



**Constitution and Regulations of
The Mothers' Union: The Diocese of Peterborough**

Registered Charity No. 1065047

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1. The name of the charity is Mothers' Union: Diocese of Peterborough. It is an unincorporated association registered as charity number 1065047. 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 and its adherence to the rules and regulations of the movement. The Mothers' Union in the Diocese of Peterborough will draw its membership from and operate within the geographical area shown on the attached schedule 1.

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.

- 2.1 To uphold Christ's teaching on the nature of marriage and to promote its wider understanding;
- 2.2 To encourage parents to bring up their children in the faith and life of the Church;
- 2.3 To maintain a world-wide fellowship of Christians united in prayer, worship and service;
- 2.4 To promote conditions in society favourable to stable family life and the protection of children; and
- 2.5 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 primarily 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

As an unincorporated association the Trustees have the power to do anything lawful which is calculated to further the objects of the charity or is conducive or incidental to doing so. In particular, the Trustees have the power to:

- 3.1 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- 3.2 sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.
- 3.3 employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may not employ or remunerate a serving charity trustee.
- 3.4 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the Charity to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
- 3.5 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The Charity must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land.
- 3.6 To promote or carry out appropriate research.

- 3.7 To provide appropriate advice, practical support and financial support, in line with the objects of the Charity, in the geographical area set out in Clause 1.
- 3.8 To publish or distribute information that supports or furthers the charitable objects.
- 3.9 To provide financial and other support for the work of Mothers' Union worldwide.
- 3.10 To insure the property of the Charity against any foreseeable risk and take out other appropriate insurance policies.
- 3.11 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.

4. Accounts, Annual Report and Annual Return

The trustees shall comply with the accounting requirements of the prevailing Charity law, 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 (Forum);
 - 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 time during normal office hours 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 which will include the contribution agreed annually to be part of the national and worldwide movement of Mothers' Union.
- 6.4 The Trustees will keep a register of members.
- 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.

- 6.8 Most members are foremost affiliated to their local branch of the Mothers' Union or to whichever branch meets their need. If they are unable to belong to a local branch there are alternative options including Indoor Members, Diocesan Members and Friends of the Mothers' Union.

7. Charity Trustees

- 7.1 The Trustees of the Charity have control of the Charity and its property and funds. It is the duty of each trustee to:

(a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the Charity in the way he or she decides in good faith would be most likely to further the purposes of the Charity; and

(b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

(i) any special knowledge or experience that he or she has or holds himself or herself out as having; and,

(ii) if he or she acts as a charity trustee of the Charity in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

- 7.2 Every Trustee must be an eligible natural person over the age of 18 years old.

- 7.3 The Trustees when complete consists of at least three and not more than fourteen individuals, all of whom must be members.

- 7.4 Elections and Appointments to the Trustees.

Elections and appointments to office in the Diocese take place every Triennial. Any paid up member may be nominated for office with the written consent of the nominee. With the exception of the Diocesan Secretary, Diocesan Treasurer and Diocesan Training Officer, officers may

not be elected to serve in the same capacity for more than two consecutive triennials.

Vacancies which occur during a triennial should be filled, for the balance of the Triennial, by co-option. Members so appointed may stand for election to office for each of the two following Triennials.

Nomination papers shall be circulated to all members of Forum for the following offices:

Diocesan President

General Trustees (up to 9)

Vice Presidents (4)

Where an election is necessary it should take place by secret ballot and nominees should be informed of the result before it is announced.

All members elected or appointed to office will be commissioned at the beginning of each Triennial. Members co-opted to office will be commissioned at the first opportunity.

The Trustees consist of:

7.4.1. The Diocesan President as Chair of Trustees.

7.4.2. Up to four Vice Presidents

7.4.3 Between two and nine other elected Trustees. For effective governance, there should ideally 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.

7.4.4. Up to three co-opted Trustees, appointed by resolution of the Trustees.

7.5 A retiring Trustee who remains qualified may be re-appointed for a second three year term.

7.6 Every Trustee after appointment or reappointment must sign a declaration of willingness and eligibility 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 without good reason within a twelve month period of the Trustees 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 all the other members of the Trustees on resuming membership of the charity before the next AGM;
 - 7.7.5 Resigns by written notice to the Trustees (but only if at least two Trustees members will remain in office);
 - 7.7.6 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;
- 7.8. 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.
- 7.9 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.
- 7.10. If the number of trustees falls below the minimum number of three, the remaining trustee or trustees may act only to call an extraordinary meeting of the charity Members.
- 7.11 No Trustee may receive any direct or indirect benefit in money or in kind from the charity; or have a direct or indirect financial interest in the supply of goods or services to the charity; or acquire or hold any direct or indirect interest in property of the charity (except in order to hold it as trustee of the charity) without the prior written approval of the Charity Commission.

