

REF

2017 EDITION

SEA CADET STANDARD CONSTITUTION

2017

2 - Fraserburgh Sea
Cadets Constitution

ISSUED BY: Director Volunteer & Business Support

Sea Cadet Standard Constitution

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PART 1¹

1 Adoption of the charity constitution

1.1 This document takes the form of the Standard Constitution for units² of the Sea Cadet Corps (SCC)³ and is the charitable constitution for the Unit of the SCC specified in the constitution adoption statement set out in the Annex (the Unit)⁴.

1.2 The Unit and its property will be administered and managed in accordance with this constitution.

2 Charitable purpose

2.1 The charitable purpose of the Unit (the Purpose) is to promote the development of young people in achieving their physical, intellectual and social potential as individuals and as responsible citizens by the provision of education and leisure time activities using a nautical theme and in accordance with the principles, ethos and practices of the Marine Society & Sea Cadets (MSSC).

In furtherance of the Purpose, the Unit may:

- a. offer young people a structured environment in which to develop;
- b. provide access to education and training including (but not restricted to): sailing (inshore and offshore), paddle sports, power boating, seamanship, navigation, marine engineering, cooking, music, first aid, drill, piping, and public service;
- c. provide opportunities for young people to obtain a range of qualifications; and
- d. provide opportunities for community involvement.

2.2 In carrying out the charitable purpose, the Unit must keep in mind the aim⁵ and values⁶ of the SCC.

3 Amendment of constitution

3.1 For as long as the Unit is affiliated to the MSSC and remains a member of the SCC, amendments to this constitution can only be made through a change by the MSSC Council⁷ ⁸ to the Standard Constitution.

3.2 The Unit Management Team (UMT)⁹ will confirm the Unit's adoption of a new constitution incorporating the provisions of the Standard Constitution by completing and signing an Adoption Statement in the form set out in the Annex replacing the reference to the 2017 edition of the Standard Constitution with a reference to the appropriate subsequent edition of the Standard Constitution.

¹ [Part one](#) covers the adoption of constitution, purposes of the unit charity and how its money and other property can be used. It also contains the powers to change the constitution and to wind up the unit charity.

² Units of the SCC are affiliated to the Marine Society & Sea Cadets (MSSC) (registered in England and Wales 313013 and in Scotland SC037808. Registration in Northern Ireland will be as required) and must, as a condition of affiliation, adopt the standard constitution set by the MSSC Council for the management and administration of SCC units from time to time (the Standard Constitution).

³ Refer to clause [29.1.a](#) for interpretation

⁴ Refer to clause [29.1.b](#) for interpretation

⁵ The aim of the SCC is to give young people the best possible head start in life through nautical adventure and fun based on the customs and traditions of the Royal Navy.

⁶ The Sea Cadets are guided by the following values:

- a. Respect. To appreciate and be considerate to others.
- b. Loyalty. To be faithful to all who invest in me.
- c. Self-discipline. To do what I must.
- d. Commitment. To do what I say I will.
- e. Honesty and integrity. To tell the truth and be a good person.
- f. Courage. To do what we know is right.

⁷ Refer to clause [29.1.c](#) for interpretation.

⁸ Jersey Sea Cadet Corps – any amendments shall not come into effect until approval has been obtained from the Royal Court.

⁹ Refer to clause [29.1.d](#) for interpretation

3.3 The effective date for the amendment of the Unit's constitution will be the date of adoption contained in the relevant Adoption Statement.

3.4 No amendment may be made that would cause the Unit to cease to be a charity in law.

4 Application of income and property¹⁰

4.1 The income and property of the Unit shall be applied solely towards the promotion of the Purpose, provided that a UMT member is entitled to be reimbursed from the property of the Unit or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Unit.

4.2 None of the income or property of the Unit may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Unit. This does not prevent a member of the Unit who is not also a UMT member from receiving:

- a. a benefit from the Unit in the capacity of a beneficiary of the Unit.
- b. reasonable and proper remuneration for any goods or services supplied to the Unit.
- c. a benefit from trustee indemnity insurance¹¹ cover purchased by the Unit, or purchased by MSSC on behalf of the Unit's UMT.

4.3 Nothing in this clause shall prevent a UMT member or a connected person¹² receiving any benefit or payment that is authorised by clause 5.

5 Benefits and payments¹³ to UMT members and connected persons

5.1 **General provisions.** No member of the UMT or connected person may:

- a. buy or receive any goods or services from the Unit on terms preferential to those applicable to members of the public;
- b. sell goods, services or any interest in land to the Unit;
- c. be employed by, or receive any remuneration from the Unit; or
- d. receive any other financial benefit from the Unit.

unless the payment is permitted under sub-clause 5.2 or authorised by the court or the relevant Charity Regulator¹⁴. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

5.2 Scope and powers permitting UMT members or connected persons' benefits

- a. A UMT member or connected person may receive a benefit from the Unit in the capacity of a beneficiary of the Unit.
- b. A UMT member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection of services, to the Unit where that is permitted in accordance with, and subject to the conditions in, the relevant UK Charity Acts¹⁵.

¹⁰ [Clause 4](#) covers the use of the income and property of the unit which must be applied solely towards the promotion of the purpose of the unit (i.e. its purpose shown in Clause 2). Reasonable expenses can be claimed in certain circumstances.

¹¹ The MSSC will automatically purchase Trustee Indemnity Insurance for registered UMT members whilst the Unit remains affiliated to MSSC.

¹² Refer to clause [29.1.e](#) for interpretation.

¹³ [Clause 5](#) sets out the circumstances in which benefits (either money or has a monetary value) or payments can be made to UMT members – these should be reasonable, properly approved and documented. Supplying a service or goods to the unit by a UMT member is also set out and the process that must be followed. Actions must be reasonable, fair and open to scrutiny.

¹⁴ Refer to clause [29.1.f](#) for interpretation.

¹⁵ Refer to clause [29.1.g](#) for interpretation.

- c. Subject to sub-clause 5.3 of this clause a UMT member or connected person may provide the Unit with goods that are not supplied in connection with services provided to the Unit by the UMT member or connected person.
- d. A UMT member or connected person may receive interest on money lent to the Unit at a reasonable and proper rate which must not be more than the Bank of England bank rate (also known as the base rate).
- e. A UMT member or connected person may receive rent for premises let by the UMT member or connected person to the Unit. The amount of the rent and the other terms of the lease must be reasonable and proper. The UMT member 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 UMT member or connected person may take part in the normal trading and fundraising activities of the Unit on the same terms as members of the public.

5.3 Payment for supply of goods only – controls¹⁶. The Unit and its UMT members may only rely upon the authority provided by sub-clause 5.2.c. if each of the following conditions are satisfied:

- a. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Unit and the UMT member 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 Unit.
- 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 UMT members are satisfied that it is in the best interests of the Unit to contract with the supplier rather than someone who is not a UMT member or connected person. In reaching that decision the UMT must balance the advantage of contracting with a UMT member or connected person against the disadvantage 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 them or it with regard to the supply of goods to the Unit.
- e. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of UMT members is present at the meeting.
- f. The reason for their decision is recorded by the UMT in the minutes of their meeting.
- g. The numbers of UMT members that can receive benefits as permitted by the relevant UK Charity Acts¹⁷ then in office are not in receipt of remuneration or payments authorised by clauses 5.2(b) to 5.2(e) inclusive.

6 Dissolution/Closure of the Unit

6.1 Procedure. The Unit may only be dissolved/closed¹⁸ with the approval of a resolution of the MSSC Council¹⁹, which reserves the right to approve voluntary closure, amalgamation with another Unit, closure and establishment of a charitable incorporated organisation (CIO)²⁰ or to initiate a resolution to approve compulsory closure.²¹

¹⁶ These controls may be different for Scotland and Northern Ireland.

