We Remember Submariners

Charity Constitution

THE WE REMEMBER SUBMARINERS CIO CONSTITUTION

Constitution of a Charitable Incorporated Organisation with Members other than its Charity Trustees.

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Date of Constitution (last amended): 1st March 2024

1. Name

The name of the Charitable Incorporated Organization ("the CIO") is **WE REMEMBER SUBMARINERS CIO**

2. National Location of Principal Office:

The Principal Office of the CIO is in England and Wales:

8 Kells Grove

Springfield Park

WIGAN

WN6 7EU

3. Aims and Objectives.

The Aims and Objectives of We Remember Submariners CIO are attached in Appendix 1.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and Section 2 of the Charities Act (Northern Ireland) 2008.

4. Powers

The CIO has power to do anything which is calculated to further its objectives[s] or is conducive or incidental to doing so. In particular, the CIO has power to:

I. Borrow money and charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land.
II. Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
III. Sell, lease, or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with Sections 117 and 119-123 of the Charities Act 2011.
IV. Employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a charity official only to the extent that it is permitted to do so by clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of those clauses.

5. Application of Income and Property

(1) The income and property of the CIO must be applied solely towards the promotion of the objectives.

(a) A charity official is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.

(b) A charity official may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

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

(a) A benefit from the CIO as a beneficiary of the CIO.

(b) Reasonable and proper remuneration for any goods or services supplied to the CIO.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorized by Clause 6.

6. <u>Benefits and Payments to Charity Trustees and Connected Persons</u>.

(1) General provisions

No charity trustee or connected person may:

(a) Buy or receive any goods or services from the CIO on terms preferential to the discount applicable to members of the CIO.

(b) Sell goods, services, or any interest in land to the CIO.

(c) Be employed by, or receive any remuneration from, the CIO.

(d) Receive any other financial benefit from the CIO.

unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

(a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.

(b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

(c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.

(d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods ("the supplier").

(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 other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity 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 CIO.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

(a) "the CIO" includes any company in which the CIO:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more directors to the board of the company.

(b) "connected person" includes any person within the definition set out in clause [30]

7. <u>Conflicts of Interest and Conflicts of Loyalty</u>

A charity trustee must:

(1) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared.

(2) Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. <u>Liability of Members to Contribute to the Assets of the CIO if it is Wound Up</u>

(1) If the CIO is wound up, the Trustees of the CIO have the liability to contribute to its assets and personal responsibility for settling its debts and liabilities, up to a sum of £10.00.

(2) In sub-clause (1) of this clause “Trustee” includes any person or organisation that was a Trustee of the CIO within 12 months before the commencement of the winding up.

(3) But subject to that, the Trustees of the CIO have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

9. <u>Membership of the CIO</u>

(1) Admission of new members

(a) Eligibility

Membership of the CIO is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated their agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A member must be an individual, NOT a corporate body, or an individual or corporate body representing an organisation which is not incorporated. They must be over the age of 18 years old as declared on the application.

(b) Admission procedure

The Membership Manager:

(i) may require applications for membership to be made in any reasonable way that they decide.

(ii) shall, if they approve an application for membership, notify the applicant of their decision within [21 days]

(iii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so.

(iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within [21 days] of the decision being taken, and give the applicant the opportunity to appeal against the decision.

(v) shall consider any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(2) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(3) Duty of members

It is the duty of each member of the CIO to exercise their powers as a member of the CIO, in the way they decide in good faith would be most likely to further the purposes of the CIO.

(4) Termination of membership.

(a) Membership of the CIO comes to an end if:

(i) The member dies,

(ii) The member sends a notice of resignation to the Membership Manager.

(iii) Any sum of money owed by the member to the CIO is not paid in full within six months of its falling due.

(iv) The charity trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of the CIO they must:

(i) Inform the member of the reasons why it is proposed to remove them from membership.

(ii) Give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why they should not be removed from membership.

(iii) At a duly constituted meeting of the charity trustees, consider whether the member should be removed from membership.

(iv) Consider at that meeting any representations which the member makes as to why the member should not be removed.

(v) Allow the member, or their representative, to make those representations in person at that meeting, if the member so chooses

(5) Membership fees

The CIO will require membership fees to be paid annually to the CIO.

On renewal, a member may select to extend their membership for up to 10 years by paying the requisite fee.