7.12 The only exception to clause 7.11 above is that Trustees may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011

8. Conflict of Interest and Loyalty

8.1 A charity trustee 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 Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared; and
- (B) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter and this must be recorded in the minutes.

9. Trustees' proceedings

9.1. The Trustees must hold at least three meetings each year.

9.2. Resolutions may be passed by a simple majority of votes at any quorate meeting.

9.3 A quorum at a meeting of the Trustees is half (50%) of the Trustees. If a quorum is not present, then no decisions may be taken and an additional meeting must be convened 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.

9.4 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. Meetings

held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

- 9.5. Any charity trustee participating at a physical meeting by suitable electronic means, agreed by the charity trustees, in which a participant or participants may communicate with all the other participants shall qualify as being present at a physical meeting.
- 9.6 The Diocesan President as Chair or (if the Diocesan President 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.
- 9.7 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.
- 9.8 Except for the chair of the meeting, who has a second or casting vote, every Trustee, whether appointed or elected, has one vote on each issue.
- 9.9. A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting of the Trustees.
- 9.10 The charity trustees must keep minutes of all:
 - (A) appointments of officers made by the charity trustees;
 - (B) proceedings at general meetings of the Charity;
 - (C) meetings of the charity trustees and committees of charity trustees including
 - the names of the trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate, the reasons for the decisions;
 - (D) decisions made by the charity trustees otherwise than in meetings

10. Trustees' powers

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

- 10.1. To appoint a Treasurer and other honorary officers from among their number.
- 10.2. To delegate some of their powers or functions to committees or individuals and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation. The Trustees must maintain effective oversight over all delegated functions. All proceedings of committees must be reported promptly to the Trustees.
- 10.3 To make standing orders consistent with this Constitution to govern proceedings at general meetings.
- 10.4 To make rules consistent with this Constitution to govern their proceedings and the proceedings of committees.
- 10.5 To make Bye Laws and regulations consistent with this Constitution to govern the administration and operation of the Charity.
- 10.6 To resolve, or establish procedures to assist the resolution of, disputes within the Charity.
- 10.7 To exercise any powers of the Charity which are not reserved to a general meeting.

11. General Meetings (Forum)

- 11.1. Members are entitled to attend general meetings of the Charity in person. General meetings are called on at least 21 days' written notice to all the members, specifying the business to be transacted.

A full meeting of the members (Forum and Annual General Meeting) 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. Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

- 11.2. There is a quorum at a general 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.
- 11.3. The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting.
- 11.4. 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.
- 11.5. Except for the chair of the meeting, who has a second or casting vote, every member present in is entitled to one vote on every issue.
- 11.6. An AGM must be held in every year.
- 11.7. At an AGM the members:
 - 11.7.1. Receive the accounts of the Charity for the previous financial year;
 - 11.7.2. Receive the report of the Trustees on the Charity's activities since the previous AGM;
 - 11.7.3. Accept the retirement of those elected Trustees who wish to retire or are retiring at the end of their term of office;
 - 11.7.4. Appoint an auditor or independent examiner for the Charity where required;
 - 11.7.5. May confer on any individual (with his or her consent) the honorary title of Patron of the Charity; and
 - 11.7.6. Discuss and determine any issues of policy or deal with any other business put before them by the Trustees.
- 11.8. Any general meeting which is not an AGM is an EGM. (Extraordinary General Meeting).
- 11.9 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.

11.10 Diocesan Publications

Every Diocesan-produced Mothers' Union publication which is to be issued to every member within the Diocese shall be approved by the Trustees prior to publication.

All publications concerning the Mothers' Union and its policies and activities which are intended for the press or other media channels must first be approved by the Diocesan President.

12 Deanery Structure.

To ensure efficient management and effective two way communication the Diocese is divided in accordance with the Anglican Deaneries. In principle each Deanery will have its own management committee although smaller Deaneries may combine. The Deanery may be organised in a way that best suits its members.