¹⁷ For units in England and Wales this is a majority of UMT members (Section 185 of the Charities Act 2011); for units in Scotland this is less than half of UMT members (section 67 of the Charities & Trustees Investment (Scotland) Act 2005); for units in Northern Ireland it is a minority of UMT members (section 88 of the Charities Act (Northern Ireland) 2008).

¹⁸ Closing a Sea Cadet Unit guidance: www.sccheadquarters.com

¹⁹ Jersey Sea Cadet unit - followed by an application for dissolution to the Royal Court of Jersey.

²⁰ Approval only given to units by exception, i.e. for circumstances where units are renegotiating leasehold properties with their local authorities and the council refuses to insert a limited liability clause for the tenant (local trustees) but would except the tenant being a limited liability entity. In the absence in the Isle of Man of an equivalent legal entity to a CIO, incorporation of a charitable company limited by guarantee incorporated under the Companies Act 1931 to 2004 could be considered.

²¹ Units in Scotland must obtain approval from their charity regulator before forwarding the decision to AO for MSSC Council approval.

6.2 Voluntary closure. In the event that the UMT consider that the Unit has ceased to be viable, the following procedure must be initiated:

- a. A properly constituted UMT meeting to be called and must be attended by one, or more, of the following: Volunteer & Business Support Manager (VBSM), Area Officer (AO) or Training Manager (TM). Their purpose is to provide advice on the closure/winding up process. They do not take part in any voting.
- b. UMT members are to vote formally to approve the voluntary closure and the resolution/decision to be recorded in the minutes. The resolution/decision to be passed by a 75% majority of those voting and a quorum of UMT members must be present.
- c. The UMT's decision to be forwarded to AO requesting MSSC Council approval for voluntary closure.
- d. The AO is then to forward his written recommendation on voluntary closure or amalgamation to Captain Sea Cadets (CSC) for consideration by the MSSC Council.

6.3 Compulsory closure. Compulsory closure can be applied to Units which fall below an acceptable standard, reflect adversely on the reputation of the SCC, are wasteful of administrative and financial support, and may endanger the arrangements under which the Ministry of Defence (MOD) indemnifies Sea Cadet units for all liabilities and claims arising from their conduct of authorised activities²². If the MSSC Council considers that the Unit is falling below an acceptable standard, it may resolve to approve the compulsory closure of the Unit, in which case the Unit shall dissolve/close in accordance with the provisions set out in the remainder of this clause.

6.4 The three main circumstances in which the Unit will be considered to be falling below an acceptable standard are, without limitation to the generality of sub-clause 6.1 as follows:

- a. Failure to maintain the training standards, including inadequate standards of cadet welfare and safety.
- b. Failure of a UMT to meet its managerial responsibilities and/or statutory charitable obligations.
- c. Consistently low cadet numbers.

6.5 Formal approval for closure. The MSSC Council's formal approval to close the Unit will be communicated by CSC to the Unit, SCC and relevant Charity Regulator.

6.6 UMT members' responsibilities prior to closure. UMT members will remain in office as charity trustees and be responsible for winding up the affairs of the Unit in accordance with this clause 6 until the formal closure has been approved by the MSSC Council and the Unit has been confirmed as closed by the relevant Charity Regulator. Details of how to close and wind up the Unit and actions to follow can be found in the How to Close a Sea Cadet Unit guide²³. This provides details on personnel, return of stores, equipment, unit records, finances and closure of unit accounts and submission to the Charity Regulator.

6.7 Funds and property. On closure, after all outstanding liabilities have been paid; any money and property remaining must be transferred to the MSSC and applied by the MSSC for the Purpose of Sea Cadets²⁴.

6.8 The MSSC Council will consider any reasonable recommendation given by the Unit prior to closure for the disposal of its assets, and will also have regard to the origins of any assistance granted to the Unit locally, which may make it appropriate for funds to be applied in the local area

²² MOD authorised activities in Memorandum of Understanding (MOU) at: www.sccheadquarters.com

²³ Closing a Sea Cadet unit guidance: www.sccheadquarters.com Where an existing unit conveyance or trust deed specifies that the unit's funds and property are to be transferred elsewhere, this would take precedence and be paid due regard by the MSSC Council as part of the closure process.

²⁴ Jersey Sea Cadet unit – on closure, money and property remaining must be transferred to the control of the Jersey Charities Commissioner for the benefit of youth organisations in the Island with the exception of any items or funds which were provided by the MSSC which should be returned to the MSSC.

or for particular purposes.

6.9 Under no circumstances must the assets of the Unit be passed to or distributed amongst the Unit members.

6.10 The UMT must notify the relevant Charity Regulator promptly that the Unit has been dissolved/closed. If the UMT are obliged to send the Unit's accounts to the relevant Charity Regulator for the accounting period which ended before its dissolution, once finalised they must be sent promptly.

PART 2²⁵

7 Unit Management Team (UMT)

7.1 The Unit and its property shall be managed and administered by a body of charity trustees collectively called the Unit Management Team (UMT) comprising of:

- a. a minimum of three UMT members elected in accordance with this constitution, unless appointed in accordance with clause 23;
- b. two ex-officio UMT members²⁶ being the:
 - i. appointed Commanding Officer/Officer in Charge (CO/OIC).
 - ii. Chairperson of the Parents' and Supporters' Association (P&SA), if applicable.

None of the ex-officio UMT members can be elected into the UMT office holders' role as listed in clause 7.2.

- c. SCC Chaplains enjoy dual status²⁷ and historically were automatic ex-officio members of the UMT. Under this constitution Chaplains are not automatic UMT members but due to their dual status, may also apply to become a UMT member if he or she is eligible in accordance with this clause and are elected in accordance with clause 11.

7.2 At the first UMT meeting following the Unit's Annual General Meeting (AGM) the UMT members shall appoint from their number the following office holders^{28 29}.

- a. Chairperson³⁰;
- b. Secretary;
- c. Treasurer³¹; and
- d. Vice-chairperson (where possible).

7.3 The UMT should invite the following to attend meetings of the UMT to provide information with a view to broadening the range of views and experiences available to the UMT:

- a. A senior cadet (aged 15 or over) within the Unit, (Sea Cadet representative) elected

²⁵ Part 2 sets out the administrative provision, including membership, the appointment of UMT trustees, UMT and annual general meetings, powers available to UMT members in running the Unit, UMT members' responsibilities, removal of members by UMT or MSSC and interim chairpersons.

²⁶ Ex-officio UMT members are registered as trustees and have all the responsibilities of a trustee. They are individually and collectively responsible for the management and administration of the unit and for all its financial, legal, regulatory and charity aspects. Ex-officio UMT members must be eligible and sign a P1 trustee declaration form. If ineligible or unwilling to become a trustee, the individual may attend UMT meetings but cannot vote and this should be recorded on their Westminster personnel record.

²⁷ Dual status means both a uniformed instructor and as a member of the UMT

²⁸ UMT role descriptors: www.sccheadquarters.com.

²⁹ Details of these appointments must be recorded on an individual's Westminster personnel record and details sent to the area office at the earliest opportunity.

³⁰ The Chairperson cannot be related, or a connected person, to the CO/OIC, without the consent of the VBSM, which will only be granted in exceptional circumstances to allow a temporary period of transition.

