



*At the Council Chamber, Whitehall*

THE 15th DAY OF OCTOBER 2025

BY THE LORDS OF HIS MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the revised Byelaws of Seafarers UK (King George's Fund for Sailors) as set out in the Schedule to this Order.

*Richard Tilbrook, CVO*

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*SCHEDULE*

REVISED BYELAWS OF SEAFARERS UK (KING GEORGE'S FUND FOR SAILORS)

INTERPRETATION

1. In the event of any inconsistency between the provisions of the Charter and the provisions of the Byelaws the provisions of the Charter shall prevail.

In these Byelaws, unless the context otherwise requires:

- (i) expressions or words used in the Charter shall have the meanings there defined and any rules for interpretation and construction set out in the Charter shall apply;
- (ii) "Address" shall mean a postal address within the United Kingdom or, for the purposes of electronic communications ("electronic communication"), a fax number, an email address or a text message number;
- (iii) "the Chair" shall mean the Chair of the Board of Trustees;
- (iv) "present" shall mean attendance at a meeting whereby each participant may communicate with all other participants and shall include both physical presence and presence via suitable electronic means as determined by the Board of Trustees from time to time.

- (v) “United Kingdom” shall mean Great Britain and Northern Ireland;
- (vi) “Vice-Presidents” shall mean Vice-Presidents of the Corporation referred to in Clause 2 below;
- (vii) “in writing” shall mean written, printed or lithographed, or produced partly by one and partly another method, and any other modes of representing or reproducing words in a visible form;

## VICE-PRESIDENTS

- 2. The Board of Trustees may create such Vice-Presidents as it may from time to time think fit and may admit persons to and remove them from such offices as and when it shall determine.

## MEMBERS

- 3. The number of members of the Corporation shall not be less than seven and not more than seventy but the members of the Corporation may resolve to amend the maximum number either by way of increase or decrease (but not the minimum number).
- 4. The members of the Corporation shall be: -
  - (i) The Patron;
  - (ii) The President;
  - (iii) The members of the Board of Trustees for the time being; and
  - (iv) The Vice-Presidents for the time being.

## MEETINGS OF THE CORPORATION

- 5. The Annual Meeting of the Corporation shall be held once in every year at such place, via such means and at such time as the Board of Trustees may determine, provided that no more than fifteen months shall elapse between such Meetings.
- 6. The President or the Chair may at any time convene an Extraordinary Meeting of the Corporation and the Board of Trustees shall convene such a Meeting whenever so required in writing by not less than twenty-five per cent of the members of the Corporation for the time being.
- 7. At least fourteen days’; notice of every Meeting of the Corporation (exclusive of the day on which the notice is served but inclusive of the day for which the Meeting is called) specifying the place, format, day, and hour of the Meeting and (in the case of special business) the general nature of the business to be transacted shall be given to every member of the Corporation in the manner stated in Clause 39 below or in such manner, if any, as may be prescribed by a resolution of a Meeting of the Corporation.

8. The accidental omission to give notice of a Meeting of the Corporation to any person entitled to receive such notice shall not invalidate anything done at such Meeting.
9. At all Meetings of the Corporation every member shall, if present, be entitled to one vote. No other person shall be entitled to vote.
10. The business of the Annual Meeting of the Corporation shall be to receive and consider the annual report of the Board of Trustees and the accounts, to elect an Auditor or Auditors and to approve appointments to the Board of Trustees which have taken effect since the last Annual Meeting. All other business transacted at any Annual Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.
11. Six persons entitled to vote, being present, shall be a quorum.
12. The President shall be entitled to take the chair at every Meeting of the Corporation. If the President is not present at the time appointed for such Meeting the Chair, or, in their absence the Deputy-Chair of the Board of Trustees, shall be entitled to take the chair, and failing them the members present shall choose one of their number to take the chair.
13. If within half an hour after the time appointed for the Meeting a quorum is not present the Meeting shall stand adjourned to such day (not being more than twenty-one days thereafter) and at such hour and place (including suitable electronic platforms) as the chair thereof shall determine, and, if at such adjourned Meeting a quorum is not present those persons who are then and there present and entitled to vote (being not less than three) shall be a quorum and may transact the business for which the Meeting was called.
14. Every question submitted to a Meeting of the Corporation shall be decided by a majority of those entitled to vote as indicated by a show of hands or via equivalent electronic means. In case of an equality of votes the chair of the Meeting shall have a second or casting vote.
15. At any Meeting of the Corporation a declaration by the chair of such Meeting that a resolution has been carried or carried by a specified majority or lost or not carried by a specified majority, and an entry to that effect in the minute books of the Corporation, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
16. The chair of the Meeting may with the consent of the majority of the persons present (including via suitable electronic means) and entitled to vote adjourn it from time to time and from place to place.

