.
 - 4. Is signed by the person who is to be proposed to show his or her willingness to be appointed.

All members of The Board of Trustees who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a member of The Board of Trustees, other than a member of The Board of Trustees who is to retire by rotation.

The appointment of a member of The Board of Trustees, whether by the SCFS in general meeting or, by the other members of The Board of Trustees, must not cause the number of members of The Board of Trustees to exceed any number fixed as the maximum number.

A Trustee will be appointed for a period of 3 years and then must, if approved by The Board of Trustees, be re-elected for a further period of 3 years. The maximum number of terms will be 3 (9 years).

2.5. Information for newly elected SCFS Trustees

The SCFS Trustees will make available to each newly elected Trustee, on or before their appointment:

- a) A copy of the current version of the Memorandum and Articles of Association.
- b) A copy of SCFS latest Trustees' Annual Report and Statement of Accounts.



2.6. Retirement of members of The Board of Trustees

At the first Annual General Meeting all The Board of Trustees must retire from office unless, by the close of the meeting, the members of The Board of Trustees have failed to elect sufficient members of The Board of Trustees to hold a quorate meeting of The Board of Trustees. At each subsequent Annual General Meeting one-third of The Board of Trustees or, if their number is not three or a multiple of three, the number nearest to one-third must retire from office.

The members of The Board of Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any members of The Board of Trustees became or were appointed Trustees on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

If a member of The Board of Trustees is required to retire at an Annual General Meeting, by a provision of the Articles, the retirement shall take effect upon the conclusion of the meeting.

2.7. Disqualification and removal of member of The Board of Trustees

A Trustee shall cease to hold office if he or she:

- a) Ceases to be a member of The Board of Trustees by virtue of any provision in the Companies Acts or is prohibited by law from being a member of The Board of Trustees.
- b) Is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions).
- c) In the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a member of The Board of Trustees and may remain so for more than three months.
- d) Resigns as a member of The Board of Trustees by notice to the SCFP, but only if at least two members of The Board of Trustees will remain in office when the notice of resignation is to take effect.



- e) Is absent without the permission of The Board of Trustees from all their meetings held within a period of six consecutive months and the member of The Board of Trustees resolve that his or her office be vacated.

2.8. Declaration of member of The Board of Trustees' interests

A member of The Board of Trustees 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 SCFS, or in any transaction or arrangement entered into by the SCFS, which has not previously been declared. A member of The Board of Trustees must absent himself or herself from any discussions of The Board of Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the SCFS and any personal interest (including but not limited to any personal financial interest).

2.9. Conflicts of interests and conflicts of loyalties

A register of members' interests will be kept and updated annually. If a conflict of interests arises for a member of The Board of Trustees 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 members of The Board of Trustees may authorise such a conflict of interests where the following conditions apply:

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

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 Trustee or to a connected person.



2.10. Remuneration of members of The Board of Trustees

The members of The Board of Trustees must not be paid any remuneration unless it is authorised by article 1.5.

2.11. Proceedings of The Board of Trustees

- a) The Board of Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- b) Any member of The Board of Trustees may request the chairperson to call a meeting of the Trustees.
- c) The Secretary must call a meeting of The Board of Trustees, if requested to do so, as instructed by the chairperson.
- d) Questions arising at a meeting shall be decided by a majority of votes.
- e) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- f) A meeting may be held by suitable electronic means agreed by The Board of Trustees in which each participant may communicate with all the other participants.
- g) No decision may be made by a meeting of The Board of Trustees unless a quorum is present at the time the decision is purported to be made. ['Present' includes being present by suitable electronic means agreed by The Board of Trustees in which a participant or participants may communicate with all the other participants.]
- h) The quorums shall be two or the number nearest to one-third of the total number of The Board of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the directors.
- i) A member of The Board of Trustees shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.

2.12. Meetings of The Board of Trustees



If the number of members of The Board of Trustees is less than the number fixed as the quorum the continuing Trustees, or Trustee, may act only for the purpose of filling vacancies or off calling a general meeting.