³¹ Individuals nominated as signatories to unit bank/building society accounts must not be related to one another or be a connected person as defined in clauses [7.10.d](#) or [29.1.e](#).

annually by the cadets to represent them or offer views (together with a deputy in the event of absence), to attend UMT formal meetings as a voice of the cadets of the Unit.

b. Another nominated representative, in addition to the CO/OIC, elected from the Unit's instructors or assistants elected annually by their peers (nominated unit representative).

Those listed in clause 7.3.a. and b. above are not UMT members or, for the avoidance of doubt, charity trustees of the Unit and will have no vote at meetings of the UMT. At the discretion of the chair, or the UMT, either or both of those individuals must be excluded from discussions and/or from the receipt of information where the chair or the UMT do not consider that it is in the interests of the Unit for them to be present and/or to receive that information³².

7.4 The UMT may co-opt at their formal meetings additional UMT members to act between AGMs. Provided that the total number of co-opted UMT members at any one time does not exceed one third of total number of UMT members at any one time, unless otherwise agreed with the VBSM³³.

7.5 UMT members, however appointed, are individually and collectively responsible for the management and administration of the Unit and for all its financial, legal, regulatory and charity aspects. In conducting its business the UMT are required to act in accordance with Sea Cadet Regulations³⁴ of which this constitution forms a part, and which are issued by the MSSC Council, the law of the country in which the Unit is established, and to have regard to any guidance issued by the relevant Charity Regulator³⁵.

7.6 The UMT should seek to obtain the correct mix of skills³⁶ and have a clear succession strategy for all UMT members including the chairmanship.

7.7 Before a new UMT member is co-opted or elected onto the UMT (whichever comes first), it remains conditional until he or she has completed a UMT trustee application form (P1³⁷) which includes a trustee declaration that they are a fit and proper person to be a charity trustee and have undergone a criminal records check³⁸. Their details must be recorded onto the Westminster³⁹ database as soon as the P1 application form has been completed.

7.8 **Terms of appointment.** Subject to clauses 21 & 22:

a. The elected UMT members will hold office for one year and may stand for re-election at each AGM.

b. All co-opted UMT members must stand down at the next AGM following their co-option and may stand for election if eligible.

c. A UMT member appointed by the MSSC in accordance with clause 23 shall serve for the term specified in accordance with that clause.

7.9 **Exclusion from UMT membership.** The following are excluded from election onto the UMT:

a. Current SCC instructors, except unit chaplains⁴⁰.

³² Typically, this would include sensitive issues such as safeguarding incidents, disputes, appointments etc.

³³ All changes in the UMT membership must be made at a formal UMT meeting, subject to a vote, recorded in minutes and notified to Area Office promptly.

³⁴ Refer to clause [29.1.j](#) for interpretation.

³⁵ Charity regulator's guidance on charity trustees' responsibilities can be found on their websites at: www.charitycommission.gov.uk; www.oscr.org.uk; www.charitycommissionni.org.uk; www.gov.im or at: www.sccheadquarters.com.

³⁶ Guidance on UMT recruitment: [How to recruit volunteers onto UMT](#)

³⁷ P1 – application to join Sea Cadets: www.sccheadquarters.com

³⁸ Refer to clause [29.1.h](#) for interpretation.

³⁹ Refer to clause [29.1.i](#) for interpretation.

⁴⁰ See sub-clause [7.1.c](#).

- b. Parents/guardians of cadets and close relatives of instructors, except as permitted under clause 7.10.d.
- c. Anyone who has been dismissed from the SCC and not subsequently reinstated.
- d. Anyone disqualified by law from acting as a charity trustee.
- e. Anyone who has been removed from a UMT under clauses 20, 21 & 22.

7.10 Conditions of UMT membership

- a. **UMT members.** UMT members should be members of the local community, known to the Unit, sympathetic to the aims of the SCC, with appropriate management experience, knowledge and skills, and with the ability to commit the time necessary to manage a Sea Cadet unit and fully understand their responsibilities as a charity trustee of the Unit. UMT members may also assist at the Unit in a similar role to unit assistants (UA), with the approval of the UMT (including CO/OIC) whilst retaining their primary role as a UMT member. They must remain registered as a UMT member on Westminster but given the rank of UA.
- b. **Instructors.** Save for the CO/OIC or nominated unit representative, volunteers who joined the Unit as uniformed or civilian instructors (CI), cannot be UMT members at the same time. However, in the absence of an instructor with the necessary skills or specialist expertise or if a UMT member wishes to instruct cadets within their unit, they may do so as a CI with the written approval of both the UMT (including CO/OIC) and VBSM/AO. They must remain registered as a UMT member on Westminster but given the rank of CI and hold the necessary teaching and specialisation instructor qualifications before instructing cadets.
- c. **Retired instructors.** Unless written dispensation is obtained from the VBSM, retired instructors must wait at least a year after their retirement before seeking election to the UMT.
- d. **Relatives.** Unless written dispensation is obtained from the VBSM, parents/guardians of cadets and relatives of instructors cannot seek election as members of the UMT. Any family member validly elected as a UMT member must conform to the provisions contained in clause 7; and members of the same family may not constitute more than 25% of the UMT members. Particular conditions apply to Unit bank account signatories⁴¹.

7.11 **Appointment of CO/OIC**⁴². The CO/OIC is an ex-officio member of the UMT. The CO/OIC appointment process is as follows:

- a. The UMT to identify a potential candidate and submit nomination to the Area Officer (AO) for their appointment as OIC. If the UMT have difficulty in identifying a suitable candidate, in consultation with DO, support will be provided from the AO⁴³.
- b. The CO/OIC cannot be related, or a connected person, to the Chairperson, without the consent of the AO, which will only be granted in exceptional circumstances to allow a temporary period of transition.
- c. If the UMT are unable to identify a potential OIC, or in the view of the AO a suitable candidate, the AO in consultation with the DO, will recommend a candidate to the UMT for appointment as OIC.
- d. After six months, and subject to the OIC's successful completion of the Command Team Course, the UMT in consultation with the DO, are to make recommendation to the AO

⁴¹ Individuals nominated as signatories to unit bank/building society accounts must not be related to one another or be a connected person as defined in clauses 7.10.d. or 29.1.e.

⁴² CO/OIC role descriptor: www.sccheadquarters.com

⁴³ Different arrangements apply to Derwenthaugh Boat Station where the Principal is appointed by the voting members.

on whether to appoint as CO or alternatively that they be removed from the role.

The AO will either confirm the OIC as CO or remove them from the role, whichever is appropriate.

7.12 Unit President/Vice President. Units may appoint an honorary President and/or Vice President. Presidents/Vice Presidents may be invited to attend UMT meetings but are not entitled to vote and are not UMT members or, for the avoidance of doubt, charity trustees of the Unit.

8 Annual General Meeting (AGM)⁴⁴

8.1 Purpose. The purpose of holding an AGM is to approve the Unit's accounts, elect UMT members, approve resolutions and update members on the activities and achievements of the Unit throughout the year.

8.2 Date of AGM. The Unit must hold an AGM:

- a. Within 12 months of adopting this constitution for a newly affiliated Unit.
- b. Subject to clause 8.2a, annually (and not more than fifteen months may elapse between successive AGMs), to be held as soon as possible after the end of the financial year (31 March⁴⁵) but not later than 1 November. If the Unit cannot hold an AGM before 1 November, it must inform the VBSM and agree an alternative timetable ahead of this date. Failure to hold an AGM will put at risk the Unit's Licence to Operate (LTO)⁴⁶ from the MSSC and its membership of the SCC.