#### AUDITORS

17. The Auditor or Auditors, who shall be qualified in accordance with Clause 12 of the Charter, shall be elected annually at the Annual Meeting. A retiring Auditor or Auditors shall be eligible for re-election.

## MINUTES

18. The Board of Trustees shall cause minutes of all Meetings of the Corporation, the Board of Trustees and the duly appointed sub-committees of the Board to be recorded via suitable written or electronic means.

## THE BOARD OF TRUSTEES

19. The management of the affairs of the Corporation shall be vested in the Board of Trustees, which, in addition to the powers and authorities expressly conferred on it by these Byelaws or otherwise, may in respect of the affairs of the Corporation exercise all such powers and do all such things as may lead to the furtherance of the Objects including all such powers and things as may be exercised or done by the Corporation and are not by these Byelaws expressly directed or required to be exercised or done by the Corporation in general meeting.
20. The Board of Trustees shall consist of not less than seven and not more than thirty persons.
21. The members of the Board of Trustees shall be the charity trustees (as defined by the Charities Act 2011 or any statutory modification or re-enactment thereof) of the Corporation.
22. The President shall be a member of the Board of Trustees.
23. The President shall have the power to appoint the Chair of the Board of Trustees. This power of appointment shall be exercised in consultation with the Board.
24. The remaining members of the Board of Trustees shall be appointed by decision of the Board. Every such appointment shall be subject to the approval of the members of the Corporation at the Annual Meeting following such appointment. If such approval is withheld, the member of the Board concerned shall immediately vacate their office.
25. The Board of Trustees may act notwithstanding any vacancy in its number but if at any time the number of members of the Board is reduced below seven the Board of Trustees shall act only for the purpose of filling up vacancies among the members or convening a Meeting of the Corporation.
26. Subject to Clause 27 below every member of the Board of Trustees (including the Chair) other than the President shall:
  - (i) be appointed for a fixed term not exceeding three years;
  - (ii) be eligible for re-appointment for further fixed terms not exceeding a maximum of six years of further terms. In the case of the Chair such further appointment shall be approved by the Board of Trustees pursuant to Clause 23 above;

- (iii) not be appointed for more than nine consecutive years but shall be eligible for re-appointment after a period of three years has elapsed since the previous term of office ended. On such re-appointment the provisions in sub-clauses 26(i) and (ii) will apply.

#### VACATION OF OFFICE BY MEMBERS OF THE BOARD OF TRUSTEES

27. Any member of the Board of Trustees other than the President shall vacate office and cease to be such a member:

- (i) on expiry of their term of office without re-appointment;
- (ii) if by notice in writing to such person as from time to time nominated by the Board of Trustees as the membership secretary they resign from the Board of Trustees;
- (iii) if they become incapable by reason of mental disorder of exercising their functions as such member;
- (iv) if a bankruptcy order is made against them;
- (v) if they are disqualified from acting as a trustee of a charity by virtue of Section 178 of the Charities Act 2011 or any statutory re-enactment or modification of that provision;
- (vi) if they shall for more than twelve consecutive months have been absent without permission of the Board of Trustees from meetings of the Board held during that period and the Board resolves by a majority of its members that the office be vacated;
- (vii) if they undertakes an activity or conducts themselves in such a way as in the opinion of a majority of the other members of the Board of Trustees (evidenced by a resolution of a meeting to that effect) the interests of the Corporation would be prejudiced;
- (viii) if their appointment is not approved at the Annual Meeting following such appointment as provided for in Clause 24 above;
- (ix) if the Corporation in general meeting resolves by a majority of the members present and entitled to vote that they should retire.

