

Constitution for Mothers' Union: Diocese of Birmingham

1. Name

The name of the charity is Mothers' Union: Birmingham. It is an unincorporated association registered in England & Wales as a charity number 1065815. It is affiliated to Mothers' Union, a charity incorporated by Royal Charter (charity no: 240531) through its shared aim and objectives, and by virtue of its acceptance as an affiliate by the central charity. The Mothers' Union in the Diocese of Birmingham will draw its membership from and operate within the geographical area shown on the attached schedule.

2. Aim, Purpose & Objectives

The vision of Mothers' Union is of a world where God's love is shown through loving, respectful, and flourishing relationships. The aim and purpose of Mothers' Union is to demonstrate the Christian faith in action by the transformation of communities worldwide through the nurture of the family in its many forms.

In furtherance of this aim and purpose Mothers' Union will carry out all or any of the following objectives:

- To promote and support married life
- To encourage parents in their role to develop the faith of their children
- To maintain a worldwide fellowship of Christians united in prayer, worship and service
- To promote conditions in society favourable to stable family life and the protection of children
- To help those whose family life has met with adversity

Members of Mothers' Union believe firstly, in the value of each individual and their unique qualities and in the value of relationships. Jesus said, "Love the Lord your God with all your heart, with all your soul, and with all your mind. This is the first and greatest commandment. And the second is like it: Love your neighbour as yourself." And secondly, in the value of family in its many forms as a source of love and support for individuals and as the basis for a caring community.

3. Powers

The Board may exercise any of the following powers in order to further the objectives (but not for any other purpose).

- 3.1 To promote or carry out appropriate research.
- 3.2 To provide appropriate advice.
- 3.3 To publish or distribute appropriate information.
- 3.4 To provide practical support for relationships and family life in the area in which the charity operates, and financial and other support for the work of Mothers' Union worldwide.
- 3.5 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 3.6 To pay the costs of forming the Charity.
- 3.7 To raise funds. In exercising this power, the Board must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.
- 3.8 To buy, take on lease or in exchange, hire or otherwise acquire, property, and to maintain and equip it for use.
- 3.9 To sell, lease, or otherwise dispose of, all or any part of the property belonging to the charity. In exercising this power the Board must comply as appropriate with sections of the prevailing Charities Act (currently 117 - 123 of the Charities Act 2011).
- 3.10 To borrow money and to charge the whole or any part of the property belonging to the charity, as security for repayment of the money borrowed. The Board must comply as appropriate with sections of the prevailing Charities Act (currently 124 - 126 of the Charities Act 2011) if they wish to mortgage land owned by the charity.
- 3.11 To do anything else within the law which promotes or helps to promote the Objects.

4. Accounts, Annual Report and Annual Return

The Board shall comply with the accounting requirements of the prevailing Charities Act (currently Charities Act 2011), relevant to the income/expenditure level of their Charity, with regard to:

- 4.1 The keeping of accounting records for the Charity.
- 4.2 The preparation of annual statements of account for the Charity.
- 4.3 The auditing or independent examination of the statements of account of the Charity.

4.4 The preparation of an Annual Report and the sending of it together with the statements of account to the Charity Commission.

4.5 The preparation of an Annual Return and its transmission to the Commission.

4.6 The Trustees must keep proper records of:

4.6.1 All proceedings at general meetings;

4.6.2 All proceedings at meetings of the Board;

4.6.3 All reports of committees; and

4.6.4 All professional advice obtained.

4.7 Accounting records relating to the Charity must be made available for inspection by any Trustee at any time during normal office hours and may be made available for inspection by members if the Board so decide.

4.8 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member. A copy must also be supplied, within two months, to any other person who makes a written request and pays the Charity's reasonable costs.

5. Financial accounts

The Board shall ensure that the assets of the Charity are to be held in the name of the charity. Financial accounts will be in the name of the Charity and not that of one or more individual trustees. There should be two signatories for each cheque and other financial instructions. There should be sufficient signatories to the account to ensure smooth operation of the accounts.

6. Membership

6.1 Membership shall be open to all those who have been baptised, or are being prepared for Baptism, in the name of the Holy Trinity and declare their support for the Aim, Purpose and Objectives of the charity.

6.2 The Board may only refuse an application for membership if doing so would, in their reasonable and proper opinion, be in the best interests of the Charity.

6.3 The Board will set the amount of any subscriptions.

6.4 The Board will keep a register of members.

6.5 The annual subscription shall be due on 1 January each year and shall be paid by 31 March of that same year or such date as the Board may decide.

6.6 A member whose subscription is six months in arrears ceases to be a member but may be reinstated on payment of the amount due.

6.7 A member may resign by written notice to the Charity.

6.8 The Board may by resolution terminate the membership of any member on the grounds that in their reasonable opinion the member's continued membership would be harmful to the Charity. The Board may only pass such a resolution after notifying the member in writing, sent by Recorded Delivery or other such proof of postage/delivery being obtained, and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice.

7. The Trustees (collectively known as the 'Board')

7.1 The Board as charity trustees have control of the Charity and its property and funds.

7.2 The Board when complete consists of at least six and not more than fourteen individuals, all of whom must be members.

7.3 The Board shall consist of:

7.3.1 The Diocesan President as Chair of the Board.

7.3.2 Up to ten other Trustees, of which a minimum of 51% must be elected by the membership. Should the membership not elect 10 Trustees, the Board may appoint additional trustees up to the maximum of 10. For effective governance, there should be trustee representation from each geographical area within the diocese and adequate skills to ensure effective monitoring and development of the Charity in all areas of its work.

7.3.3 Up to four co-opted Trustees, by resolution of the Trustees.

7.3.4 If the Honorary Treasurer and/or Honorary Chaplain are not elected/appointed/co-opted as Trustees they may attend Board meetings and may speak, but not vote.

7.4 The election of Trustees and the Diocesan President by members shall be by votes where each Branch shall have one vote for each 50 members or part thereof. Diocesan members will collectively be considered as a Branch for voting purposes with the same voting rights.

7.5 A retiring Trustee who remains qualified may be reappointed for a second three year term. Co-opted Trustees should normally serve a one year term. With the exception of the Honorary Treasurer and Chaplain, who may serve for more than six years, trustees, having completed a maximum term of 6 years, shall be eligible for re-election/appointment after a period of one year. A trustee after serving 6 years shall immediately be eligible for election as Diocesan President.

7.6 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she may vote at any meeting of the Trustees.

7.7 A Trustee's term of office automatically terminates if he or she:

7.7.1 Is disqualified under the Charities Act from acting as a charity trustee;

7.7.2 Is incapable, whether mentally or physically, of managing his or her own affairs;

7.7.3 Is absent without notice from three meetings of the Board without good reason within a twelve month period and is asked by a majority of the other Trustees to resign;

7.7.4 Ceases to be a member of the Charity, but such a person may be reinstated by resolution of a majority of the members of the Board on resuming membership of the Charity before the next AGM;

7.7.5 Resigns by written notice to the Board (but only if at least two Trustees will remain in office);

7.7.6 Is removed by a resolution passed by a majority of the other Trustees after they have invited the views of the Trustee concerned and considered the matter in the light of any such views;

7.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

7.9 The Board will adhere to all current legislation in respect of a trustee who may: receive any benefit in money or in kind from the Charity; or have a financial interest in the supply of goods or services to the Charity; or acquire or hold any interest in property of the charity (except in order to hold it as trustee of the Charity).

8. Trustees' proceedings

8.1 The Trustees must hold at least four meetings each year.

8.2 A quorum at a meeting of the Trustees is fifty per cent of the Trustees plus one. If a quorum is not present, then the meeting must be reconvened on a date within the next 30 days. If the reconvened meeting is also inquorate, then the Trustees present will constitute a quorum, subject to a minimum of two Trustees.

8.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all other participants.

8.4 The Diocesan President will normally chair meetings of the Board, but if the Diocesan President is unable or unwilling to do so another other member of the Board chosen by the Trustees present presides at the meeting of the Board.

8.5 Every issue may be determined by a simple majority of the votes cast at a meeting of the Board but a resolution which is in writing and signed by a majority of the Trustees is as valid as a resolution passed at a meeting and for this purpose the resolution may be

contained in more than one document and will be treated as passed on the date of the last signature.

8.6 Except for the Chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue.

8.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Trustees.

8.8 At the start of any Board meeting the Diocesan President or any Trustee must declare any personal or financial interest in any item on the agenda. They must not be present during any discussion or decision and may not vote on that item.

9. Board's powers

The Board has the following powers in the administration of the Charity:

9.1 To appoint an Honorary Treasurer and other honorary officers from among their number.

9.2 To delegate any of their functions to committees consisting of two or more individuals appointed by them but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees.

9.3 To make standing orders consistent with this Constitution to govern proceedings at general meetings.

9.4 To make rules consistent with this Constitution to govern their proceedings and proceedings of committees.

9.5 To make regulations consistent with this Constitution to govern the administration of the Charity (including the operation of financial accounts and the commitment of funds).

9.6 To resolve, or establish procedures to assist the resolution of, disputes within the Charity.

9.7 To exercise any powers of the Charity which are not reserved to a general meeting.

10. Birmingham Diocese Members' Meetings

10.1 Members are entitled to attend members' meetings of the Charity in person. Members' Meetings are called on at least 21 days' written notice to the members specifying the business to be transacted.

10.2 There is a quorum at a Members' Meeting if the number of members personally present is at least 5 per cent of the members. If a quorum is not present, then the meeting must be reconvened on a date within the next 30 days. If the reconvened meeting is also inquorate, then the members present will constitute a quorum, subject to a minimum of 3 members.

10.3 The Diocesan President or (if the Diocesan President is unable or unwilling to do so) some other member elected by those present presides at a Members' Meeting.

10.4 Voting at a Member's Meeting shall be initially conducted as a show of hands of Branch Representatives. In the event that the vote is unanimous, the result will be accepted. However, should the vote not be unanimous, the vote shall revert to a ballot.

10.5 In the event that the vote is tied, the Chair shall have a casting vote.

10.6 An AGM must be held in every year. The first AGM may be held at any time within 18 months after the formation of the Charity.

10.7 At an AGM the members:

10.7.1 Receive the accounts of the Charity for the previous financial year;

10.7.2 Receive the report of the Trustees on the Charity's activities since the previous AGM;

10.7.3 Accept the retirement of those elected Trustees who wish to retire or are retiring at the end of their term of office;

10.7.4 Appoint an auditor or independent examiner for the Charity where required;

10.7.5 May confer on any individual (with his or her consent) the honorary title of Patron of the Charity; and

10.7.6 Discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

10.8 An Extraordinary Member's Meeting may be called at any time by the Trustees and must be called within 14 clear days after a written request to the Trustees from at least ten per cent of the members.

11. Amendment

11.1 Subject to the following provisions of this clause the constitution/rules may be amended by a resolution passed by not less than two-thirds of the members present and voting at a Member's Meeting. The notice of the general meeting must include notice of the resolution setting out the terms of the amendment proposed. No amendment may be made to clause 2. (The aim, purpose and object clause), clause 7.8. (Trustees not to have a personal interest clause) clause 12 (The dissolution clause), this clause or the trustees' power of investment, and no amendment may be made which would allow the trustees to spend any permanent endowment of the charity without the prior written approval of the Commission.

11.2 No amendment may be made which would have the effect of making the charity cease to be a charity at law.

11.3 The trustees must: (a) promptly send to the Commission a copy of any amendment made; and (b) keep a copy of any such amendment with this constitution.

12. Dissolution

If the charity trustees decide after consultation with the Central trustees of Mothers' Union that it is necessary or advisable to dissolve the charity, they shall call a meeting of all members of the charity of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the charity trustees shall have power to realise any assets held by or on behalf of the charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to another charity within Mothers' Union affiliation, or if that is not possible to such other charitable institution or institutions having objects similar to the object of this charity as the members of the charity may determine, or, if that cannot be done, shall be applied for some other charitable purpose.

ADOPTED AT THE DIOCESAN COUNCIL MEETING HELD AT ST LAURENCE CHURCH, NORTHFIELD ON 10TH AUGUST 2018

SIGNED... *J. Brocklebank* Name: Jackie Brocklebank, Diocesan President.

WITNESSED

Name ... *ANNE Pycock* Signature... *A. Pycock*

Address ... *397 Heatt Road South, Northfield, B31 2BB*

Occupation ... *Retired* - a member of Birmingham Mothers' Union

**Attached Schedule
1: Map of Diocese
of Birmingham.**