10. <u>Member's Decision</u>

(1) General provision

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by electronic resolution as provided in sub- clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting.

(a) Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot).

(b) Changes to the rules and constitution will require a two thirds majority of votes cast at the meeting.

(3) Taking ordinary decisions by electronic resolution without a general meeting

(a) Subject to sub-clause (4) of this clause, an electronic resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

(i) A copy of the proposed resolution has been sent to all the members eligible to vote.

(ii) A simple majority of members have signified their agreement to the electronic resolution is received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature accompanying the document, or in such other manner as the CIO has specified.

(b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) A majority number of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees must within 21 days of receiving such a request comply with it if:

(i) The proposal is not frivolous or vexatious and does not involve the publication of defamatory material.

(ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members.

(iii) Effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

(a) Any decision to remove a trustee must be taken in accordance with clause 15(2)

(b) Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. <u>General Meetings</u>

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of the CIO.

AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report and must elect trustees as required under clause [13]. Other general meetings of the members of the CIO may be held at any time. The cost of the venue of the meeting will be covered by We Remember Submariners CIO, and if desired the trustees and management team may claim out of pocket expenses to assist them in their travel and if necessary, accommodation to allow them to partake in the meeting. Subject to scrutiny of the Treasurer. No other allowance is available.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

(a) The Chairman:

(i) Must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause and identify it as such in the notice of the meeting.

(ii) May call any other general meeting of the members at any time.

(b) The Chairman must, within 21 days, call a general meeting of the members of the CIO if:

(i) They receive a request to do so from at least 50% of the members of the CIO.

(ii) The request states the general nature of the business to be dealt with at the meeting and is authenticated by the member(s) making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of the CIO for more than 12 months, then sub-clause (b) (i) of this clause shall have effect as if 30% were substituted for 50%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous, or vexatious.

(f) Any general meeting called by the charity trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.

(g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

(h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(i) The CIO must reimburse any reasonable expenses incurred by the trustees and management team calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

(3) Notice of general meetings

(a) The Chairman, or the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members.

(b) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) of this clause have not been met. This sub-clause does not apply 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.

(c) The notice of any general meeting must:

(i) State the time and date of the meeting:

(ii) Give the address where the meeting is to take place.

(iii) Give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and

(iv) If a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration.

(v) Include, with the notice for the AGM, the annual statement of accounts and trustees annual report, details of persons standing for election or re- election as trustee, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on the CIO's website.

(d) 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.

(e) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

(4) Chairing of general meetings.

The person elected as chair by the charity trustees under clause [19] (2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at the general meeting shall elect a chair to preside over the meeting.

(5) Quorum at general meetings.

(a) No business may be transacted at any general meeting of the members of the CIO unless a quorum of trustees is present when the meeting starts, as stated in clause [19] (3) a.

(b) Subject to the following provisions, the quorum for general meetings shall be 50% of Trustees or more.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time, and place at which the meeting will resume must [either be announced by the chair or] be notified to the CIO's members at least seven clear days before the date on which it will resume.

(e) If a quorum is not present within 15 minutes of the start time of the reconvened meeting, the member or members present at the meeting constitute a quorum.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

(a) Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has the entitlement to one vote.

(b) 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 poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

(i) At the meeting at which it was requested.

(ii) At some other time and place specified by the chair.

(iii) Through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Postal Voting

(a) The CIO may, if the charity trustees so decide, allow the members to vote by post or email or by vote on the WRS website to elect charity trustees or to make a decision on a specified agenda item that is being decided at a general meeting of the members.

(b) The charity trustees may appoint at least two persons independent of the CIO to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.

(c) If postal and/or email voting is to be allowed on a matter, the CIO must send to members of the CIO not less than [21] days before the deadline for receipt of votes cast in this way:

(i) A notice by email, or via WRS Website, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post to the CIO, containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(ii) A notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for [name of CIO]', at the CIO's principal office or such other postal address as is specified in the voting procedure.

(e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(f) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.

(g) The voting procedure must specify the closing date and time for receipt of votes and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

(h) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting and must not be counted in the quorum for any part of the meeting on which a member has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.

(i) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature).

For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

(j) Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

(k) The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

(l) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.