#### PROCEEDINGS OF THE BOARD

28. The Board of Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Three members of the Board of Trustees may request a meeting of the Board and the Chair on receipt of such a requisition will summon a meeting of the Board of Trustees. The Chair may at any time summon a meeting of the Board.

29. The Board of Trustees shall elect a Deputy-Chair of the Board at the first meeting of the Board of Trustees following the Annual Meeting in every year.
30. If present, the President shall chair meetings of the Board of Trustees. If not, the Chair shall do so and in their absence the Deputy-Chair. If none of the President, Chair or Deputy-Chair are present within five minutes after the time appointed for holding any meeting the members of the Board of Trustees present may choose one of their number to be the chair of the meeting.
31. The quorum necessary for the transaction of the business of the Board of Trustees may be fixed by the Board and unless so fixed shall be seven.
32. Questions arising at any meeting of the Board of Trustees shall be decided by a majority of votes. In the case of an equality of votes the chair of the meeting shall have a second or casting vote.

#### SUB-COMMITTEES

33. The Board of Trustees may appoint sub-committees which shall consist of such persons as the Board may nominate provided that the chair and a majority of members of any such sub-committee must be members of the Board of Trustees. The Board may delegate to such sub-committees such powers and duties on such terms and conditions as the Board may from time to time determine subject always to the overriding authority of the Board of Trustees. Subject to any such conditions the proceedings of such sub-committees shall be governed by the Byelaws regulating the proceedings of the Board of Trustees so far as they are capable of applying. All acts and proceedings of the sub-committees shall be fully and promptly reported to the Board.

#### SEAL

34. The Board of Trustees shall provide for the safe custody of the Common Seal of the Corporation which shall not be used except with the authority of the Board and in the presence of two members of the Board who shall sign the instrument to which the Seal is affixed.

#### ACCOUNTS

35. The Board of Trustees must prepare for each financial year accounts as required by the Charities Act 2011 (or any statutory modification or re-enactment thereof).
36. At the Annual Meeting of the Corporation in every year the Board of Trustees shall lay before the Meeting an income and expenditure account and balance sheet for the period since the last preceding account, together with reports prepared by the Board and by the Auditor or Auditors. Copies of the accounts, balance sheet and reports shall be provided to all members of the Corporation not less than fourteen days before the Meeting, in the manner in which notices are directed to be served as stated below.

37. The Board of Trustees must keep accounting records as required by the Charities Act 2011 (or any statutory modification or re-enactment thereof) and such records shall be kept open to the inspection of members of the Corporation and the Auditor or Auditors at the headquarters of the Corporation or such other place as the Board shall see fit, during normal business hours.

## NOTICES

38. Any notice to a member of the Corporation shall be in writing or given by means of electronic communication. Any such notice may be given to the member personally or sent to their Address.
39. Any notice sent by post to a member of the Corporation shall be deemed to have been served on the fourth day following that on which it is posted and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed to them at their Address and stamped and posted. Any notice given to a member of the Corporation by means of electronic communication shall be deemed to have been served 48 hours after it was sent and it shall be sufficient to prove that it was properly addressed and sent.
40. Every member of the Corporation shall from time to time notify the Board of Trustees of an Address which shall be their registered address and unless and until they have done so they shall not be entitled to receive any notice of Meetings of the Corporation.
41. Any member of the Corporation, by providing their email address or similar is taken to have agreed to receive communications from the Corporation in electronic form at that address unless the member has indicated their unwillingness to receive such communications in that form.

## INDEMNITY

42. Every officer of the Corporation and every other member of the Board of Trustees or of any sub-committee shall be indemnified by the Corporation against all costs, expenses and losses for which they may become liable by reason of any act or thing done by them in the proper discharge of their office or duty.

## PRESIDENT'S POWERS

43. During any vacancy in the office of President of the Corporation all powers belonging to the office of President under the Byelaws, including the power contained in Clause 44 below but excluding the power to appoint the Chair as set out in Clause 23 above, shall be exercisable by the Chair. During any such vacancy the power to appoint the Chair shall be exercisable by decision of the Board of Trustees.
44. If any question shall arise as to the construction or meaning of any of the Byelaws for the time being it shall be determined by the President whose decision shall be final.