12.1 The Deanery Committee may comprise:

The Deanery Leader

The Leader/Contact Member of each Branch

A Deanery Secretary

A Deanery Treasurer

Further representatives from larger branches as appropriate

The President and/or a Vice President

12.2 A major role of the Deanery Committee is to ensure good communication to and from Trustees, officers and the general meeting, so that Trustees are well informed of what is happening in the Deaneries and have a rapid and efficient network of information and discussion through which to maximise the value of the work and influence of the Diocese as a whole.

12.3 Additionally the Deanery should ensure:

a) Attendance at meetings of Forum (Diocesan Council) either personally or by a deputy.

b) Feedback to branches of proceedings at Forum (Diocesan Council).

- c) Feedback to Trustees and Forum (Diocesan Council) from Deanery and Branches.
- d) Contact with parishes in which there is no branch.
- e) Contact with and support for Diocesan members in the Deanery.
- f) Full awareness of, and support for, the work of branches.
- g) Liaison with the Rural Dean and Clergy in the Deanery.

More details about Deanery organisation will be found in the Branch Handbook.

13 Branches

A branch can be formed for a parish or a group of parishes and, in conformance with member's status as baptized members of the Anglican Communion it would be normal practice to consult and work with the priest(s) of the church or churches concerned. All branches must work in accordance with the principles, purposes and objects of the Diocesan Mothers' Union.

A branch may be organised in the way that best suits the members involved. The normal practice would be to form a committee and elect a leader/chair, secretary and treasurer, but it is also possible to share most aspects of the management of the branch.

13.1 Branch Committee Members

A branch may have as many members of committee as are considered necessary to run the branch and its activities efficiently. All the responsibilities of the leader and officers may be shared with members to ensure greater efficiency in carrying out the tasks and to develop in members the skills necessary to ensure that efficiency.

13.2 Dissolution of a Branch

Every effort should be made to ensure that a branch remains open. Once all avenues have been explored and discussed in a meeting to which all members have been invited with at least 21 days' notice;

A branch may decide:

13.2.1. To seek to combine with a nearby branch

13.2.2 To go into **Abeyance**. This does not close the branch but it leaves the branch inactive but retaining its assets until a change of circumstances would make it desirable to re-open.

13.2.3 To proceed with full **Closure**. This is a formally considered procedure requiring:

- Consultation with the Diocesan President.
- The Incumbent and PCC should discuss the decision and formally approve the closure. This decision must be recorded in the PCC minutes.
- Six months' notice in writing to the Diocesan Secretary of the Mothers' Union.
- Settlement of any debts and the closure of the bank account.
- Sending the closing financial statement and any balance to the Diocesan Treasurer. That balance will be held in trust to provide for the potential re-opening of the Branch.
- A closing act of worship at which the records of the branch will be handed over to the President or an approved representative.
- The Diocesan President should inform the Diocesan Bishop, in writing, of the closure.
- Members of the branch should be encouraged to become Diocesan members or to join another Branch.

13.2.4 The Branch Banner is part of the assets of the Branch. In consultation with the incumbent it may be kept in the church. If this is not possible it should be handed over to the President at the closing act of worship.

More details about Branch organisation will be found in the Branch Handbook.

14. Amendment

As provided by the Charities Act 2011:

(1) This constitution can only be amended: by a resolution passed by a two thirds majority of those voting at a general meeting of the members of the Charity called in accordance with clause 11 (General meetings of members).

(2) Any alteration of: clause 2 (Objects); clause 13 (Voluntary winding up or dissolution); this clause; any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the Charity or persons connected with them requires the prior written consent of the Charity Commission. As does any amendment which would allow the spending of a permanent endowment.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011, or materially inconsistent with relevant sections the Constitution, Bye-laws and regulations of Mothers' Union (reg charity 240531) shall be valid.

(4) A copy of every resolution amending the constitution, together with a copy of the Charity's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of the passing of the resolution. The amendment does not take effect until it has been recorded in the Register of Charities.

15. Dissolution of the Charity.

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 *H. Lynett*

Name HELEN LYNETT

Signature *H. Lynett*

[Name and signature of chair of meeting]

WITNESSED

Name *(B Haynes)* BARBARA JUNE HAYNES

Address 5 ROBERTS ST.

..... WELLINGBOROUGH. NN8 3HY.

Occupation RETIRED.

Signature *B Haynes*

[Name, address, occupation and signature of witness]

Charity Commission Approval Received on:

Attached Schedule 1: Map of Diocese of Peterborough