(m) Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the CIO. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

Use of electronic communications

(1) To the CIO

Any member or charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(2) By the CIO

(a) Any member or charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

(b) The charity trustees may, subject to compliance with any legal requirements, by means of publication on its website

(i) Provide the members with the notice referred to in clause 11(3).

(ii) Give charity trustees notice of their meetings in accordance with clause 19(1).

(iii) Submit any proposal to the members or charity trustees for decision by written resolution or postal/electronic vote in accordance with the CIO's powers under clause 10 and clause 10(3)

(c) The charity trustees must:

(i) Take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal.

(ii) Send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

(8) Adjournment of meetings

The chair of the meeting may, with the consent of a quorum of 50% at said meeting, adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Charity Trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO.

It is the duty of each charity trustee:

(a) To exercise their powers and to perform their functions as a trustee of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO.

(b) To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(i) Any special knowledge or experience that they have or holds themselves out as having;

(ii) If a person knows as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

(a) Every charity trustee must be a natural person.

(b) No one may be appointed as a charity trustee:

- If they are under the age of 18 years; or
- If they would automatically cease to hold office under the provisions of clause [15(1)(f)].

(c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

(3) Number of charity trustees

(a) The maximum number of charity trustees is 12. This does not include the two ex-officio posts of Patron and Founder. The Charity trustees may not appoint any charity trustee if as a result the number of charity trustees exceeds the maximum of 12.

(b) There must be at least a quorum of 50% of charity trustees present at any meeting, excluding the two ex-officio members. If the number falls below this minimum, the remaining trustees may act only to call a meeting of the charity trustees or appoint a new charity trustee.

(4) A list of Trustees is found in Appendix 2.

13. Appointment of Charity Trustees

(1) Upon formation of the Charity the trustees in post will assume that role for a period of three years, unless they do not wish to remain in post

(2) When vacancies arise, these may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in Sub-clause (5) of this clause.

(3) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has deceased or retired or been removed in accordance with clause [15] (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause [12(3)] on the number of charity trustees would not as a result be exceeded.

(4) A person appointed by the members or charity trustees of the CIO, at any other time than the AGM, may work alongside the Board of Trustees, but shall be officially voted in at the subsequent AGM.

(5) All Trustees will retire in accordance with their term of tenure. There is no restriction on any person reapplying to the CIO for any subsequent tenure but must follow the application procedure.

14. Information for New Charity Trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

(a) A copy of this constitution and any amendments made to it.

(b) A copy of the CIO's latest trustees' annual report and statement of accounts.

(c) A copy of the WRS Charity Code of Conduct. This is to be signed and returned to the Operations Manager.

(d) A copy of the charity commission documents the essential Trustee CC3 (via online link)

All Charity Trustees will be expected to complete the following, provided by the charity.

(a) The charity induction procedures.

(b) A full DBS disclosure.

(c) Safeguard training.

15. Retirement and Removal of Charity Trustees

(1) A charity trustee ceases to hold office if they:

(a) sadly, pass away.

(b) retire by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings) requirement then for an extraordinary meeting to appoint a new trustee.

(c) are absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated.

(d) are removed by the members of the CIO in accordance with sub-clause (2) of this clause;]

(e) are disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause [11], and the resolution is passed by a minimum of 50% of votes cast at the meeting.

(3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. <u>Reappointment of Charity Trustees.</u>

Any person who retires as a charity trustee is eligible for reappointment as they wish.

17. <u>Taking of Decisions by Charity Trustees</u>.

Any decision may be taken either:

- At a meeting of the charity trustees; or
- By resolution in writing or in electronic form with prior agreement by the charity trustees, which may comprise either a single document signed, or a single document containing the email thread evidencing one or more charity trustees signifying their agreement.

18. <u>Meetings and Proceedings of Charity Trustees</u>

(1) Calling meetings

(a) Any charity trustee may call a meeting of the charity trustees, if they feel there is a need to discuss a matter.

(b) Meetings will be held bimonthly via video conferencing, with exceptional meetings as and when required.

(2) Chairing of meetings

The Trustee who has called the meeting, will chair the meeting. For the meeting to be official at least 50% of trustees must be in attendance.

(3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 50% of charity trustees. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote/has a conflict of interest.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the Chair or Patron shall have a casting vote.

(4) Participation in meetings by electronic means.