8.3 Notice of AGM

- a. Notices for the AGM must be distributed to all voting and non-voting members at least 21 clear days in advance of the AGM (see clause 9 below).
- b. The UMT may also invite other people to attend the AGM but unless a voting member, such people are not entitled to vote.
- c. The notice should include:
 - i. Date/time/venue information.
 - ii. Agenda items.
 - iii. Information on nomination of UMT members⁴⁷.
 - iv. Confirmation that, if an individual is elected, they must have a DBS check or equivalent disclosure, and declare that they are allowed to act as a charity trustee.
 - v. Any other business.

8.4 Quorum

- a. No AGM business can be conducted unless a quorum is present.
- b. A quorum is one tenth of the voting members.
- c. If a quorum is not present within half an hour from the appointed time of the meeting or a quorum ceases to be present during the meeting, the meeting must be adjourned to such time and place as the UMT shall determine.

⁴⁴ AGM/EGM guidance: www.scheadquarters.com.

⁴⁵ For Jersey Sea Cadet unit - financial year is 31 December

⁴⁶ Licence to Operate process as per Sea Cadet Unit safety inspection and review system : www.scheadquarters.com

⁴⁷ UMT member nomination/appointment process: [AGM/EGM guidance](http://www.scheadquarters.com)

d. If the meeting is adjourned for lack of a quorum the UMT members must re-convene the meeting and must give at least 7 clear days' notice of the re-convened meeting, stating the date, time and place of the meeting.

8.5 Chairperson

- a. The AGM should be chaired by the UMT Chairperson or Unit President.
- b. If the AGM Chairperson is not present within 15 minutes of the time specified for the start of the meeting, a UMT member nominated by the UMT shall chair the meeting.

8.6 **Adjourning an AGM.** If a meeting is unruly or the annual accounts are not available for adoption, then the UMT members present should adjourn the meeting. If the meeting is adjourned the AGM Chairperson should inform the meeting of the decision clarifying that it would be re-convened at a future date. UMT members must give at least seven clear days' notice of the re-convened meeting, stating the date, time and place of the meeting.

9 Members register

9.1 For the purpose of an AGM and because some members of the Unit are not entitled to vote (see clause 10.3), the UMT must maintain a register of names and addresses of all members to identify those persons eligible to vote and ensure their details are to be recorded on the Westminster database. These are the registered, voting members.

10 Unit membership

10.1 **Members of the Unit.** Members of the Unit are cadets, instructors, unit assistants and UMT members. These members are also members of the SCC. P&SA members, Presidents, Vice Presidents and cadet's parents/guardians are also members of the Unit.

10.2 Voting members

- a. Voting members⁴⁸ must be over eighteen, have consented in writing to be admitted to membership and registered as such by the UMT.
- b. Any member of the UMT or the P&SA⁴⁹ who agrees to be admitted to membership is automatically a voting member of the Unit.

10.3 **Non-voting members.** Non-voting members are those of the following people who agree to be admitted to non-voting membership:

- a. Any cadet, instructor, unit assistant, President and Vice Presidents associated with the Unit and any other person approved by the UMT.
- b. Organisations approved by the UMT i.e. RNA, RBL etc.
- c. Ex-cadets, instructors and unit assistants no longer connected to the Unit.
- d. Benefactors i.e. those who provide funds, facilities, resources, skills or knowledge to the Unit and are registered as such at the discretion of the UMT.

Non-voting members can attend the Unit's AGM but cannot vote.

⁴⁸ Different arrangements apply to Derwenthaugh Boat Station where voting members must be the authorised representatives appointed in writing (and have signed the P1 trustee declaration) of those Sea Cadet units within the North East of England that opt to pay an annual levy for the use of Derwenthaugh Boat Station facilities; For the purposes of 10.4 only this category are voting members.

⁴⁹ By signing either the charity trustee declaration in the P1 joining form (for UMT and P&SA members) or the P10 form (for cadets' parents/guardians), the details of which are recorded on the Westminster database: www.sccheadquarters.com

10.4 **Who can attend and vote at AGM?** The following can attend and vote at an AGM (as reflected in clauses 10.2 and 10.3 above:

Who can attend?	Who can vote?
UMT members	√ As recorded on Westminster
P&SA members	√ As recorded on Westminster or in P&SA meeting minutes
Cadets' parents/guardians (only one vote per set of parents/guardians) ⁵⁰	√ As recorded on Westminster
Benefactors (those who provide funds, facilities, resources, skills or knowledge to the unit)	X
Unit president and vice president	X
Instructors and unit assistants	X
Cadets	X
Ex-instructors and unit assistants	X
Ex-cadets, aged 18 and over	X
MSSCHQ, area and district volunteers	X
Invited media reporters and other observers	X

10.5 Membership is not transferable to anyone else.

10.6 **Refusing an application for membership.** The UMT may refuse an application for membership, if acting reasonably and properly, they consider it to be in the best interests of the Unit to refuse the application.

- a. The UMT must inform the applicant in writing of the reason for refusal within 21 days of the decision.
- b. The applicant may appeal the decision in line with the MSSC appeals process.
- c. The UMT's decision must be notified to the applicant in writing.
- d. The UMT's decision will be final.

10.7 **Cancellation of membership of the Unit.** Membership of the Unit, as defined in clause 10, is cancelled if:

- a. the member dies;
- b. the member resigns by written notice to the Unit or if a parent/guardian and their child has left the Unit or reached the age of 18⁵¹, unless, after the resignation or departure, there would be less than two members;
- c. a resolution of the UMT that it is in the best interests of the Unit and provided:
 - i. the member has been given at least twenty-one days' notice in writing of the meeting of the UMT at which the resolution will be proposed and the reasons why it is to be proposed;
 - ii. or, at the option of the member, the member's representative (who need not be a member of the Unit) has been allowed to make representations to the meeting;

⁵⁰ The parent/guardian registered on Westminster as the cadet's primary next of kin is entitled to vote in this capacity.

⁵¹ This applies to cadets' parents/guardians who are not enrolled as a member of the SCC.

- d. the member has been removed for any reason defined in clauses 20, 21 and 22.

11 Voting and election of UMT trustees

11.1 Voting

- a. Only voting members may vote at an AGM.
- b. No individual may have more than one vote.

11.2 Election of members to the UMT

- a. No person can stand for election to the UMT unless he or she is eligible in accordance with clause 7 and has been proposed and seconded by at least two other voting members of the Unit.
- b. The UMT shall appoint a returning officer to conduct the election using the following list and in the order of precedence shown:
 - i. President.
 - ii. Vice President.
 - iii. Area Chairperson (AC).
 - iv. Deputy Area Chairperson (DAC).
 - v. Volunteer Business & Support Manager (VBSM).
 - vi. District Chairperson (DC).
- c. If existing elected UMT members are standing for re-election, votes must be conducted for each individual and must have a proposer and seconder⁵². Votes should be cast and recorded in the minutes.
- d. Co-opted/new UMT members must be voted on individually, following the same voting principles as outlined under clause 11.2.c above.

11.3 Decisions/Resolutions. Every decision/resolution (i.e. adoption of accounts, elections etc.) must have a “Proposer” and “Secunder” and be passed by a majority.

11.4 Minutes

- a. Minutes must be kept of all AGMs. They must be made available for inspection upon request by any duly authorised person⁵³.
- b. Minutes should contain as a minimum:
 - i. Names of UMT members present.
 - ii. Details of all re-elections, elections and resignations of UMT members and UMT officers.
 - iii. Proceedings of AGM.
 - iv. Decisions/resolutions made, including names of proposers and seconders.
 - v. Where appropriate, the reasons for the decisions.
- c. Copies of minutes shall be uploaded onto the Westminster database, along with a copy of the approved accounts, and the DC, DO and VBSM informed.
- d. Where the Unit is to be closed, copies of minutes must be forwarded to Area Office and are to be retained for not less than six years.