- a) The Board of Trustees shall appoint a member of The Board of Trustees to chair their meetings and may at any time revoke such appointment.
- b) If no-one has been appointed to chair meetings of The Board of Trustees or, if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the members of The Board of Trustees present may appoint one of their number to chair that meeting.
- c) The person appointed to chair meetings of The Board of Trustees shall have no functions or powers except those conferred by the Articles or delegated to him or her by The Board of Trustees.
- d) The Board of Trustees shall ensure that proper minutes (or an action list as agreed by The Board of Trustees) be made of proceedings of The Board of Trustees and of any Sub Committees of The Board of Trustees. All minutes should be signed by the Chairman of the meeting on completion and used as conclusive evidence for further meetings and actions.

A resolution in writing, or in electronic form, agreed by all of The Board of Trustees entitled to receive notice of a meeting of The Board of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of The Board of Trustees duly convened and held.

The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more of The Board of Trustees has signified their agreement.

2.13. Meetings of The Board of Trustees Electronic means

- 2.13.a.1.1. A meeting may be held by suitable electronic means agreed by the SCFS trustees in which each participant may communicate with all other participants.
- 2.13.a.1.2. Any SCFS trustee participating at a meeting by suitable electronic means agreed by SCFS trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 2.13.a.1.3. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

2.14. Delegation



The Board of Trustees may delegate any of their powers or functions to a committee of two or more members of The Board of Trustees, but the terms of any delegation must be recorded in the minute book. This should be confirmed within agreed committee 'Terms of Reference' and relevant delegated authority.

The Board of Trustees may impose conditions when delegating, including the conditions that:

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

The directors may revoke or alter a delegation.

All acts and proceedings of any committees must be fully and promptly reported to The Board of Trustees.

2.15. Internal Audit

The Board of Trustees should allow for the inspection of the accounts and books of the SCFS on a regular basis by the Members and directed by a set of Terms of Reference as agreed by The Board of Trustees.

2.16. Taking of decisions by SCFS Trustees

Any decision may be taken either:

- a) At a meeting of SCFS Trustees or
- b) By resolution in writing (or electronic format) agreed by a majority of all SCFS trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all the SCFS trustees has signified their agreement. Such a resolution shall be effective provided that:
 - a. A copy of the proposed resolution has been sent at, or as near a reasonably practicable to the same time, to all the SCFS Trustees; and
 - b. The majority of all SCFS Trustees has signified agreement to the resolution in a document, or documents, which has or have been authenticated by their signature, by statement of their identity accompanying the document or documents, or in such other manner as the SCFS Trustees have previously



resolved. The agreement must be delivered to SCFS at its Headquarters, or such other place as the trustees may resolve, within 28 days of the circulation date.

2.17. Validity of The Board of Trustees decisions

Subject to article 2.15 all acts done by a meeting of The Board of Trustees, or of a committee of The Board of Trustees, shall be valid notwithstanding the participation in any vote of a member of The Board of Trustees:

- a) Who was disqualified from holding office.
- b) Who had previously retired or who had been obliged by the Articles to vacate office.
- c) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If without

- d) The vote of that member of The Board of Trustees; and
- e) That member of The Board of Trustees being counted in the quorum

the decision has been made by a majority of The Board of Trustees at a quorate meeting.

Article 1.4 does not permit a member of The Board of Trustees or a connected person to keep any benefit that may be conferred upon him or her by a resolution of The Board of Trustees or of a committee of The Board of Trustees if, but for article 1.5, the resolution would have been void, or if the member of The Board of Trustees has not complied with article 1.4



3. Members

3.1. Membership of SCFS

Membership of the SCFS.

- a) The members of the SCFS shall be its charity trustees. The only persons eligible to be members of the SCFS are its charity trustees. Membership of the SCFS cannot be transferred to anyone else.
- b) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the SCFS.

Decisions which must be made by the members of the SCFS.

Any decision to:

- a) Amend the Articles of the SCFS.
- b) Amalgamate the SCFS with, or transfer its undertaking to, one or more other SCFS, in accordance with the Charities Act 2011.
- c) Wind up or dissolve the SCFS (including transferring its business to any other charity).

must be made by a resolution of the members of the SCFS.

Decisions of the members may be made either:

- a) By resolution at a general meeting; or
- b) By resolution in writing, or electronically in accordance with clause 2.12.

Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:

1. A copy of the proposed resolution has been sent to all the members eligible to vote.



2. The required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date.

3. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the charity has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the Charity on the date when the proposal is first circulated.

3.2. General meetings of members

Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of the SCFS. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the SCFS as specified in clause 3.1 (Decisions which must be made by the members of the SCFS).

