

ICMA CONSTITUTION

(Updated at **General Meeting : 1st October 2015**)

Preamble

The International Christian Maritime Association is a free association of Christian organisations engaged in welfare work for seafarers who include those working on merchant, fishing and passenger vessels. In this constitution "Christian organisation" means any non-profit making organisation which is integral or affiliated to or otherwise officially connected with any Christian Church or Christian community, recognised by the World Council of Churches or the Vatican, or whose activities provide evidence of a commitment to Christian ministry to seafarers. "Seafarers" includes active seafarers, intending seafarers, ex seafarers, their families and dependants

1. Name

The name of the Association shall be the International Christian Maritime Association ("the Association").

2. Objects and Powers.

The objects of the Association are the promotion of the spiritual, social and material welfare and religious education of all seafarers, and the relief of need, hardship or distress among seafarers. In furtherance of the foregoing objects the association shall have the following powers:-

- a) To promote and encourage collaboration and assistance amongst Christian organisations engaged in work for and among seafarers;
- b) To act as a co-ordinating body for such organisations and to provide a means of liaising between them, and between them and other bodies whose activities in anyway influence or affect the lives and welfare of seafarers;
- c) To be the collective voice of member organisations, to represent their views, and to advise and inform those persons and bodies whose decisions and actions in anyway affect the lives and welfare of seafarers;
- d) To raise and receive funds by way of contributions, subscriptions, donations, grants, bequests and otherwise, provided that the Association shall not undertake any permanent trading activities in raising funds for its primary objects;
- e) To publish books, leaflets, journals, reports, films and other educational matter and to promote lectures, discussions, conferences and other courses and meetings for the purpose of instruction and education
- f) To purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property and any rights or privileges required for the purposes of the Association.
- g) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property and funds of the Association;
- h) To invest the monies of the Association not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- i) To undertake, execute and manage any charitable trusts which may lawfully be accepted by the Association;

- j) Subject to such consents as may be required by law, to raise or borrow money for the purposes of the Association on such terms and on such security as shall be thought fit;
- k) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in anyway connected with the purposes of the Association;
- l) To take and accept any gifts or property, whether or not subject to special trusts;
- m) To employ all such offices and other staff (not being members of the Executive Committee) as may be required for the purposes of the Association;
- n) To establish Regional and National Committees operating in the region or country concerned;
- o) To do all such other things as shall further the attainment of the said objects or any of them.

3. Members

- a) The first members of the Association are the organisations name in the Schedule of the Constitution.
- b) Membership shall be open to other Christian organisations and Christian associations engaged in work for and amongst seafarers, which apply in writing to the Executive Committee for membership and which have paid their annual contribution.
- c) Each member organisation shall appoint one individual person to represent it and vote on its behalf at general meetings of the Association. In the event of such individual person resigning or otherwise leaving an organisation he or she shall forthwith cease to represent his organisation.
- d) Member organisations shall have the right to attend and vote at all general meetings of the Association and to make recommendations to the Executive Committee for the promotion and furtherance of the objects of the Association.
- e) A general meeting of the Association shall have the right:-
 - I To approve or reject applications for membership; and
 - ii For good and sufficient reason to terminate the membership of any organisation provided that the individual representing such organisation shall have the right to be heard at such general meeting before a final decision is made.
- f) A decision to approve or terminate membership shall be passed by a majority of no less than two thirds of members present at the general meeting.
- g) A member organisation may resign by written notice to the General Secretary.

4. Contributions

There shall be an annual contribution from members of an amount or amounts to be determined from time to time by the Association in general meeting. Contributions shall be paid on such dates and in such manner as may be prescribed from time to time by the Executive Committee.

5. **General Meetings.**

- a) An annual general meeting of the Association shall be held once every calendar year and not more than eighteen months shall elapse between the date of one annual general meeting and the next.
- b) Resolutions for consideration at the annual general meeting shall be submitted to the General Secretary in writing not less than one hundred and twenty days before the meeting.
- c) The business to be transacted at an annual general meeting shall include:
 - i) Consideration of the Executive Committee's report on the work of the Association during the previous year;
 - ii) The presentation and consideration of the Association's accounts;
 - iii) The appointment of qualified auditors **or such examiners that meet prevailing charity regulation and satisfy the requirements of those bodies making grants or payments to ICMA;** and
 - iv) Considering and, if thought fit, passing any resolution notified in accordance with Rule 5b).
- d) A general meeting shall have the power to appoint and remove additional members of the Executive Committee.
- e) A special general meeting of the Association shall be called on a written request to the General Secretary from the Executive Committee or from not less than one third of the member organisations.

The request shall set out the text of any resolution to be proposed at the meeting and the meeting shall be called for a date no later than ninety days after the request.
- f) Subject to the foregoing rules, general meetings shall be held at such time and place as the Executive Committee shall decide and shall be called on behalf of the Executive Committee by the General Secretary giving at least forty-five days notice in writing to each member organisation. Notices shall contain details of the business to be discussed and the text of any resolutions which have been submitted in accordance with the foregoing rules.
- g) With every notice convening an annual general meeting the General Secretary shall send a copy of the audited accounts or, where appropriate, the accounts subjected to required independent examination for the last completed financial year together with a report, to be prepared by the Executive Committee, on the Association's work since the previous annual general meeting or, in the case of the first such report, since the formation of the Association.