⁵² This creates a clear record and promotes the independence of each UMT member.

⁵³ Authorised person: voting and non-voting Unit members, Area Management Team, MSSCHQ, professional advisors (e.g. auditors).

12 Extraordinary General Meeting (EGM)⁵⁴

12.1 An EGM can be called at any time to conduct the business specified in the notice. These would generally be called to adopt annual accounts, when they could not be adopted at the AGM, or to appoint new UMT members following the resignation of the UMT en masse.

12.2 An EGM may be called by the:

- a. Chairperson or an elected UMT member, or
- b. VBSM in the absence of 12.2.a. above.

12.3 The provisions relating to quorum, the issuing of notices, the passing of resolutions, the eligibility to participate and to vote, the chairperson and the recording of the meeting shall be the same as that for the AGM.

13 UMT (general) meetings

13.1 The UMT shall meet formally and regularly at least every two months so that its members may keep in touch with the management of the Unit.

13.2 **Agenda.** The agenda should address the needs of the Unit to ensure good management of the property (both maintenance and future development), financial controls, risk management, business, strategic planning, cadets and instructors and their requirements, equipment, health and safety and welfare.

13.3 Proceedings of UMT meetings

- a. The UMT may regulate its proceedings as it thinks fit, subject to the provisions of this constitution.
- b. Any UMT member may request a meeting.
- c. The secretary must call a meeting of the UMT if requested do so by one of its members.
- d. Questions arising at a meeting must be decided by a majority of votes.
- e. No decision may be made by the UMT at the meeting unless a quorum is present at the time the decision is made.
- f. If a UMT member is not entitled to vote on a particular matter, they must not be counted in the number of UMT members included in the quorum present.
- g. If the Chairperson is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the UMT members present may appoint one of their number to chair the meeting.

13.4 **Decisions/Resolutions.** Every decision/resolution made by the UMT must be passed by at least a majority vote and recorded in the minutes. Only UMT members may vote, except where they are prohibited by the constitution by reason of a conflict of interest or loyalty. No UMT member may appoint any one to act on his or her behalf at UMT meetings.

In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote.

13.5 **Quorum.** A quorum is 25% of the UMT's elected, co-opted and ex-officio members or a minimum of three UMT members whichever is the higher number.

⁵⁴ AGM/EGM guidance: www.sccheadquarters.com

13.6 Minutes

- a. Minutes of all UMT meetings must be kept and retained. They must be made available for inspection upon request by any duly authorised person⁵⁵.
- b. Minutes should contain as a minimum:
 - i. Names of UMT members present.
 - ii. Details of all resignations and co-option of new UMT members.
 - iii. Proceedings of UMT meeting.
 - iv. Decisions/resolutions made.
 - v. Where appropriate, the reasons for the decisions.
- c. Copies of the minutes must be uploaded onto the Westminster database and the DC, DO and VBSM informed.
- d. Where a Unit is to be closed, the UMT must send copies of the minutes to Area Office to be retained for not less than six years.

14 Electronic meetings

14.1 Occasionally (no more than three times a year), a UMT meeting may be held by suitable electronic means (if all UMT members can be connected), in which each participant may communicate with all the other participants.

14.2 Any UMT member participating in an electronic meeting shall qualify as being present at the meeting.

14.3 Meetings held by electronic means must comply with rules for UMT meetings, including chairing, quorums and the taking of minutes as per clause 13 above.

15 UMT powers

15.1 The UMT must manage the business of the Unit and have the following powers which are exercisable by the UMT in order to further the Purpose (but not for any other purposes):

- a. To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use in order to provide properly maintained, serviced, safe and secure Unit premises.
- b. To pay any rent and other outgoings and expenses and execute other matters required in connection with the use, maintenance, upkeep, expansion, alteration or improvement of such property.
- c. To sell, lease or otherwise dispose of all or any part of the property belonging to the unit. In exercising this power, the UMT must comply with any provisions of the relevant UK Charity Acts.
- d. To deposit or prudently invest surplus funds which are not immediately required in investments, securities and properties and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a charitable trust are permitted to do by the relevant UK Charity Acts.
- e. To raise funds. In doing so, UMT members must not undertake any taxable permanent trading activity⁵⁶ and must comply with any relevant statutory regulations.

⁵⁵ Authorised person: UMT members, Area Management Team, MSSCHQ, professional advisors (e.g. auditors).

⁵⁶ This provides a general power to raise funds through a wide variety of methods. The only restriction is that it does not allow the Unit to engage in substantial permanent trading for the purpose of raising funds. (Trading on a small scale is allowed. HM Revenue and Customs provide guidance on the tax treatment of different sorts of trading).

- f. To borrow money and to charge the whole or any part of the property belonging to the unit as security for repayment of the money borrowed. In exercising this power in order to mortgage land, the UMT must comply with the relevant UK Charity Acts.
- g. To carry on trade or business. However, this can affect the tax and rates advantages from which the Unit may benefit because of their charitable status. Units considering trade or business activities should seek advice from their VBSM.
- h. To open and operate such bank and other accounts as the UMT consider necessary⁵⁷.
- i. To insure the property of the Unit against any foreseeable risk and to take out other insurance policies for personnel, activities, contents and marine assets as required.
- j. To take and accept any gift of money, property and other assets whether subject to any special trusts or not.
- k. To form sub-committees consisting of two or more UMT members for special projects on the understanding that the sub-committee is answerable to the UMT and has no management responsibilities⁵⁸.
- l. To form a Parents & Supporters Association (P&SA)⁵⁹ to help with fundraising and practical assistance in the Unit and promote the close interest of parents/guardians of cadets in how the Unit operates.
- m. To purchase, take on a lease or in exchange, or hire or otherwise acquire property and to maintain and equip it for use.
- n. To undertake and execute trusts.
- o. To purchase trustee indemnity insurance⁶⁰.
- p. To merge with or enter into any partnership or joint venture arrangement with another affiliated Sea Cadet unit charity.
- q. To obtain and pay for such goods and services as are necessary for carrying out the work of the charity.
- r. To do such other lawful things as are necessary for the achievement of the Purpose.

16 UMT responsibilities

- 16.1
- a. When exercising any power (whether given to them by this constitution, or by statute, or by any rule of law) in administering or managing the Unit, each UMT member must use the level of care and skill that is reasonable in the circumstances taking into account any special knowledge or experience that he or she claims to have (“the duty of care”).
 - b. No UMT member, and no one exercising powers or responsibilities that have been delegated by the UMT, is liable for any act or failure to act unless, in acting or failing to act, he or she has failed to discharge the duty of care.

16.2 In addition to the general responsibilities and duties of charity trustees, the UMT has the following specific responsibilities in order to manage the affairs of the Unit and its activities. The following is not exhaustive:

- a. To ensure that all the Unit’s activities and matters are conducted legally and comply with relevant UK Charity Acts and Sea Cadet Regulations, which includes this constitution.

⁵⁷ Individuals nominated as signatories to unit bank/building society accounts must not be related to one another or be a connected person as defined in clauses [7.10.d](#), or [29.1.e](#). Before opening a second bank account seek VBSM guidance.

⁵⁸ See clause [18.3](#) Sub-committees.

⁵⁹ P&SA guidance: www.sccheadquarters.com

⁶⁰ The MSSC will automatically purchase Trustee Indemnity Insurance for UMT members whilst the Unit remains affiliated to MSSC.