Notice of general meetings of members

1. The minimum period of notice required to hold a general meeting of the members of the SCFS is 14 days.
2. Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the SCFS.
3. Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

Procedure at general meetings of members



The provisions for governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

If SCFS is wound up, the members of the SCFS have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

4. SHIP VISITORS

There are 4 types of Ship Visitors utilised by SCFS:

1. Port Chaplains
2. Volunteers
3. Associates
4. Supporter

In addition, there are Ambassadors as described in Article 4.1

None of the above are classed as members of SCFS.

4.1. Port Chaplains

There are 2 types of Port Chaplains

1. Ordained
Port chaplains typically have a degree in theology or religious studies. In many situations, chaplains will be ordained as a Minister within the Christian faith.
2. Lay
There are exceptions to the requirement for being ordained. Lay Port Chaplains will generally be trained in Christian theology, either as a post graduate or locally (as approved/recognised by The Board of Trustees), and other welfare-based courses.

Port Chaplains are further divided into 3 categories and 1 category in a supporting role, all within specified ports and harbours.



- SCFS Employee, full or part time

Recruited and appointed through The Board of Trustees (see article 4.4 for a specific role) with full employment rights as directed the UK Government.

- Volunteer, full or part time

Recruited and appointed through The Board of Trustees (see article 4.4) with a signed Memorandum of Understanding (MOU). The MOU agrees the responsibilities between the Volunteer and SCFS.

- Associate, full or part time

Recruited and appointed through The Board of Trustees, see article 4.4. An Associate Port Missionary is sponsored by a Church, Charity or other Organisation. A MOU between the Church, Charity or other Organisation and SCFS will be agreed identifying the responsibilities of each and the control measures in place for the safe operation of the Associate Port Missionary.

- Supporters, part time

Volunteers who, on an ad hoc basis, join Port Chaplains on ship visits to assist them in their aim.

All 4 categories must work under SCFS rules and guidelines⁵ or those of their sponsors for Associate Port Missionaries or agreed in an MOU between SCFS and the Port Chaplain. Ship Visitors can be remunerated for sundries for visiting seafarers, as agreed by a designated Trustee.

4.2. The Objectives of a Port Chaplain

The key objective of a Port Chaplain is to promote the Christian faith by:

- a) Visitation of ships in various ports worldwide,
- b) Seek to befriend and support seafarers and their families.
- c) Providing Spiritual, Physical, Practical, Mental welfare support as necessary.

⁵ H&S; GDPR; Diversity, Equality and Inclusion



- d) Disseminating the Holy Scriptures, tracts, and Christian literature among the seafarers.
- e) Conducting Christian services onboard vessels as requested.
- f) Discipling and encouraging Christian seafarers to continue in their faith.
- g) Promoting SCFS worldwide.

4.3. Recruitment

SCFS have a phased approach to the recruitment of Port Chaplains. This covers all 3 types (Employee, Volunteer and Associate).

The process is as follows and will be driven by a selected member of The Board of Trustees:

- a) An application form will be issued to the respective candidate.
- b) The completed application form will be circulated to all members of The Board of Trustees for consideration.
- c) The applicant must supply written reference from at least 2 people. Running concurrent with this a meeting will be held between a selected member of The Board of Trustees and the applicants home church.
- d) An interview will be held between the applicant and at least 2 selected members of The Board of Trustees who are not known to the applicant.
- e) The applicant will then undergo a period of supervised ship visitation. The length of this period will be dictated by the applicant's previous experience of visiting ships and working in a port environment. On completion of this phase the applicant's supervisor will submit a report to The Board of Trustees with recommendations on the applicant's suitability for the role.
- f) The Board of Trustees will then decide on whether to appoint the applicant or not; and as ordained or lay.
- g) The applicant is accepted, and all relevant equipment is provided.

4.4 Ambassadors

The SCFS Board of Trustees shall seek to identify, recruit and appoint volunteer Ambassadors to represent the charity within designated geographical areas in any country it discharges, or seeks to discharge, its objectives. SCFS Ambassadors must have a good understanding of the established or intended practical outworking of the charity's objectives within the designated area and a sound knowledge of the maritime charity sector. SCFS Trustees will expect Ambassadors to:

- a) Support the Port Chaplains in establishing and maintaining effective relationships with partners, supporters and potential donors.
- b) Support Port Chaplains in creating and delivering local fundraising plans.