6. Executive Committee

- a) The affairs of the Association shall be managed by a committee ("the Executive Committee").
- b) The Executive Committee shall be entitled to exercise all the powers of the Association except any which are required to be exercised in general meeting.
- c) The Executive Committee shall consist of one representative from and appointed by each of the following organisations:-
 - ❑ Apostleship of the Sea;
 - ❑ Sailors' Society;
 - ❑ German Seamen's Mission
 - ❑ Nederlandse Zeemanscentrale
 - ❑ Council of the Nordic Seamen's Churches in Denmark, Faroe Islands, Finland, Norway and Sweden;
 - ❑ North American Maritime Ministry Association;
 - ❑ The Mission to Seafarers

and additional members appointed by a general meeting. If any member shall be unable to attend a meeting of the Executive Committee, his place may be taken by a person nominated by the organisation by which such member was appointed.

- d) The Executive Committee shall elect from among its members a Chairman, Vice Chairman, Treasurer and such other honorary officers as the Executive Committee from time to time shall decide. The office of Chairman shall be four years and shall be held in rotation by members of the Executive Committee. The other honorary officers shall hold office for such periods as the Executive Committee shall decide.
- e) The Executive Committee may appoint such sub-committees as may be deemed necessary and shall decide their terms of reference, powers, duration and composition. All acts and proceedings of such sub-committees shall be reported back to the Executive Committee as soon as possible.
- f) The Executive Committee shall appoint and fix the remuneration of a General Secretary and all such other staff as may in its opinion be necessary.
- g) The Executive Committee may seek the advice and assistance of persons who by reason of their position and experience are qualified to give advice and assistance in connection with any matters of concern to the Executive Committee.

7. Rules of procedure at all meetings

- a) The quorum at general meetings of the Association shall be one third of the total membership of the Association, which must include at least two thirds of the organisations named in the Schedule to the Constitution. The quorum at meetings of the Executive Committee and its sub-committees shall be at least one half of the respective members.
- b) The Chair at all meetings shall be taken by the Chairman of the Executive Committee or in his absence the Vice-Chairman. In absence of both the Chairman and the Vice-Chairman, a Chairman shall be elected from the members present.
- c) All questions arising at any meeting, other than the approval or termination of membership, shall be decided by a simple majority of those present and entitled to vote. Each member

present shall have one vote. No person shall exercise more than one vote. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

- d) Proper minutes shall be kept by the General Secretary of the proceedings and the resolutions.
- e) The Executive Committee shall have the power to adopt and issue standing orders for the Association. Such standing orders shall come into operation immediately provided that they shall be subject to review by the Association in general meeting and shall not be inconsistent with the provisions of the Constitution.
- f) A written resolution signed by all members of the Association or of the Executive Committee (as the case may be) shall have effect as though it were a resolution properly passed at a duly constituted meeting.

8. Finance.

- a) Money and other assets of the Association shall be applied in furthering the objects of the Association and not for any other purpose provided that nothing contained in the Constitution shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment of reasonable out of pocket expenses.
- b) The Treasurer shall keep proper accounts of the finances of the Association and shall report regularly to the Executive Committee.
- c) The accounts shall be audited or independently examined at least once a year by the independent examiner, auditor or auditors appointed at the annual general meeting and a statement of independent examination or an audited statement of the accounts for the last financial year shall be submitted by the Executive Committee to the annual general meeting.
- d) The Association shall open and maintain a bank account or accounts in the name of the Association with such bank or banks as the Executive Committee shall from time to time to decide. Every account shall be under the control of the Executive Committee.

Authorised signatories for cheques shall be the Treasurer, the General Secretary and two members of the Executive Committee. All cheques must be signed by at least two of the authorised signatories.

9. Trust property.

Any property belonging to the Association may be held on behalf of the Association either by a corporation lawfully entitled to act as custodian trustee or by not less than three or more than four individual trustees appointed from time to time by the Executive Committee.

The Executive Committee may from time to time by resolution fill any vacancy among the trustees or remove a trustee from office. Trustees shall deal with property held by them at all times in accordance with instructions of the Executive Committee.

10. Alterations to the Constitution

Any alterations to the Constitution shall receive the assent of not less than two thirds of the members of the Association present and voting at a meeting especially called for the purpose provided that notice of such alteration shall have been circulated to members at least three months before the meeting at which the alteration is to be proposed. No alterations shall be made which would result in the Association ceasing to be charity.

11. Dissolution

The Association may be dissolved by a resolution in general meeting passed by a majority of at least two thirds of the members present and voting at that meeting.

Upon dissolution, the Association's assets, after satisfaction of liabilities, shall be given or transferred to such other charitable body or bodies having objects similar to the objects of the Association as the Executive Committee may decide.

12. Indemnity

In the execution of the trusts hereof no member of the Executive Committee shall be liable for any loss to the property of the Association arising by reason of any improper investment made in good faith (so long as he shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by him or by any other member of the Executive Committee in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any member of the Executive Committee or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member of the Executive Committee who is sought to be made liable.

13. Notices

Any notice may be served by the General Secretary on any member either personally or on its appointed representative as the case may be or by sending it through the post in a prepaid letter addressed to such member at the member's last known address and any notice so sent shall be deemed to have been received within ten days of posting.

SCHEDULE

- APOSTLESHIP OF THE SEA
- BRITISH & INTERNATIONAL SAILORS' SOCIETY
- GERMAN SEAMEN'S MISSION
- NEDERLANDSE ZEEMANSCENTRALE
- COUNCIL OF NORDIC SEAMEN'S CHURCHES IN : DENMARK, FAROE ISLANDS, FINLAND, NORWAY AND SWEDEN
- THE NORTH AMERICAN MARITIME MINISTRY ASSOCIATION
- THE MISSION TO SEAFARERS

**ICMA
PO BOX 16914
GLASGOW
G11 9FY
United Kingdom**

**E-mail gensec@icma.as
Website www.icma.as**