- b. To provide properly maintained, serviced, safe and secure premises in which to deliver the Sea Cadet Experience⁶¹ either on a freehold, leasehold⁶² or licence basis.
- c. To provide where possible the resources necessary for efficient and successful training in the Unit to deliver the Sea Cadet Experience.
- d. To ensure that adequate and appropriate insurances are in place for all personnel, activities, buildings, contents and marine assets.
- e. To ensure that all MOD property is properly maintained and accounted for, and insured where applicable.
- f. To ensure, in consultation with the DO and through him/her to the AO, that the unit has a suitable and effective CO/OIC and training instructors to meet training needs.
- g. To manage the Unit as a not for profit business with the UMT applying sound commercial principles and practice to the management of the Unit.
- h. To identify Unit priorities and potential issues and maintain plans to address those issues, consistent with plans for Sea Cadets regionally and nationally.
- i. To liaise with the CO/OIC on arrangements for non-training Unit activities.
- j. To ensure sufficient funds are raised to manage the Unit and to oversee the development and maintenance needs of the Unit⁶³.
- k. To ensure the relevant accounts and annual returns are submitted in a timely manner (see clause 26 below).
- l. To hold regular meetings of the UMT, as well as the public AGM, and to ensure the subsequent minutes/documents are circulated via the UMT Secretary to UMT members, the DC, DO and uploaded onto the Westminster database and VBSM informed.
- m. To manage the financial accounts and ensure appropriate controls are in place to comply with the relevant UK Charity Acts and Sea Cadet Regulations. Copies of the accounts (agreed or draft) should be uploaded onto the Westminster database and DC, DO and VBSM informed, as soon after the financial year end as possible.
- n. To open and operate one main bank account and other sub accounts⁶⁴ as it considers necessary. All must be properly managed and included in the unit's annual consolidated main account.
- o. To ensure there are a minimum of two bank signatories for any bank accounts or sub accounts operated by the Unit, for all means of making payments or transfers, including cheques, written instructions, internet, app and telephone banking.⁶⁵
- p. To instigate enquiries into allegations and complaints concerning the Unit, and to advise the VBSM and/or the AO of all complaints of a serious nature. Where an issue relates to safeguarding to ensure that the MSSC safeguarding policies⁶⁶ are strictly adhered to.
- q. To ensure that every reasonable measure is taken to ensure the general welfare, safety and protection of volunteers and cadets during Unit run Sea Cadet activities, within and outside the unit premises. The UMT have legal responsibility so must monitor this.
- r. To ensure that cadets are safeguarded from any form of abuse, and to take action if any form of abuse occurs (or is identified) by following the MSSC Safeguarding policies and seeking support/advice from the MSSC Safeguarding team. The UMT have ultimate responsibility and must monitor this.

⁶¹ The Sea Cadet Experience and the role of the unit are defined from time to time by MSSC.

⁶² Copies of all unit leasehold agreements are to be uploaded onto the Estates section on Westminster.

⁶³ Fundraising support and guidance is available from HQ Fundraising Department.

⁶⁴ Sub accounts: i.e. CO/OIC float, P&SA fund, Wardroom fund, building fund etc.

⁶⁵ Individuals nominated as signatories to unit bank/building society accounts must not be related to one another or be a connected person as defined in clauses 7.10.d. or 29.1.e.

⁶⁶ MSSC safeguarding policies: www.scheadquarters.com

- s. To ensure that if a UMT member is subject to a serious allegation or an allegation of child abuse, this must be reported immediately following MSSC safeguarding procedures.
- t. To maintain the Unit's Licence to Operate (LTO) from the MSSC and to oversee and resolve any actions highlighted by the Unit Management Assurance (UMA)/Unit review (UR) report and for meeting the MSSC required safety and environment standards⁶⁷.
- u. To maintain sufficient UMT members to meet the Unit's needs (including specific roles), to plan for succession and to aid the development of the elected UMT members.
- v. To agree the appointment/relief of instructors and unit assistants, and to recommend the appointment/relief of the CO/OIC (See clause 7.11 for process).
- w. To ensure that all new volunteers are formerly enrolled into the SCC. Applications, references (where appropriate) and disclosure must be completed and processed quickly in accordance with the MSSC volunteer enrolment process.
- x. To ensure all enrolled volunteers hold in-date Safeguarding training, criminal record checks and Responsible for Information (RFI) training.
- y. To develop and maintain good relationships with the local authority, local media and the public through positive publicity for the Unit^{68 69}.
- z. To ensure that as a member of SCC the Unit has an important part to play to represent the very best of Sea Cadets and to reflect this in the brand in all its aspects.
- aa. To maximise opportunities for joint working with other Sea Cadet units, sharing resources as appropriate, in order to enhance the experience and training offered to cadets.

17 Conflicts of interest and conflicts of loyalties⁷⁰

17.1 Each UMT member must:

- a. declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Unit or in any transaction or arrangement entered into by the Unit, which has not been previously declared; and
- b. absent himself or herself from any discussions of the UMT in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Unit and any personal interest (including but not limited to any personal financial interest); and
- c. follow any specific additional procedures required by clause 5, if relevant.

17.2 Any UMT member absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the UMT on the matter.

18 Delegation

18.1. **CO/OIC⁷¹**. The UMT must delegate to the CO/OIC the training, discipline and safety of all cadets and instructors, for all cadet activities and for the general administration of instructors and training within the unit. However, the UMT has a duty of care to ensure that this is being managed safely and effectively.

⁶⁷ Sea Cadet Unit safety inspection and review system: www.sccheadquarters.com

⁶⁸ A Unit member should be appointed as the unit PR Officer and their details passed to the Communications department at MSSCHQ.

⁶⁹ The Communications Department should also be contacted and advised of good news stories and any items that could bring reputational damage to the Sea Cadets.

⁷⁰ Means a particular type of conflict of interest, in which a UMT member's loyalty or duty to another person or organisation could prevent the UMT member from making a decision only in the best interests of the Unit.

⁷¹ CO/OIC role descriptor: www.sccheadquarters.com

18.2 Parents' and Supporters' Association (P&SA)⁷². The UMT may delegate some of their fundraising responsibilities to an established P&SA.

- a. The purpose of a P&SA is to:
 - i. assist the UMT in raising money for day to day running costs or specific projects or equipment;
 - ii. organise and support fundraising functions;
 - iii. assist with the day to day running of the unit e.g. canteen staffing, social events, HQ maintenance, driving minibus etc.;
 - iv. take a practical interest in the unit as a whole and in the welfare of cadets.

If a P&SA member has regular access to cadets as defined in sub-clauses 18.2.a.i. to iv. above or assists with the day-to-day running of the unit as defined in sub-clause 18.2.a.iii. above, they must be registered as a unit assistant and be processed through the relevant disclosure service.

b. The P&SA is subordinate to the UMT and has no role in the management of the Unit. The P&SA must report to the UMT on its activities at each UMT meeting through the P&SA Chairperson and act within any conditions set by the UMT.

c. At the discretion of the UMT, and subject to any conditions imposed by the UMT, the P&SA may maintain its own sub-account and a bank account up to a maximum balance determined by the UMT. Sums in excess of this amount are to be transferred over to the unit's main account. The P&SA annual account (at 31 March) must be rendered to the Unit treasurer for inclusion in the Unit's main account.

18.3 Sub-committees. The UMT may delegate any of its powers or functions to a committee of two or more UMT members but the terms of any such delegation must be recorded in the minutes. The UMT may impose conditions when delegating, including the conditions that:

- a. The relevant powers are to be exercised exclusively by the committee to whom the UMT delegates.
- b. No expenditure may be incurred on behalf of the Unit except in accordance with a budget previously agreed with the UMT.
- c. All acts and proceedings of any sub-committees must be fully and promptly reported to the UMT.