- c) Represent SCFS at key events, as required.
- d) Assist SCFS Trustees, management and Port Chaplains in the promotion of SCFS.
- e) Support, where required, Port Chaplains in the discharge of their duties.
- f) Report back to the SCFS Trustees and management on all activities undertaken.
- g) Conduct deputation work within a designated area with the aim of prayer, practical and financial support.
- h) Seek out new ports for SCFS operations.
- i) Identify prospective port chaplains.



Part 2 – SCFS Articles of Association

5. Annual General Meetings and General meetings

The SCFS must hold its first annual general meeting within eighteen months after the date of its incorporation.

An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

New board members may be appointed at an Annual General Meeting.

Trustees may second a prospective new trustee onto the Board at any General Meeting, with the intention of appointing them as trustee at the Annual General Meeting.

Members of The Board of Trustees may call a general meeting at any time.

5.1. Notice of general meetings

The minimum periods of notice required to hold a general meeting of the charity are:

- a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
- b) fourteen clear days for all other general meetings.

A general meeting may be called by shorter notice if it is so agreed by a majority in number of The Board of Trustees having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent 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 Article 22.



The notice must be given to all The Board of Trustees and to the auditors.

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.

5.2. Proceedings at general meetings

No business shall be transacted at any general meeting unless a quorum is present.

A quorum is:

- a) Members of The Board of Trustees who are present in person, or by proxy, and entitled to vote upon the business to be conducted at the meeting or
- b) One tenth of the total Council membership at the time,

whichever is the greater.

The authorised representative of a member organisation shall be counted in the quorum.

If:

- a) A quorum is not present within fifteen minutes from the time appointed for the meeting, or
- b) During a meeting a quorum ceases to be present.

If the quorum is not reached the meeting shall be adjourned to such time and place as the Trustees shall determine.

- a) The Board of Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- b) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting The Board of Trustees present in person, or by proxy at that time, shall constitute the quorum for that meeting.
- c) General meetings shall be chaired by the person who has been appointed to chair meetings of The Board of Trustees.



- d) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a member or The Board of Trustees nominated by The Board of Trustees shall chair the meeting.

The members of The Board of Trustees present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:

1. By the person chairing the meeting; or
2. By at least two members of The Board of Trustees present in person or by proxy and having the right to vote at the meeting.
 - a. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
 - b. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - c. If a meeting is adjourned by a resolution of The Board of Trustees for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive, unless a poll is demanded.

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.

The result of the vote must be recorded in the minutes of the SCFS, but the number or proportion of votes cast need not be recorded.

If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

A poll must be taken as the person who is chairing the meeting directs. The chair may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.



5.3. Content of proxy notices

Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which -

- a) States the name and address of the member appointing the proxy.
- b) Identifies both the person appointed to be that member of The Board of Trustees proxy and the general meeting in relation to which that person is appointed.
- c) Is signed by, or on behalf of, the member of The Board of Trustees appointing the proxy or is authenticated in such manner as The Board of Trustees may determine.
and
- d) Is delivered to the SCFS in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

SCFS may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

Unless a proxy notice indicates otherwise, it must be treated as:

- a) Allowing the person appointed under it as a proxy the discretion as to how to vote on any ancillary or procedural resolutions put to the meeting and
- b) Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

5.4. Delivery of proxy notices

A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.

- a) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- b) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting, or adjourned meeting, to which it relates.
- c) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.



5.5. Written resolutions

A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it, had it been proposed at a general meeting, shall be effective provided that:

- a) A copy of the proposed resolution has been sent to every eligible member.
- b) A simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution.
- c) It is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.

A resolution in writing may comprise several copies to which one, or more, of The Board of Trustees have signified their agreement.

6. Keeping of Registers

SCFS must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a register of its members and trustees.

7. Minutes

The Board of Trustees must keep minutes of all:

- a) Appointments of officers made by The Board of Trustees.
- b) Proceedings at meetings of the SCFS.
- c) Meetings of The Board of Trustees and committees of The Board of Trustees including
 - a. The names of the members of The Board of Trustees present at the meeting.
 - b. The decisions made at the meetings.
 - c. Where appropriate, the reasons for the decisions.



8. Rules

SCFS trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of SCFS. Such rules or bye laws must not be inconsistent with any provision of these Articles. Copies of such rules or bye laws currently in force must be made available to any member of the SCFS on request.