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(b) Any charity trustee participating in a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

19. <u>Saving Provisions</u>

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

(a) Who was disqualified from holding office

(b) Who had previously retired or who had been obliged by the constitution to vacate office.

(c) Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

20. <u>Execution of Documents</u>

(1) The CIO shall execute documents either by signature or by affixing the WRS Logo.

(2) A document is validly executed by the signature of the author, signature of a Trustee with relevant subject knowledge and the signature and adding of the WRS Logo by the Communications Coordinator.

(3) The WRS Logo:

(a) Must comply with the provisions of the General Regulations.

b) It must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the Logo is affixed and unless otherwise determined it shall be signed (as detailed in clause 2)

21. Use of Electronic Communications

(1) The CIO will comply with the requirements of the communications provisions in the General Regulations and in particular:

(a) The requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form.

(b) Any requirements to provide information to the Commission in a particular form or manner.

22. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, the registers of its charity trustees and members.

23. Minutes

The charity trustees must keep minutes of all:

(a) Appointments of officers made by the charity trustees.

(b) Proceedings at general meetings of the CIO.

(c) Meetings of the charity trustees and committees of charity trustees including:

- The names of the trustees present at the meeting.
- The decisions made at the meetings.
- Where appropriate the reasons for the decisions.

(d) Decisions made by the charity trustees otherwise than in meetings.

- The document relating to the trustee decision.
- The email thread evidencing each trustee vote and the outcome.

24. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance.

(1) The charity trustees must comply with the requirements of the Charities Act 2011 regarding the keeping of accounting records, the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, Within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

25. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or by laws currently in force must be made available to any member of the CIO on request.

26. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, 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.

27. Amendment of Constitution

As provided by clauses 224-227 of the Charities Act 2011:

(1) This constitution can only be amended: by a resolution passed by a majority of votes cast at a general meeting of the members of the CIO.

(2) Any alteration of clause [3] (Objectives and Aims), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

28. Voluntary Winding Up or Dissolution

(1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

> (a) at a general meeting of the members of the CIO called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
>
> > (i) By a resolution passed by a 75% majority of those voting.
> >
> > (ii) By a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting.
>
> (b) by a resolution agreed in writing by all members of the CIO.

(2) Subject to the payment of all the CIO's debts:

> (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
>
> (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
>
> (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

(3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

(a) The charity trustees must send with their application to the Commission:

(i) A copy of the resolution passed by the members of the CIO.

(ii) A declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full.

(iii) A statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution.

(b) The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

(4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

29. <u>Interpretation in this constitution</u>:

"Connected person" means:

(a) A child, parent, grandchild, grandparent, brother or sister of the charity trustee.

(b) The spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above.

(c) A person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above.

(d) An institution which is controlled –

(i) By the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or

(ii) By two or more persons falling within sub-clause, when taken together

(e) A body corporate in which –

(i) The charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest.

(ii) Two or more people falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.

"Dissolution Regulations" means the Charitable Incorporated Organizations (Insolvency and Dissolution) Regulations 2012.

The "Communications Provisions" means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

"Charity trustee" means a charity trustee of the CIO.

A "poll" means a counted vote or ballot, usually (but not necessarily) in writing.

Appendix list

Appendix 1

Aims and Objectives of the Charity WE REMEMBER SUBMARINERS

- To promote the mental, physical and emotional health and wellbeing of serving submariners, veteran submariners, and their families.
- To acknowledge and remember serving or veteran submariners that have died (Crossed the Bar).

In particular, but not exclusively by:

1. To fund and distribute a memorial lapel pin known as 'Moly pins', In memory of Lt Cdr Ian Molyneux GM RN. These will be gifted to next of kin of the departed submariner and their immediate family (e.g. Wives/Husbands, Mothers/Fathers (including caregivers or guardians), Brothers/Sisters, Sons & Daughters). This pin features a gold poppy in a wreath of red poppies, representing the family's deceased submariner. This pin is NOT available to purchase, and certain criteria must be met before these pins are awarded.
2. To fund wreaths to be laid at various submarine related memorials. These specifically include the submarine memorial service on the embankment in London, the wreath-laying at the memorial of submariners in the cloisters of Westminster Abbey, the Cenotaph in London, together with other memorial sites across the world.
3. To fund a wreath for any serving or retired submariner who have "crossed the bar" or to donate a similar amount of money, in lieu of the wreath, if requested by the next of kin.
4. To design and produce an annual lapel pin, with red poppies to honour submarines lost in that year, and gold poppies to remember serving submariners and retired UK submariners, who are members, who have sadly passed away during the last calendar year.
5. To promote membership of We Remember Submariners. Annual membership will entitle the member to receive a membership badge and an annual lapel pin as soon as they are available. These pins will also be available to be sold to non-members each year, via the online shop. The funds raised from the pin sales each year will assist in the purchase of the following year's pin.
6. Identify serving submariners, submarine service veterans, or dependents who need support and provide direct help or signpost to an appropriate organisation.
7. Providing funds to reduce/remove need amongst past and present members of all ranks of the submarine service and their dependents if requested by a relevant service charity. The intention of this provision is to reduce the effects on mental health and wellbeing of the situation at hand.
8. Provide respite, by usage of the Respite Lodge, to support the physical, emotional and mental welfare of serving and retired submariners and their families by the charity.
9. A percentage of the funds raised will be donated to submarine-related groups who seek the charity's help in assisting them. Each case will be judged on its merits and agreed by the trustees.
10. To produce for sale items of branded memorabilia such as polo shirts, mugs etc. to assist in raising funds for the group, allowing us to support worthwhile community projects across the submarine community.

Appendix 2

Trustees and Operations Team of the Charity

Name	Position	Role
Gill Molyneux	Patron	Trustee Coordinator
John Bradbury	Founder	Historian / CTB Support
Michael Dewhirst	Chairman	
Martin Anderson	Treasurer	
	Secretary	Communications / CTB Support
Trustees		
Rob Richards	Trustee	Membership
Daniel Bryant	Trustee	IT and Data Control
Nick Miller	Trustee	PR and Business Relations
Graham Bishop	Trustee	Crossing the Bar
Paul Foran	Trustee	Sales and Marketing
Peter Fisher	Trustee	Finance
Marc Simon	Trustee	Governance
Michael Cushen	Trustee	Corporate Membership
Robert Anstey	Trustee	
Andrew James	Trustee	
Operations		
Ian Atkinson	Operations Manager	
	PR and Media Manager	
	Social Media Coordinator	
John Ireland	Membership Manager	
David Smith	Crossing the Bar Manager	
Laura McCormack	CTB Coordinator	
Trisha Bolt	CTB Coordinator	
Phil Riggs	CTB Coordinator	
	CTB Coordinator	
Leigh Dodds	Events Coordinator	
Terri Mellor	Pin Coordinator	Annual Pin
Rob Carr	IT Coordinator	External
	Fundraising Coordinator	Fundraising
	Family Liaison	

Appendix 3

Organisational Structure 2024

Appendix 4

Agreement and Acceptance of Constitution

Following the meeting held On Tuesday 19th March 2024 we the trustees can confirm that the attached document will form the rules and constitution of the group known as WE REMEMBER SUBMARINERS.

Any amendments or changes will need to be ratified at the next annual meeting of the group.

Scan trustee agree rules.pdf

Appendix 5

Qualification requirements for a gold poppy and wreaths.

It is the aspiration of WRS to provide a wreath for all submariners, serving or retired. their name added to the wall of honour, an entry on to the gold poppy pin list will be by the below reasons.

The gold poppy list will run annually from 1st January -31st December.

Gold Poppy eligibility will be:

1. All serving UK submariners who cross the bar (wreath, 'Moly's- Gold Poppy) (web listed)
2. Retired UK submariners who are members for the year that they cross the bar (wreath, 'Moly's Gold Poppy) (web listed)
3. Retired UK submariners who are not members. (wreath & 'Moly's) (web listed) (No Gold Poppy)
4. Members who are not UK Submariners or family members who are members for that year (wreath and web listed) (No gold Poppy or 'Moly's')
5. Adding for non-serving or non-qualified UK submariner will be on a case-by-case basis for someone who has done exceptional things for the submarine community (Trustee vote)
6. Members of WRS, who are not qualified submariners, will be remembered and honoured via an online Memorial Book (Website)

Note:

A wreath will be offered to the family of the deceased for their funeral, a donation to a charity of their choice may be provided at the family's request in place of the wreath.