The UMT may revoke or alter a delegation.

19 Irregularities in proceedings

19.1 Subject to clause 19.2, all acts done and/or decisions made at a UMT meeting, or of a committee of the UMT, shall be valid despite the participation in any vote of a UMT member:

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

⁷² P&SA guidance: www.sccheadquarters.com

if without:

- d. the vote of that UMT member; and
- e. that UMT member being counted in the quorum;

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

19.2⁷³ Clause 19.1 above does not permit a UMT member to keep any benefit that may be conferred upon them by a resolution of the UMT or a committee of the UMT if the resolution would otherwise have been void.

19.3 No resolution or act of:

- a. the UMT;
- b. any committee of the UMT; or
- c. the Unit in general meeting;

shall be invalidated by reason of the failure to give notice to any UMT member or by reason of any procedural defect in the meeting, unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Unit.

20 Disqualification and removal of UMT members

20.1 A UMT member shall cease to hold office, if he or she:

- a. is disqualified from acting as a charity trustee by virtue of the relevant UK Charity Acts;
- b. in the written opinion, given to the Unit, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
- c. resigns as a UMT member by notice to the Unit (the resignation can only take effect if at least two UMT members remain in office);
- d. is absent without the permission of the UMT from all its meetings held within a period of six consecutive months or regularly fails to attend UMT meetings and the UMT resolve that his or her office be vacated;
- e. is subject to an adverse reference from a statutory agency;
- f. is in contravention of MSSC vetting policies;
- g. has had membership cancelled as defined in clause 10.7;
- h. is removed by resolution of the UMT on the grounds that the UMT member is not contributing to the work of the UMT or the Purpose and it is in the best interests of the UMT to remove that member or, for any other reason, the UMT is satisfied that it is not in the best interests of the Unit for the UMT member to remain in office;
- i. is removed by the MSSC Council in accordance with clause 22.

21 Powers of removal by UMT members

21.1 Advice must be sought from VBSMs prior to the UMT taking any action to remove a UMT member.

⁷³ See [clause 5](#) which sets out the restrictions on UMT member's benefits and the procedures to be followed if a benefit is to be allowed to a UMT member.

21.2 The UMT may only exercise a power to remove a UMT member if:

- a. the UMT has given prior written notice to the relevant UMT member of the intention to remove him/her in accordance with Sea Cadet Regulations.⁷⁴;
- b. the decision is made at a formal meeting of the UMT; and
- c. the decision is passed by a majority of the serving UMT members present at the meeting.

21.3 The UMT Chairperson must immediately inform area office if they have voted to remove a UMT member.

21.4 A removed UMT member may appeal the decision to Director of Volunteer & Business Support (DVBS) within 14 days.

22 MSSC powers of removal and suspension of UMT members

22.1 If the MSSC Council is satisfied, upon the recommendation of the Area Management Team, that for one or more of the reasons set out in clause 22.2, it is not in the Unit's best interests for the UMT or any member of the UMT to remain in office, the Council may remove the UMT or any UMT member, subject to clause 22.2. This power is delegated to the Chief Executive Officer (CEO), DVBS and CSC who, if agreed collectively and unanimously, may authorise the removal and suspension of the UMT or any UMT member.

22.2 The MSSC Council may exercise the power in clause 22.1 if it considers that the UMT as a whole or the relevant UMT member has:

- a. subject to any reasons listed in clause 20; or
- b. compromised the health, safety or welfare of cadets or volunteers (through the raising of any safeguarding problem); or
- c. compromised the sustainability of the Unit; or
- d. undertaken fraudulent activities or demonstrates a serious failure to comply with appropriate accounting processes or procedures; or
- e. breached civil or criminal law or any serious or persistent violation of UK Charity Acts; or
- f. exhibited any other inappropriate or negligent behaviour that poses a serious risk to the Unit's reputation, assets, cadets, employees, volunteers or supporters: or
- g. not contributed to the work of the UMT or the Purpose.

22.3 Notices and appeals

- a. **Notice.** Notice of any such action in clauses 22.1 and 22.2 above will be communicated directly to the UMT Chairperson and to the individual UMT member concerned, who will be advised that any appeal against removal must be lodged with the Chairperson of the MSSC Council within 30 days.
- b. **Appeals.** UMT members may appeal a decision to remove them from the UMT in accordance with the MSSC appeals process⁷⁵.

⁷⁴ Sea Cadet Regulations: www.scheadquarters.com

⁷⁵ Appeals process - Sea Cadet Regulations: www.scheadquarters.com

23 MSSC powers relating to interim UMT Chairperson

23.1 If the Unit is unable or unwilling to appoint a chairperson of the UMT, MSSC may appoint a person to serve as a UMT member and interim chairperson.

23.2 As soon as possible after his/her appointment, the interim Chairperson shall have the responsibility⁷⁶ of organising the election of a new UMT chairperson in accordance with clause 7.2 of this constitution.

23.3 The interim chairperson shall serve:

- a. the term specified by the MSSC; or
- b. until the appointment of a successor under sub-clause 23.2 and may be re-appointed in the absence of an elected successor.

23.4 The interim chairperson shall cease to be a member of the UMT at the end of his or her term of appointment as interim Chairperson.

24 Registered Unit and UMT particulars

24.1 The UMT must notify their Charity Regulator promptly of any changes to the Unit's entry on the register of charities.

24.2 The UMT must notify the relevant Charity Regulator promptly of any changes to UMT members' contact details⁷⁷ which are required to be notified to the relevant Charity Regulator.

24.3 The UMT must also notify the VBSM of any changes to the UMT as they occur and ensure that UMT trustee application and declaration forms, and criminal records checks are completed and new members are recorded on Westminster.

25 Property

25.1 The UMT must ensure that the title to:

- a. all land held by or in trust for the Unit that is not vested in the Official Custodian for Charities (if applicable)⁷⁸; and
- b. all investments held by or on behalf of the Unit;

is vested either in a corporation entitled to act as custodian trustee or in no less than three⁷⁹ individuals appointed by them as nominees (holding trustees⁸⁰) of the trustees.

25.2 The terms of the appointment of any holding trustee must provide that they act only in accordance with lawful directions of the UMT and that if they do so they will not be liable for the acts of the UMT members or of the members of the Unit

25.3 The UMT may remove the holding trustees at any time.

⁷⁶ The full list of UMT trustee powers and responsibilities are listed in clauses 15 and 16 of this constitution.

⁷⁷ For Units in Scotland, OSCR requires charities to seek prior consent when making certain changes which also includes changing the charities name or purposes or winding up.

⁷⁸ Guidance on vesting land in OCC (England and Wales only) - Charity Commission's [CC13](#). This is not applicable in Scotland, Northern Ireland, Jersey, Guernsey or the Isle of Man

⁷⁹ For freehold properties, it is recommended that the MSSC is appointed as one of the three holding/custodian trustee for continuity purposes.

⁸⁰ Guidance on appointing nominees/holding/custodian trustees: www.sccheadquarters.com.

26 Accounts, Annual Report and Annual Returns⁸¹ and Registered Particulars

26.1 The UMT must comply with their statutory obligations under the relevant UK Charity Acts and MSSC affiliation requirements with regard to:

- a. Keeping detailed accounting records for the Unit.
- b. Preparing the annual statement of account for the Unit in readiness for adoption at the AGM. A copy of the draft accounts is to be uploaded onto the Accounts section on the Westminster database as soon as they are available.
- c. After formal adoption of the annual statement of account at the AGM, a copy is to be sent to the relevant Charity Regulator (if required) within the required timescale and uploaded onto the Accounts section of the Westminster database.
- d. Completion of and submission of the Annual Report, accompanying the annual statement of account to the relevant Charity Regulator within the specified timescale. A copy of the annual report is to be uploaded onto the Accounts section of the Westminster database.
- e. Completion of and submission of the relevant Charity Regulator's annual return within the specified timescale. Copy of annual returns should also be uploaded onto the Annual Returns section on the Westminster database.