9. Disputes

If a dispute arises between members of SCFS about the validity or propriety of anything done by the members under these Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

10. Amendment to these Articles of Association

As provided by sections 224-227 of the Charities Act 2011;

- a. These Articles can only be amended:
 - 1. By resolution agreed in writing by all members of SCFS or
 - 2. By resolution passed by a 75% majority of those voting at a general meeting of the members of SCFS, called in accordance with article 5 (General meetings of members).
- b. Any alteration of SCFS Objectives and Article 11 (voluntary winding up or dissolution), or any provision where the alteration would provide authorisation for any benefit to be obtained by SCFS trustees or members or persons connected with them, requires the prior written consent of the relevant Charity Commission.

11. Voluntary winding up or dissolution

- a. As provided by the Dissolution Regulations, SCFS may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve SCFS can only be made:



- i. At a general meeting of the SCFS members called in accordance with Article 5 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend to vote:
 1. By resolution passed by 75% majority of those voting, or
 2. By a resolution passed by a decision taken without a vote and without any expression of dissent in response to the question put to the general meeting, or
 3. By a resolution in writing by all members of SCFS.
- b. Subject to the payment of all SCFS' debts:
 1. Any resolution for the winding up of SCFS, or the dissolution of SCFS without winding up, may contain a provision directing how any remaining assets of SCFS shall be applied.
 2. If the resolution does not contain such a provision, the SCFS trustees must decide how any remaining assets of SCFS shall be applied.
 3. In either case the remaining assets must be applied for charitable purposes the same as, or similar to, those of SCFS.
- c. SCFS must observe the requirements of the Dissolution Regulations in applying to the relevant Charities Commission for SCFS to be removed from the Register of Charities, and in particular:
 - i. The SCFS trustees must send with their application to the relevant Charities Commission:
 1. A copy of the resolution passed by SCFS members
 2. A declaration by SCFS trustees that any debts and other liabilities of SCFS have been settled or otherwise provided for in full.
 3. A statement by SCFS trustees setting out the way in which any property of SCFS has been applied prior to dissolution in accordance with these articles.
 - ii. SCFS trustees must ensure that a copy of the application is sent within seven (7) days to every member and employee of SCFS, and to any charity trustee of SCFS who has not been privy to the application.
- d. If SCFS is to be wound up or dissolved in any other circumstance, the provisions of the Dissolution Regulations must be followed.



12. Accounts

The Board of Trustees must prepare for each financial year a set of accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view. They must 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.

The Board of Trustees must keep accounting records as required by the Companies Act.

13. Annual Report and Return and Register of Charities

The Board of Trustees must comply with the requirements of the Charities Act 2011 with regard to the:

- a) Transmission of a copy of the Statements of Account to the relevant Charities Commission.
- b) Preparation of an Annual Report and the transmission of a copy of it to the relevant Charities Commission;
- c) Preparation of an Annual Return and its transmission to the relevant Charities Commission.

The Board of Trustees must notify the relevant Charities Commission promptly of any changes to the charity's entry on the Central Register of Charities.

14. Means of communication to be used

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 and GDPR compliance provides for documents or information which are authorised or required by any provision of that Act or GDPR.

Subject to the Articles, any notices or documents to be sent or supplied to a member of The Board of Trustees in connection with its taking of decisions may also be sent or supplied by the means by which that member of The Board of Trustees has asked.



Any notice to be given to or by any person pursuant to the Articles:

- a) Must be in writing or
- b) Must be given in electronic form.

The charity may give any notice to a member of The Board of Trustees either

personally or

- a) By sending it by post, in a prepaid envelope, addressed to the member of The Board of Trustees at his or her address or
- b) By leaving it at the address of the member of The Board of Trustees or
- c) By giving it in electronic form to the member of The Board of Trustees address.
- d) By placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting. The notice must comply with GDPR.

A member of The Board of Trustees who does not register an address with the charity or, who only registers a postcode address that is not within the United Kingdom, shall not be entitled to receive any notice from the charity.

A member of The Board of Trustees 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.

Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

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.

15. Indemnity

The SCFS may indemnify a relevant member of The Board of Trustees against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

In this article a 'relevant member of The Board of Trustees' means any member of The Board of Trustees or former member of The Board of Trustees of the charity.