

**Constitution**  
**May 2018**

**Mothers' Union: Diocese of Coventry**

**The Constitution for Mothers' Union: Diocese of Coventry is set within the overall context of the Constitution, Bye-laws and Regulations of Mothers Union**

**1. Name**

The name of the charity is ***Mothers' Union: Diocese of Coventry***. It is an unincorporated association registered as charity number 250129. 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 Bishop of Coventry is Patron of Mothers' Union in the Diocese of Coventry.

**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:

- 2.1 To promote and support married life;
- 2.2 To encourage parents in their role to develop the Christian faith of their children;
- 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 through its members. In Coventry Diocese, it operates at Diocesan, Deanery and Branch levels.

Members of Mothers' Union believe in the value of each individual and their unique qualities; in the value of relationships; and in the value of family as a source of love and support for individuals and as the basis for a caring community. 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."

**3. Membership**

- 3.1 Membership shall be open to all those who have been baptised as a Christian and who support the Aim, Purpose and Objectives of Mothers' Union.
- 3.2 Individuals may choose to be Branch, Diocesan or Indoor members.
- 3.3 The Trustees will set the amount of any subscriptions, to be paid annually by members.
- 3.4 All members will be duly admitted and receive a membership card.
- 3.5 The Trustees will keep a register of members.
- 3.6 A member whose subscription is six months in arrears ceases to be a member but may be reinstated on payment of the amount due.

**4. The Trustees**

- 4.1 The Trustees as charity trustees have control of the Charity and its property and funds.
- 4.2 The Trustees consist of not more than ten individuals, all of whom must be members of Mothers' Union. Trustees will serve in post for one triennial period and will be eligible for re-election for one further triennial period. The Trustees, including the Diocesan President, are elected by the following group of people:
- 4.3 1 vote per Branch (Branch Leader or other nominated Branch contact); 2 votes per Deanery (Deanery Chair and 1 other nominated Deanery member) (*see note 1*); current Diocesan President; current Trustees; Past Presidents (of Coventry Diocese) living in the diocese; 4 votes for Diocesan Membership (Diocesan Members' Officer and 3 other nominated Diocesan Members). (*see note 3*)
- 4.4 Nominations, (with a proposer and seconder) for Diocesan President, Vice President(s) and Trustees may be submitted by any members of the group above. Where there are 2 or more nominees for a post, voting will take place, each member of the group having an equal vote. Where an individual holds 2 or more roles, that person will have one vote and another relevant person may be nominated for the purpose of voting.
- 4.5 All nominations for Diocesan President must be approved by the Bishop of Coventry.
- 4.6 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.

**5. Trustees' proceedings**

- 5.1 The Trustees must hold at least four meetings each year.
- 5.2 A quorum at a meeting of the Trustees is one third 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.
- 5.3 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.
- 5.4 The Diocesan President as Chair or (if the Chair 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.
- 5.5 The Board consists of:
  - 5.5.1 The Diocesan President as Chair of Trustees.
  - 5.5.2 Up to nine other 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 Mothers' Union in Coventry Diocese, in all areas of its work. Specific responsibilities may be delegated to each Trustee, as required for the efficient and effective functioning of the charity
  - 5.5.3 The Board of Trustees shall have power to co-opt up to two additional trustees, without power to vote. (*see note 2*)
  - 5.5.4 The Diocesan Secretary (in attendance, without power to vote).
  - 5.5.5 The Diocesan Chaplain (in attendance, without power to vote).
  - 5.5.6 The Diocesan Treasurer (in attendance, without power to vote).
- 5.6 Except for the Chair of the meeting, who has a second or casting vote, every eligible Trustee has one vote on each issue.

- 5.7 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. A Trustee must declare a conflict of interest where this is relevant for any discussion or voting.
- 5.8 A Trustee's term of office automatically terminates if he or she:
- 5.8.1 Is disqualified under the Charities Act from acting as a charity trustee;
  - 5.8.2 Is incapable, whether mentally or physically, of managing his or her own affairs;
  - 5.8.3 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;
  - 5.8.4 Resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);
  - 5.8.5 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.
- 5.9 Co-opted Trustees should normally serve a single three year term. Where a co-opted Trustee serves for 2 years or more, this is deemed to be a triennium.
- 5.10 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).

## **6. Diocesan Secretary**

This post may be a salaried appointment, for which a job description shall be drawn up. The procedure for the appointment will be undertaken by a sub-committee of the Board, to include Diocesan President and up to 3 Trustees. The Diocesan Secretary shall be responsible to the Board of Trustees for the efficient running of Mothers' Union in Coventry Diocese, ensuring that the work of the Charity is carried out in line with the aim, purpose and objectives, and, as directed by the Trustees.

## **7. Diocesan Treasurer**

The Diocesan Treasurer shall be appointed by the Board of Trustees and will be reviewed by the Board every 3 years.

## **8. Diocesan Chaplain**

The Diocesan Chaplain shall be appointed by the Board of Trustees, in consultation with the Bishop of Coventry, and will be reviewed by the Board every 3 years.

Anyone appointed to a position which is remunerated by Mothers' Union, cannot be a full, voting Trustee.

## **9. Trustees' powers**

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

- 9.1 To appoint Officers to fulfil specific functions, to further the work of Mothers' Union across the Diocese, and reporting to the Board of Trustees.

- 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 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 Mothers' Union in Coventry Diocese (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.

#### **10. Furthering the objectives**

In order to further the objectives, the trustees in Coventry Diocese Mothers' Union may exercise any of the following powers:

- 10.1 To initiate, develop and promote programmes and projects, as appropriate, in line with the aim and objects.
- 10.2 To seek information, as appropriate.
- 10.3 To provide appropriate advice.
- 10.4 To publish or distribute appropriate information.
- 10.5 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.
- 10.6 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required.
- 10.7 To pay the costs of the ongoing work of Mothers' Union in Coventry Diocese.
- 10.8 To raise funds for the work of Mothers' Union in Coventry Diocese and further afield. In exercising this power, the trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.
- 10.9 To buy, hire or otherwise acquire, property, and to maintain and equip it for use.
- 10.10 To sell, or otherwise dispose of, all or any part of the property belonging to Mothers' Union in Coventry Diocese. In exercising this power the trustees must comply as appropriate with the prevailing Charities Act.
- 10.11 To do anything else within the law which promotes, or helps to promote the objects of Mothers' Union.

#### **11. Accounts, Annual Report and Annual Return**

The trustees shall comply with the accounting requirements of the prevailing Charities Act, relevant to the income/expenditure level of Mothers' Union in Coventry Diocese, with regard to:

- 11.1 The keeping of accounting records.
- 11.2 The preparation of annual statements of account.
- 11.3 The auditing or independent examination of the statements of account.
- 11.4 The preparation of an Annual Report and the sending of it together with the statements of account to the Charity Commission.
- 11.5 The preparation of an Annual Return and its transmission to the Commission.
- 11.6 The Trustees must keep proper records of:
  - 11.6.1 All proceedings at Diocesan meetings, including the Annual General Meeting;

- 11.6.2 All proceedings at meetings of Trustees;
- 11.6.3 All reports of committees; and
- 11.6.4 All professional advice obtained.

- 11.7 Accounting records relating to Mothers' Union in Coventry Diocese 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.
- 11.8 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee.

## **12. Bank Accounts**

The Trustees shall ensure that the assets of Mothers' Union in Coventry Diocese are to be held in the name of the charity and that bank accounts will be in the name of the charity. 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.

## **13. Diocesan Meetings (known as Members' Day / Members' Evening) **one of which will be designated as the Annual General Meeting****

- 13.1 All members are entitled to attend Diocesan meetings of Mothers' Union in person. Such meetings are notified to members in advance.
- 13.2 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a Diocesan meeting.
- 13.3 Except as otherwise determined in this constitution, every issue at a Diocesan meeting is determined by a simple majority of votes cast by the members present.
- 13.4 Except for the chair of the meeting, who has a second or casting vote, every member present is entitled to one vote on every issue.
- 13.5 A report on finance and financial developments will be presented at least annually at a Diocesan meeting.
- 13.6 Reports on the work of Mothers' Union, both in Coventry Diocese and further afield shall be given at a Diocesan meeting.
- 13.7 Any other issues of policy, or business may be discussed at a Diocesan meeting, as agreed by the Chair

## **14. Property held by a Branch**

All property held by a Branch is the property of Mothers' Union. If a Branch ceases to function, property, including funds, shall be handed to the Diocesan Board of Trustees for safekeeping, or disposed of by them; the exception being the Branch banner, which remains the property of the PCC.

## **15. Dissolution**

If the Trustees decide after consultation with the Central Trustees of Mothers' Union that it is necessary or advisable to dissolve Mothers' Union, Diocese of Coventry, 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.

## **16. Regulations**

- 16.1 A committee shall be established in each Deanery, consisting of a Chair, Secretary, Treasurer and additional representatives from the membership in that Deanery. Members of the Deanery committee will remain in post for 3 years and may be re-appointed for a further 3 years, thus serving a maximum of 6 years.
- 16.2 A committee shall be established for each Branch, consisting of a Branch Leader, Secretary, Treasurer and additional members, as required by the Branch. In the case of a Branch running simply by committee, one person shall be nominated as Branch Contact, for the purposes of communication within the diocese. Members of the Branch Committee will remain in post for 3 years and may be re-appointed for a further 3 years, thus serving a maximum of 6 years. Normally this should coincide with the Diocesan triennium, but may occur at any time.
- 16.3 Branch programmes and activities should be arranged so as to further the aims, purpose and objectives of Mothers' Union.
- 16.4 A Mothers' Union branch may not be used as a channel for charitable appeals on behalf of other organisations, nor shall money be allocated to such organisations from any Mothers' Union branch or deanery funds. A branch may support the needs of its own parish, but subject to the aim, purpose and objectives of the Society. For the avoidance of doubt, no part of charitable funds of the Society, nor of any Mothers' Union diocesan organisation, shall be donated for the purpose that is not charitable in law (taken from the Central Constitution Regulation 12)
- 16.5 All meetings of Mothers' Union shall include a time of prayer.
- 16.6 The Feast of the Annunciation / Lady Day (25<sup>th</sup> March or such other date as may be appointed by the Church for the keeping of that festival) shall be observed as a special day of prayer and thanksgiving for Mothers' Union. This may be observed at Diocesan, Deanery or Branch level.

This Coventry Diocesan MU Constitution remains in place until such time as it is reviewed by the Board of Trustees.

### **Notes:**

- 1. Ref 4.3: The nominated Deanery member is known as the Deanery Elected Member*
- 2. Ref 5.5.3: In the event of there remaining too few elected Trustees, eligible to vote, the Board may have the power to request of the electoral college that individual co-opted Trustees be given power to vote for the remainder of the triennium*
- 3. Ref 4.3: If a member (due to the various roles they hold within the diocese) finds they have more than one vote, they must inform their branch members / Deanery committee members, a process must be carried out to nominate another member to take that vote, and the Diocesan Secretary must be informed.*
- 4. Ref 7 and 8: The appointments of Diocesan Treasurer and Diocesan Chaplain are not restricted to a maximum 6 year term.*