The VBSM must be informed when items in 26.1.b. to e. are uploaded onto Westminster.

26.2 Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice (SORP) issued by the relevant Charity Regulator⁸².

26.3 The UMT must notify the relevant Charity Regulator promptly of any changes to the Unit's entry on the register of charities or changes to UMT members' details, and also notify the VBSM.

27 Notices

27.1 Any notice required by this constitution to be given to or by any person must be:

- a. in writing; or
- b. given using electronic communications.

27.2 Any notice required may be delivered:

- a. personally; or
- b. by sending it by post in a prepaid envelope addressed to the member at their address; or
- c. by leaving it at the address of the member; or
- d. by giving it using electronic communications to the member's address.

27.3 A member who does not register an address with the Unit or who registers only a postal address that is not within the UK⁸³ shall not be entitled to receive any notice from the Unit.

27.4 A member present in person at any meeting of the Unit shall be deemed to have received notice of the meeting and of the purposes for which it was called.

⁸¹ Persistent failure to submit the accounts, annual report and annual return within the specified timescale may trigger the procedure for removal or suspension of UMT members by MSSC.

⁸² Guidance on completing Sea Cadet unit annual accounts: www.scheadquarters.com

⁸³ Which includes Jersey, Guernsey and the Isle of Man.

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

27.6 Proof that a notice contained in an electronic communication was sent in accordance with the guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given⁸⁴.

27.7 A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communications, 48 hours after it was sent.

28 Disputes

28.1 In the event of a dispute between UMT members or between members of the Unit and the UMT about the validity or propriety of anything done by the UMT under this constitution, the dispute must be handled in line with MSSC policy and follow these steps:

- a. An attempt must be made to resolve the dispute within the unit by discussion/ agreement between the parties involved.
- b. If step a. above is unsuccessful, the dispute must be raised with either the DC or DO who will try to settle the dispute in good faith.
- c. Only if step 28.1.b. above has been unsuccessful may the dispute be raised at Area level.

Should the dispute be escalated up to Area level, the decision reached by Area will be final⁸⁵.

29 Interpretation

29.1 The following terms in this constitution mean:

- a. **Sea Cadet Corps (SCC)** means a voluntary nautical youth organisation for young people, aged 10 to 18. It is an unincorporated association whose constitution is to be found in the Sea Cadet Regulations. Members of the SCC are all cadets and volunteers of the SCC, individual Sea Cadet units in the UK (including Jersey, Guernsey and the Isle of Man) and Malta, affiliated to the MSSC together with approved employees working in support of the SCC or the MSSC. To be affiliated to the MSSC a Sea Cadet unit agrees to follow Sea Cadet Regulations issued by MSSC Council as part of the enrolment process and the unit affiliation agreement process.
- b. **Unit** means the charity governed by this constitution specified in the constitution adoption statement.
- c. **MSSC Council** means the body of charity trustees of the MSSC.
- d. **UMT or UMT members** means the charity trustees of the Unit, that is, those persons having the general control and management of the administration of the Unit.
- e. **Connected person** means
 - i. A child, parent, grandchild, grandparent, brother or sister of the UMT member.
 - ii. The spouse or civil partner of the UMT member or any person falling within sub-clause 29.1.e.i above.
 - iii. A person carrying on business in partnership with the UMT member or with any person falling within sub-clauses 29.1.e.i. above and 29.1.e.ii.

⁸⁴ Unless a "unsuccessful delivery" message is received promptly it is considered that the notice has been sent. If an "unsuccessful delivery" message is received, revert to sending a hard copy within 48 hours of the attempt to send electronically.

⁸⁵ Complaints policy and procedure – Sea Cadet Regulations: www.scheadquarters.com

- iv. an institution which is controlled:
 - 1) By the UMT member or any connected person falling within sub-clauses 29.1.e.i. to 29.1.e.iii. above.
 - 2) By two or more persons falling within sub-clause 29.1.e.iv.1) above when taken together.
- v. a corporate body in which:
 - 1) The UMT member or any connected person falling within clauses 29.1.e.i. to 29.1.e.iii. above has a substantial interest.
 - 2) Two or more persons falling within sub clause 29.1.e.iv.1) above who when taken together have a substantial interest.

f. **Relevant Charity Regulator** means, if the Unit is established in England and Wales, the Charity Commission for England and Wales; if the Unit is established in Scotland, the Office of the Scottish Charity Regulator, if the Unit is established in Northern Ireland, the Charity Commission for Northern Ireland; if the Unit is established in Jersey, the Attorney General's Office or Jersey Charity Commission once established; if the Unit is established in Guernsey, the Guernsey Registry; and, if the Unit is established in the Isle of Man, the Chief Registrar or such other person or body as shall be described in the relevant UK Charity Acts.

g. **Relevant UK Charity Acts** means for Units established in England and Wales, the Charities Act 2011, for Units established in Scotland, the Charities and Trustees Investment (Scotland) Act 2005; for Units established in Northern Ireland, the Charities Act (Northern Ireland) 2008; for Units established in Jersey, the Charities (Jersey) Law 2014; for Units established in Guernsey, The Charities and Non Profit Organisations (Registration) (Guernsey) Law, 2008 and, for Units established in the Isle of Man, the Charities Registration Act 1989, in each case as amended, re-enacted or replaced from time to time.

h. **Criminal records check** means for Units in England, Wales, Jersey, Guernsey and the Isle of Man, Disclosure and Barring Service (DBS), for Units in Scotland, Disclosure Scotland and for Units in Northern Ireland, Access NI.

i. **Westminster** means the MSSC Westminster data management system, or any future successor system.

j. **Sea Cadet Regulations (SCR)** means the Sea Cadet Regulations issued from time to time by the Council of the MSSC, which include the Sea Cadet Standard Constitution and policies, procedures and how to guides⁸⁶.

29.2 Any reference in this constitution to any legislation is to that legislation as amended or re-enacted from time to time and to any subordinate legislation made under it.

29.3 Any reference in this constitution to any policies, procedures or other documents issued by the MSSC are to those policies, procedures and other documents as amended or replaced by the MSSC from time to time.

⁸⁶ The SCSC, policies, procedures and how to guide referred to in the footnotes of this constitution can be found at www.sccheadquarters.com. Non SCC members may request a copy of these documents from the Unit referred to in the Annex.

ANNEX

Sea Cadet Standard Constitution Adoption Statement

Unit Name:

Charity Number:

(if registered)

The attached document sets out the constitution for the charity called [] Sea Cadet unit (the Unit). This constitution conforms exactly to the 2017 edition of the Sea Cadet Standard Constitution approved by the Marine Society & Sea Cadets (MSSC) Council.

The Unit is affiliated to the MSSC (registered in England and Wales 313013 and in Scotland SC037808. Registration in Northern Ireland will be as required) and must, as a condition of affiliation, adopt the standard constitution set by the MSSC Council for the management and administration of Sea Cadet Corps units from time to time (the Standard Constitution).

This constitution was formally adopted on [] the date of the Unit's affiliation to MSSC.

The Unit and its property are administered and managed in accordance with this constitution.

We the undersigned accept this as our constitution on behalf of the Unit Management Team (UMT) of the above Unit.

Signed on behalf of the UMT:

UMT Chairperson: _____

UMT Member: _____

Date: