**Constitution for**

**Mothers' Union: Diocese of St Edmundsbury and Ipswich.**

**1. Name**

The name of the charity is *St Edmundsbury and Ipswich Mothers Union.* It is an unincorporated association registered number 249726*.* It is affiliated to Mothers' Union, a charity incorporated by Royal Charter (charity no: 240531) through its shared aim and objects, and by virtue of its acceptance as an affiliate by the central charity. The Mothers’ Union in the Diocese of St Edmundsbury and Ipswich will draw its membership from and operate within the geographical area shown on the attached schedule.

**2. Aim, Purpose & Objects**

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 Objects.

1. To uphold Christ’s teaching on the nature of marriage and to promote its wider understanding;
2. To encourage parents to bring up their children in the faith and life of the Church;
3. To maintain a world-wide fellowship of Christians united inprayer, worship and service;
4. To promote conditions in society favourable to stable family life and the protection of children; and
5. To help those whose family life has met with adversity.

Mothers' Union is firmly rooted in a voluntary ethos. Its governance, leadership, and activities are driven by and undertaken through its members.

Members of Mothers’ Union believe firstly, in the value of each individual and their unique qualities, 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 trustees may exercise any of the following powers in order to further the objects (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 trustees 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 trustees 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 trustees 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 trustees 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 Trustees;

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 reasonable time and may be made available for inspection by members if the Trustees 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. Bank accounts**

The trustees shall ensure that the assets of the charity are to be held in the name of the charity. Bank 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 bank 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 in the name of the Holy Trinity and declare their support for the Aim, Purpose and Objects of the charity.

# 6.2. The Trustees 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 Trustees will set the amount of any subscriptions.

# 6.4. The Trustees will keep a register of members.(currently held by the Treasurer)

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

# 6.6 A member may resign by written notice to the Charity.

# 6.7. The Trustees may by resolution terminate the membership of any member on the ground that in their reasonable opinion the member’s continued membership would be harmful to the Charity. The Trustees may only pass such a resolution after notifying the member in writing 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**

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

7.2. The Trustees when complete consists of at least sixand not more than fourteen individuals, all of whom must be members. The Trustees, including the Diocesan President, are elected by an electoral college of members comprising:

1 vote per branch; 1 vote per deanery; 2 votes per area; current Diocesan president; Immediate past president living in the diocese; diocesan members in proportion to the size of the average branch, e.g. 1 vote per 10 diocesan members.

7.3. The Trustees consist of:

7.3.1. The Diocesan President as Chair of Trustees.

7.3.2. Up to tenother elected Trustees. 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 three co-opted Trustees, appointed by resolution of the Trustees.

7.4. A retiring elected Trustee who remains qualified may be re-appointed for a second three year term. Co-opted Trustees should normally serve a single three year term.

* 1. Every Trustee after appointment or reappointment 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.
	2. A Trustee’s term of office automatically terminates if he or she:

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

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

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

7.6.4. Ceases to be a member of the Charity, but such a person may be reinstated by resolution of all the other members of the Trustees on resuming membership of the charity before the next AGM;

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

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

7.7. Trustees provided they are mentally and physically capable of holding office for a further term will be eligible at the end of the Triennium for election to a further term of office with the agreement of the current Board of Trustees. (Age limit taken out)

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. Except with the prior written approval of the Charity Commission no trustee 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 three 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 as Chair or (if the Chairman is unable or unwilling to do so) some other member of the Trustees chosen by the Trustees present presides at each meeting of the Trustees.

8.5. Every issue may be determined by a simple majority of the votes cast at a meeting of the Trustees but a resolution which is in writing and signed by all 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 chairman 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.

**9. Trustees’ powers**

The Trustees have the following powers in the administration of the Charity:

9.1. To appoint a 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 two members of every committee must be Trustees 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 bank 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. General Meetings**

10.1.Members are entitled to attend general meetings of the Charity in person. General 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 general meeting if the number of members personally present is at least 5 per centof 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 Chairman or (if the Chairman is unable or unwilling to do so) some other member elected by those present presides at a general meeting.

10.4. Except as otherwise determined in this constitution, every issue at a general meeting is determined by a simple majority of votes cast by the members present.

10.5. Except for the chairman of the meeting, who has a second or casting vote, every member present in is entitled to one vote on every issue.

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. Any general meeting which is not an AGM is an EGM. (Extraordinary General Meeting)

* 1. An EGM 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**

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 general 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.

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

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 A MEETING HELD AT ON

SIGNED

Name ..........................................

Signature ..........................................

*[Name and signature of chairman of meeting]*

WITNESSED

Name ........................................

Address ........................................

........................................

Occupation ........................................

Signature ........................................

*[Name, address, occupation and signature of witness]*

**Attached Schedule 1: Map of Diocese of St Edmundsbury & Ipswich**