
THE CONSTITUTION OF MOTHERS' UNION

24 APRIL 2018



THE CONSTITUTION
OF
MOTHERS' UNION

Amended by:

- Supplemental Charter dated 6 September 1974
- Order of the Privy Council dated 28 June 1995
- Order of the Privy Council dated 17 September 2002
- Order of the Privy Council dated 10 October 2002
- Order of the Privy Council dated 9 April 2008
- Regulations changed by Worldwide Council 11 February 2009
- Regulations changed by Worldwide Council 9 February 2011
- Regulations changed by Worldwide Council 6 February 2012
- Regulations changed by Worldwide Council 13 February 2014
- Order of the Privy Council approving revised Bye-laws dated 24 April 2018
- Order of HM The Queen in Council approving amendments to the Charter dated 24 April 2018
- Regulations changed by resolution of Worldwide Council with effect from 24 April 2018

ROYAL CHARTER

MOTHERS' UNION (Incorporated by Royal Charter)

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETINGS!

WHEREAS an Association known as "THE MOTHERS' UNION" (Incorporated) was registered under the Companies (Consolidation) Act 1908 as a Company limited by guarantee in the year of our Lord One thousand nine hundred and twelve:

AND WHEREAS His Majesty King George the Fifth by Royal Charter (hereinafter referred to as "the Original Charter") dated the fifteenth day of June One thousand nine hundred and twenty-six constituted a Body Politic and Corporate by the name of "The Mothers' Union" (therein and hereinafter referred to as "the Society") with perpetual succession and a Common Seal:

AND WHEREAS the Society has presented unto us a humble Petition praying that We should be graciously pleased to grant to it a new Charter:

NOW THEREFORE KNOW YE that We having taken the said Petition into Our Royal Consideration have of Our especial grace, certain knowledge and mere motion willed and ordained and do by these Presents for Us, Our Heirs and Successors will and ordain as follows:-

- 1 The provisions of the Original Charter, except in so far as they incorporate the Charity and confer upon it perpetual succession and authorise it to have a Common Seal, are hereby revoked, and the provisions of this Our Charter are hereby substituted therefor, but nothing in this revocation shall affect the legality or validity of any act, deed or thing lawfully done or executed thereunder.
- 2 The Aim of the Charity is the advancement of the Christian religion in the sphere of marriage and family life, and in furtherance of the said Aim (but not otherwise) to carry out all or any of the following Objects, that is to say-
 - (i) to uphold Christ's teaching on the nature of marriage and to promote its wider understanding;
 - (ii) to encourage parents to bring up their children in the faith and life of the Church;
 - (iii) to maintain a worldwide fellowship of Christians united in prayer, worship and service;
 - (iv) to promote conditions in society favourable to stable family life and the protection of children;
 - (v) to help those whose family life has met with adversity.
- 3 For the better attainment of the foregoing Aim and Objects the Charity shall have the following powers:-
 - (i) to establish and support, financially or otherwise, Provincial, Diocesan and other organisations of the Charity throughout the world, to recognise and affiliate such organisations to the Charity on such terms as the Charity shall from time to time think fit, to authorise the use by such organisations of the name "Mothers' Union" or

any translation thereof, addition thereto or substitution therefor on such terms as aforesaid, and whenever the Charity shall so determine to withdraw all or any of such support, recognition, affiliation or authority from any one or more of such organisations, and after such withdrawal to take steps to cause such Organisation to cease to use the name "Mothers' Union", or any translation thereof, or any name likely to be confused therewith;

- (ii) to further and promote the work and objects of any other Organisation directly or indirectly working for or considered to support the Aim and all or any of the Objects of the Charity, by way of arrangements for joint working or co-operation, financial or other assistance or support, affiliation (whether mutual or by the Charity to such Organisation or by such Organisation to the Charity) or otherwise as the Charity may from time to time consider expedient;
- (iii) to produce, publish, acquire, distribute, advertise, offer for sale, sell or otherwise deal in any literary, artistic, musical or recorded works calculated to promote the Aim and Objects of the Charity;
- (iv) to solicit and receive contributions, subscriptions, endowments, bequests and gifts consisting of monies or of any form of property whether or not subject to any special trusts (being in conformity with the Aim and Objects of the Charity) and to administer and execute any such trusts as aforesaid;
- (v) to invest and deal with the monies of the Charity not required upon such securities and in such manner as may from time to time be determined;
- (vi) to raise and borrow money for any of the purposes of the Charity and to secure the repayment thereof by the creation of any mortgage, charge, debenture or other obligation of the Charity upon any part of its assets either specifically or otherwise howsoever but so that no lender or mortgagee advancing money purporting to be borrowed under this power shall be concerned to see that such money is required for any such purpose or as to the application thereof;
- (vii) to grant and pay salaries, pensions, gratuities or other sums in consideration or recognition of services rendered to the Charity;
- (viii) to acquire any lands, tenements and hereditaments whatsoever within Our United Kingdom or elsewhere and to hold all or any lands which the Charity is hereby authorised to acquire in perpetuity or on lease or otherwise and from time to time (but subject to any such consent or approval as may by law be required) to grant, demise, alienate or otherwise dispose of the same or any part thereof;
- (ix) to improve, manage, develop, sell, exchange, mortgage or otherwise deal with or turn to account (but subject to any such consent or approval as may by law be required) all or any of the property of the Charity;
- (x) to do all such other acts and things as shall further the attainment of the Aim and Objects or the exercise of any of the powers of the Charity or of any affiliated Organisation: Provided that notwithstanding anything in this Article contained the Charity shall have no power to pay or apply any money or property except in furtherance of objects which are exclusively charitable according to the Law of England and each of the several powers conferred upon it by this Article shall be read, construed and take effect subject to this overriding limitation.

- 4 The terms and conditions of membership of the Charity shall be prescribed by the Bye-Laws.
- 5 The Charity shall consist of such categories of membership as may be prescribed by the Bye-Laws, and members shall have such rights and privileges respectively as shall be conferred upon them by the Bye- Laws.
- 6 (i) There shall be a President of the Charity who shall be known as the Worldwide President of Mothers' Union.
- (ii) There shall be a Board of Trustees of the Charity constituted in accordance with the Bye-Laws.
- Subject to the provisions of this Our Charter and the Bye-Laws, the Board of Trustees (hereinafter referred to as "the Board") shall have the control and management of the affairs of the Charity and shall be convened and shall conduct its proceedings in the manner prescribed in the Bye-Laws.
- (iii) There shall be a Worldwide Council of the Charity constituted in accordance with the Bye-Laws.
- 7 Subject to the provisions of this Our Charter, the affairs of the Charity shall be managed and regulated in accordance with the Bye-Laws set forth in the Schedule hereto, as amended, added to or replaced in accordance with this Article. The Bye-Laws may from time to time be amended, added to, replaced, or repealed by the Board by a resolution of three-quarters of those members of the Board present and voting at a meeting. Provided that no such amendment, addition, replacement, or repeal shall be effectual unless it shall have been approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Council shall be conclusive evidence.
- 8 Subject to approval by Special Resolution of the Worldwide Council, the Board may, by resolution of three- quarters of those members of the Board present and voting at a meeting, amend, add to, or revoke any of the provisions of the Original Charter or of this Our Charter, or of any supplemental Charter granted to the Charity, and any such amendment, addition or revocation shall, when allowed by Us, Our Heirs or Successors in Council, become effectual so that the relevant Charter shall thenceforth continue and operate as though it had been originally granted as so amended, added to or revoked in manner aforesaid. Provided that no amendment, addition or revocation shall be made which would cause the Charity to cease to be a charity at law. This Article shall apply to the Original Charter and to this Our Charter as amended, added to, or revoked, in manner aforesaid.
- 9 It shall be lawful for the Worldwide Council with the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They think fit, by Special Resolution to surrender the Original Charter, this Our Charter and any Supplemental Charter and to wind up the affairs of the Charity, but if on the winding up or dissolution of the Charity there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Charity or any of them but shall (subject to any special trusts affecting the same) be transferred to some affiliated Organisation or affiliated organisations or to some other institution or institutions having exclusively charitable objects of a Christian character similar to the Aim and Objects of the Charity to be determined by the Worldwide Council at or before the time of dissolution or in default thereof by the Charity Commissioners for England and Wales.

10 For the purpose of Articles 8 and 9 of this Our Charter a Special Resolution shall mean a resolution passed by not less than two-thirds of such members of the Worldwide Council as, being entitled so to do, vote at a meeting of the Worldwide Council of which not less than twenty-one days' notice, specifying the intention to propose the resolution as a Special Resolution, has been duly given in accordance with the Bye-Laws.

And Lastly, We do hereby for Us, Our Heirs and Successors grant and declare that these Our Letters or the enrolment thereof shall be in all things valid and effectual in law according to the true intent and meaning of the same and shall be taken, construed and adjudicated in the most favourable and beneficial sense and to the best advantage of the Charity as well in Our Courts as elsewhere notwithstanding any non-recital, uncertainty or imperfection in these Our Letters.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the fifth day of September in the twenty-third year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

DOBSON

BYE-LAWS OF MOTHERS' UNION

CONTENTS

Number(s)	Heading	Page(s)
1	Preliminary	6
2	Patrons	7
3	Membership	7
4	Affiliation and Autonomy	8
5	Meetings of Membership	8
6	The Board of Trustees	8
7	Duties and Powers of the Board	9
8	Honorary Chaplain	9
9	Vacancies among the Board	10
10	Election Appointment and Disqualification of members of the Board	10
11	Meetings of the Board	11
12	The Worldwide Council	12
13	Powers and Responsibilities of the Council	13
14	Meetings of the Council	13
15	Notice of Meetings of the Council	13
16	Proceedings at Meetings of the Council	14
17	Accounts and Audit	14
18	The Chief Executive	15
19	The Seal	15
20	Notices	16
21	Indemnity	16
22	Validity of Proceedings	16

REVISED BYE-LAWS OF MOTHERS' UNION

1 Preliminary

1.1 Words and expressions used in these Bye-Laws shall have the meanings given to them in the Charter unless the context otherwise requires. References herein to Members and meetings, unless the context otherwise requires, shall be construed as references to Members and meetings of the Charity; and the following expressions shall have the following meanings respectively:

- (i) "Affiliated Organisation" means an organisation which is affiliated to the Charity under these Bye- Laws.
- (ii) "Board" means the Board of Trustees of the Charity.
- (iii) "Charity" means Mothers' Union.
- (iv) "Charities Act" means the Charities Act 2011 including any statutory modification, consolidation or re-enactment thereof for the time being in force.
- (v) "Charter" means the Supplemental Charter granted to the Charity in 1974, as amended from time to time.
- (vi) "Chief Executive" means the Chief Executive Officer of the Charity by whatever title described from time to time.
- (vii) "the Council" means the Council of the Charity.
- (viii) "Constitution" means the Charter, Bye-Laws and Regulations of the Charity.
- (ix) "Diocesan Organisation" means an organisation of the Charity working on diocesan lines with the approval of the Bishop of the diocese and having a Diocesan President and Council as the immediate centre and authority of all the work of the Charity in the diocese.
- (x) "Member" means a person in membership of the Charity and paying the appropriate annual subscription.
- (xi) "Ordinary Resolution" means a resolution passed by a simple majority of those entitled to vote at a meeting of the Council present and voting (whether in person or on a poll by proxy).
- (xii) "Provincial Executive" means the executive committee or trustee board of a Provincial Organisation.
- (xiii) "Provincial Organisation" means an organisation of the Charity working on provincial lines with the approval of the Archbishop of the province and having a Provincial President and Council as the immediate centre and authority of all the work of the Charity in the province.
- (xiv) "Regulations" means regulations made by the Council.
- (xv) "Triennial Meeting" means the triennial meeting of the Worldwide Council, called in

accordance with Bye-Law 14.1.

(xvi) "Trustee" means charity trustee as defined in the Charities Act.

(xvii) "Zone" means one or more provinces grouped together, geographically or otherwise, for the purpose of ensuring appropriate representation of the Members worldwide in the governance of the Charity.

1.2 Except where the context otherwise requires words denoting the singular shall include the plural and vice versa and words denoting one gender shall include both genders.

1.3 For the purposes of any restriction on the length of service in any office, a person who is elected to fill a casual vacancy within two years after the commencement of the term shall be deemed to have served for the whole term, but the term of service of a person who is so elected more than two years after the commencement of the term shall be disregarded.

1.4 In the event of any inconsistency between the provisions of the Charter and the provisions of these Bye-Laws the provisions of the Charter shall prevail.

2 Patrons

2.1 The Archbishop of Canterbury shall be Patron of the Charity.

2.2 The Archbishops and Bishops of the Anglican Communion who consent to accept the office shall also be Patrons of the Charity.

3 Membership

3.1 Subject to Bye-Law 3.5 and to any Regulations of the Council, Membership shall be open to all those who:

3.1.1 have been baptised in the name of the Holy Trinity; and

3.1.2 declare their support for the Aim and Objects of the Charity.

3.2 All Members shall confirm in writing, or through other means in such form as may from time to time be prescribed by the Board, their commitment to the Aim and Objects of the Charity.

3.3 All Members shall pay to the central funds of the Charity an annual subscription of such amount and in such manner as may from time to time be determined by a resolution of the Board. Such resolution may provide for different rates of subscription in different parts of the world, and may provide for provincial, diocesan and other organisations to pay a single commuted subscription on behalf of all their Members.

3.4 Except in so far as the Board shall by regulation otherwise determine, all voting members of the Council and all Diocesan Presidents shall be communicant members of a Church in the Anglican Communion or of a Church in communion therewith.

3.5 A member of an Affiliated Organisation shall be accepted as a Member of the Charity notwithstanding that the qualifications for membership of that Organisation may differ from those in force elsewhere.

4 Affiliation

- 4.1 All existing and future provincial, diocesan and other organisations of the Charity, and such other organisations as are referred to in Article 3(ii) of the Charter, may be affiliated to the Charity upon such terms and conditions as the Council shall generally or in any particular case decide in relation to the use of the name “Mothers’ Union”.
- 4.2 All organisations which are affiliated at the date of the Charter shall continue to be affiliated, but shall comply with the terms and conditions from time to time prescribed by the Council.
- 4.3 Any Affiliated Organisation may at any time be declared by a resolution of the Council to be no longer affiliated, or may sever its affiliation by notice given to the Council (such notice in the case of an organisation of the Charity to be given in such manner as the Council may prescribe), and on the date mentioned or implied in such resolution or on the expiration of such notice (as the case may be), such organisation shall cease to be an Affiliated Organisation and shall surrender to the Charity any Certificate of Affiliation which may have been granted to it, and shall if so required by the Council or the Board cease from using the name “Mothers’ Union”, or any translation thereof, or any name which the Council or the Board consider is likely to be confused therewith.

5 Meetings of the Membership

The Charity and its Affiliated Organisations, provinces or groups of provinces shall have arrangements in place to keep the Members properly informed (including publication of the Charity’s annual report and accounts) and have a process for issues to be raised if necessary. All Affiliated Organisations, provinces or groups of provinces are expected to have regular meetings of their membership. The Board shall determine when it may be appropriate, subject to funding being available, to hold periodic gatherings of the Members worldwide and the process by which such gatherings shall be convened.

6 The Board of Trustees

- 6.1 The affairs of the Charity shall be managed by the Board of Trustees. The Board shall comprise:-
- 6.1.1 The Worldwide President for the time being, ex officio;
- 6.1.2 No less than eight and up to twelve Zonal Trustees elected under Bye-Law 10.2; and
- 6.1.3 Up to four additional Trustees, appointed under Bye-Law 10.3, one of whom it is expected will have expertise in charity finance and regulations in England and Wales.

Subject to the provisions of the Regulations, it is intended that the number of appointed Trustees on the Board shall not exceed 25% of the overall Board membership. All members of the Board shall have voting rights.

7 Duties and Powers of the Board

The Board may exercise all such powers and make regulations for all matters required as prescribed or determined under the Charter and these Bye-Laws. In particular (but not by way of limitation) they shall:-

- 7.1 Debate, consider and determine all matters of policy and strategy to be effected on behalf of the Charity;
- 7.2 Manage and supervise the finances of the Charity;
- 7.3 Monitor, review and evaluate the work of the Charity;
- 7.4 Receive, consider and respond to all resolutions received from the Council or other representative bodies within or associated with the Charity;
- 7.5 Subject to these Bye-Laws appoint committees or working groups on such terms and for such purposes as they shall consider appropriate;
- 7.6 Regulate and control the use of the name "Mothers' Union" or any variation or translation thereof and all things done or performed on its behalf and may require that observance of such regulations is made a condition of affiliation;
- 7.7 Be the only body within the Charity, with the addition of the CEO, authorised to issue or make any official statement or public pronouncement upon the policy, activities or views of the Charity or upon any public issue; and
- 7.8 Receive, advise and decide on any question forwarded from any person or Affiliated Organisation through its council or other governing body for the time being.

Provided always that the exercise of such powers and the terms of such regulations shall not be inconsistent with the provisions of the Charter and these Bye-Laws; and

- 7.9 The Board shall make such recommendations to the Council as they see fit for the better ordering or clarification of the affairs, administration or functioning of the Charity.
- 7.10 The Board shall publish annually to the Members through a range of media (including, but not limited to, by electronic means) the following:-
 - 7.10.1 A report on finance and financial developments within the Charity.
 - 7.10.2 A report on the work of any committees and working groups.
 - 7.10.3 A report on any notable aspects of the work of the Charity.

8 Honorary Chaplain

The Board shall appoint an Honorary Chaplain of the Charity for a term of three years who shall be eligible for re-appointment for a second term. The same person shall not hold office as Honorary Chaplain for more than six consecutive years. The Honorary Chaplain shall be

entitled to participate in the meetings of the Board but shall not be a member nor be entitled to vote.

9 Vacancies among the Board

Subject to any provision of the Regulations, casual vacancies occurring among the Board shall be filled in the same manner as for the original filling of the relevant position. A person elected or chosen to fill a casual vacancy shall serve for the remainder of the term for which the person they replace was elected.

10 Election, Appointment and Disqualification of members of the Board

- 10.1 The Worldwide President shall be elected by an electoral college (as set out in the Regulations), for a term of three years and shall be eligible for re-election for one further term of three years. No person shall serve as Worldwide President for more than six years whether consecutively or otherwise, and retirement for any reason during any three-year period of service shall be deemed to be completion of such three-year period. Anyone who has been a Member for five years shall be eligible for election as Worldwide President (with the exception of any person who previously held office as Central President under any former constitution of the Charity). No person who has previously held the office of Central/Worldwide President shall be eligible for election or appointment as a Trustee.
- 10.2 Each Zonal Trustee shall each be elected by a Zonal electoral college (as set out in the Regulations) and shall hold office for a term of three years and shall be eligible for re-election for one further term of three years. Anyone who has been a Member for two years shall be eligible for election as a Zonal Trustee with the exception of any person who has held or holds office as Central/Worldwide President.
- 10.3 Up to four other Trustees may be appointed by the Board from within or outside the membership of the Charity to complement and fill gaps in the skills and experience of the Board in accordance with the selection process outlined in the Regulations. Appointed Trustees shall hold office for such term as may be determined by the Board and shall be eligible for re-appointment subject to a maximum of six years in office (whether consecutively or otherwise).
- 10.4 No person who is (at the time of taking up office) in receipt of a salary or wages from the funds of the Charity or an Affiliated Organisation shall be eligible to be a member of the Board. For the avoidance of doubt, should anyone in receipt of a salary or wage from the funds of the Charity or an Affiliated Organisation be duly nominated and elected to office, they will be required to resign from their salaried position in order to take up office.
- 10.5 The office of Trustee shall be vacated automatically if:
- 10.5.1 the Trustee becomes bankrupt or makes any arrangement or composition with their creditors generally;
 - 10.5.2 the Trustee becomes prohibited by reason of any order made under any law from holding the office of trustee;

- 10.5.3 a registered medical practitioner who is treating the Trustee gives a written opinion to the Charity stating that the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months;
 - 10.5.4 the Trustee dies;
 - 10.5.5 a court makes an order which wholly or partly prevents the Trustee from exercising personally any powers or rights which they would otherwise have and the Board resolves that their office be vacated;
 - 10.5.6 the Trustee resigns their office by written notice to the Charity;
 - 10.5.7 the Trustee is directly or indirectly interested in any contract with the Charity and fails to disclose the nature of their interest to the Charity and the Board resolves that their office be vacated;
 - 10.5.8 the Trustee fails to attend three consecutive meetings of the Board without, in the opinion of the Board, reasonable cause, and the Board resolves that they should vacate office; or
 - 10.5.9 the Board decides by a two-thirds majority of those present and entitled to vote to terminate the office of the Trustee for what they consider to be good cause which shall include, but not be limited to, being in substantial breach of the Charter and/or Bye Laws, bringing the Charity into disrepute, or otherwise causing detriment to the name and/or goodwill of the Charity. Before doing so, the Trustee concerned shall be given the opportunity to be heard by the Board, and be accompanied at such hearing by a person of their choice, before a final decision is made.
- 10.6 In respect of any person who ceases to hold office pursuant to the provisions of Bye-Law 10.5 or for any other reason the Board shall order the replacement of that person and the body responsible under these Bye-Laws for electing or selecting a person to fill that office shall do so as soon as it is reasonably able to do so.
- 10.7 A person who becomes a member of the Board under Bye-Law 10.6 shall hold that office for the balance of the term of the person they replace. The provisions of Bye-Law 1.3 shall apply.

11 Meetings of the Board

- 11.1 The Worldwide President shall convene meetings of the Board not less than two times each year. At the request in writing of more than a third of the Board the Worldwide President shall call a special meeting of the Board at any time. Any such request must state the object of the proposed meeting and must be signed by the Trustees making the request and deposited at the principal office of the Charity.
- 11.2 The quorum necessary for the transaction of business by the Board shall be fifty percent plus one of the Board members.
- 11.3 The Worldwide President, if present, shall preside. If the Worldwide President is not present the Chair shall be taken by any other member of the Board nominated by the Worldwide

President or failing such nomination the members present may choose one of their number to chair the meeting.

- 11.4 At any meeting matters requiring a decision shall be determined by a majority of votes by members of the Board present and in the case of a tied vote the Chair of the meeting shall have a second or casting vote.
- 11.5 The Board may delegate such of its powers to committees or working groups consisting of such persons chosen from among their number, the wider membership or outside the membership, as they shall think fit. Any committee or group so formed shall conform to any regulations or terms that may be imposed on them by the Board. The Board may not delegate its duties in relation to ensuring the solvency of the Charity and safeguarding its assets. It is intended that all committees and working groups will be chaired by a Board member.
- 11.6 A resolution in writing signed by all members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more members.
- 11.7 The Board may co-opt any person to attend any of their meetings or meetings of their committees or working group on such terms as they shall think fit provided that no such person shall be entitled to vote.
- 11.8 A member of the Board shall be deemed to be present at a meeting of the Board and accordingly shall be included in the quorum if by the use of any technological means they are able to participate in the deliberations of the Board as they happen.

12 **The Worldwide Council**

- 12.1 There shall be a forum representing the worldwide membership of the Charity known as the Worldwide Council.
- 12.2 The Council shall comprise the following members:-
 - 12.2.1 The Worldwide President and all members of the Board of Trustees;
 - 12.2.2 A representative of the past Central and Worldwide Presidents of the Charity; and
 - 12.2.3 The Provincial Presidents throughout the world.
- 12.3 An additional representative from each province represented shall be entitled to attend meetings of the Council as an observer and non-voting member on the understanding that their costs are covered entirely by their province.
- 12.4 Any Provincial President who is unable for whatever reason to attend a meeting of the Council shall be entitled, subject to the proviso below, to appoint another member of their Provincial Council to be their deputy and the person so appointed shall have the same rights to speak and vote at that meeting as the person for whom they are deputising, provided that the name of the deputy shall have been notified in writing to the principal office of the Charity not less than 24 hours before the time for holding the meeting. If any province is unable to comply with the foregoing provisions its Provincial President may authorise in writing a person to attend the meeting in the capacity of an observer on behalf of the province provided

that such person shall have no right to speak or vote in the meeting nor to be counted as part of the quorum.

13 Powers and Responsibilities of the Council

Subject to these Bye-Laws the Council shall have the following powers and responsibilities:

- 13.1 When requested by the Board, to provide advice, expertise and assistance to the Trustees, and provide members for working groups on subjects of interest to the affairs of the Charity;
- 13.2 To make or amend by Ordinary Resolution any Regulation for the better governance of the Charity;
- 13.3 To review the performance of the global movement and the Charity;
- 13.4 To approve the strategic plan proposed by the Board for the following triennium;
- 13.5 To review and agree the constituent Zones for membership of the Board; and
- 13.6 To consider and approve the affiliation of provinces, dioceses and/or other such groupings to the Charity.

14 Meetings of the Council

- 14.1 The Council shall be convened by the Worldwide President and shall meet at least once in any three year period, including one meeting designated as the Triennial Meeting, and specified in the notice calling the meeting as such. The business of the Triennial Meeting shall include the approval of the strategic plan proposed by the Board for the following triennium in accordance with Bye-Law 13.4. All meetings of the Council shall be held at such time and place as the Board appoint.
- 14.2 Upon the written requisition of at least 10% of the members of the Council deposited with the Charity, the Board shall immediately proceed to convene a meeting of the Council on a date not later than eight weeks after receipt of the requisition provided that if the meeting so requisitioned shall be required to be held within eight weeks of a scheduled meeting of the Council the Board shall be authorised to postpone the holding of the requisitioned meeting to the date of the scheduled meeting.
- 14.3 A member of the Council shall be deemed to be present at a meeting of the Council and accordingly shall be included in the quorum if by the use of any technological means they are able to participate in the deliberations of the Council as they happen.

15 Notice of Meetings of the Council

- 15.1 All meetings of the Council shall be called by at least twenty-eight days' notice in writing.
- 15.2 The notice shall specify the place, the date and the time of the meeting and the general nature of the matters to be discussed at the meeting. If a Special Resolution is proposed for consideration by the meeting the full wording of the resolution shall be included in the notice.

- 15.3 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings of that meeting.

16 Proceedings at meetings of the Council

- 16.1 No business shall be transacted at any meeting of the Council unless a quorum of members is present at the time when the meeting proceeds to business; fifty percent plus one of the Provincial Presidents or their designated deputy (in accordance with Bye law 12.4 and any Regulations) present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened on the requisition of the members, shall be dissolved; in any other case, shall be adjourned to such other time as the members of the Board may determine.
- 16.2 The Worldwide President shall chair every meeting of the Council. If the Worldwide President is not present the members of the Board present shall elect one of their number to chair the meeting.
- 16.3 At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded:
- 16.3.1 by the Worldwide President; or
- 16.3.2 by at least ten percent of members present.
- 16.4 Unless a poll is so demanded a declaration by the Chair that a resolution on a show of hands has been carried or lost and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact.
- 16.5 In the case of a tied vote, whether on a poll or a show of hands, the Chair shall be entitled to a second or casting vote.
- 16.6 Every eligible member of the Council shall have one vote.
- 16.7 Members of the Council are entitled to appoint another person (being a voting Member of Council) as their proxy to exercise all or any of their rights to attend, and to speak or vote at any meeting of the Council. For the avoidance of doubt, a Provincial President may appoint a deputy pursuant to Bye-Law 12.4 but otherwise is entitled appoint a proxy.
- 16.8 The general provisions relating to the appointment of proxies and the holding of a poll including the form of an instrument appointing a proxy for use in connection with a poll and the conditions affecting its validity and use shall comply with the Regulations unless varied by the Council.

17 Accounts and Audit

- 17.1 The Board shall ensure true accounts are kept of the income and expenditure of the Charity and of the matters in respect of which such income and expenditure arises and of the assets and liabilities of the Charity.

- 17.2 The Board shall send to the Council annually a balance sheet and an income and expenditure account made up to the 31st December in the previous year and audited as hereinafter provided, which shall give a true and fair view of the state of affairs of the Charity at the end of the previous year and of the income and expenditure of the Charity for that year. Copies of the said balance sheet and account, together with the auditors' report thereon, shall be available online and shall also be open to inspection without charge by any Member at the Charity's principal office at all convenient times. Copies thereof shall be available to any Member on request on payment of such reasonable charge as the Board shall from time to time determine.
- 17.3 The said balance sheet and account shall be audited by auditors appointed annually or so often as may be required by the Board, such auditors being members of a body of accountants recognised for the purpose of the Companies Act 2006 or a firm of which at least one partner is such a member, and appointed on such conditions and with such remuneration (if any) as shall be determined by the Board.
- 17.4 The Board shall take all necessary steps to ensure that all salaried staff of the Charity and all other relevant persons give to the said auditors such information and explanations as they shall require.
- 17.5 The Board may at any time remove any auditor before the expiration of the term of their office.
- 17.6 The Charity must comply with the requirements of the Charities Act for keeping financial records, the audit and/or scrutiny of accounts (as required) and the preparation and transmission to the Charity Commission of annual reports, annual returns and annual statements of account.
- 17.7 The Board must maintain proper records, in writing, comprising:
- 17.7.1 minutes of all proceedings at meetings of the Board and Council and of committees;
 - 17.7.2 copies of all resolutions of the Board and Council passed other than at a meeting;
 - 17.7.3 details of appointments of Trustees; and
 - 17.7.4 all professional advice obtained.

18 **The Chief Executive**

The Board shall appoint a Chief Executive, who shall cause to be made and kept records of attendances and of the business transacted at all meetings of the Board, the Council, any committees or working groups of the Charity, and shall perform such other duties as shall from time to time be assigned by the Board. The manner of engagement and termination of appointment of the Chief Executive shall be determined by the Board.

19 **The Seal**

The Board shall provide for the safe custody of the Common Seal of the Charity which shall not be used except upon the authority of the Board and in the presence of any two members of the Board and of the Chief Executive or such other person as the Board may

appoint for the purpose, and those two members of the Board together with the Chief Executive or such other person as aforesaid shall sign every instrument to which the Common Seal is affixed in their presence.

20 Notices

- 20.1 Any notice may be given to any Member either personally or by sending it by post to their registered address, or by fax or email to a number or address supplied by that Member or their authorised representative. It shall not be necessary to give notice of any meeting of the Board to any member of the Board domiciled in Great Britain for the time being abroad, except at an address for service within Great Britain, Ireland, the Channel Islands or the Isle of Man.
- 20.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

21 Indemnity

Except as specifically required by any law no member of the Board shall be liable for the acts or omissions of any other member of the Board or of any employee of the Charity, or for joining in any receipt or document or for any act of conformity, or for any loss or expense happening to the Charity unless the same happens from his or her own wilful default.

22 Validity of Proceedings

The validity of proceedings at any meeting of the Board or of any committee of the Charity shall not be affected by any defect in the appointment of any member of the Board or of such committee, nor by the accidental omission to give notice of the meeting to or the non-receipt of any such notice by any such member.

MOTHERS' UNION

REGULATIONS

CONTENTS

Number(s)	Heading	Page(s)
1	Definitions	18
2	Membership	18
3-7	Affiliation	18-19
8-14	Provincial and Diocesan Organisations	19-20
15-17	Marketing Materials and Governing Documents	20-21
18-23	Elections and Appointments	21-24
24	The Holding of Multiple Offices	24-25
25-30	Committees	25
31-32	Appointment of the Chief Executive and Other Senior Staff Appointments	26
33-36	Miscellaneous Provisions	26-27
37	Consent to Nomination to Any Office	27
38-44	Standing Orders of the Worldwide Council	27-29
45	The Trustees	30
46-48	Subscriptions	30
Schedule	Form 1: Proxy Voting Form, Version 1	31
Schedule	Form 2: Proxy Voting Form, Version 2	32

MOTHERS' UNION
(Incorporated by Royal Charter)
REGULATIONS
MADE UNDER THE BYE-LAWS

DEFINITIONS

1. Words and expressions used in these Regulations shall have the meanings given to them in the Charter and Bye-Laws unless the context otherwise requires. References herein to Members and meetings, unless the context otherwise requires, shall be construed as references to Members and meetings of the Charity; and the following expressions shall have the following meanings respectively:
 - 1.1 For the avoidance of doubt, wherever the terms “nomination papers” or “voting papers” are used in these Regulations, the meaning should be taken to include documents sent by facsimile or electronically which may have no paper basis.
 - 1.2 “Triennium”, “Triennially” and “Triennial period” refer to the three year cycles used within Mothers’ Union that particularly relate to the term of office served by members of the Board.
 - 1.3 “Worldwide Electoral College” means the electoral college established by the Board from time to time for the purpose of electing the Worldwide President and comprising the voting members of Worldwide Council, all past Central and Worldwide Presidents, and the Diocesan Presidents around the world
 - 1.4 “Zonal Electoral College” means the electoral colleges established by the Board from time to time for the purpose of electing the Zonal Trustees and expected to include at a minimum all Diocesan Presidents within a particular Zone.
 - 1.5 “Elector” - being each member of the Worldwide Electoral College or Zonal Electoral College as the case may be.

MEMBERSHIP

2. A person wishing to become a Member (Bye-Law 3) shall be informed of the Aim and Objects of the Charity and of the Charity’s Vision, Mission, priorities and values, howsoever they are currently described.

AFFILIATION

3. A Certificate of Affiliation may be granted by the Worldwide Council to every Provincial, Diocesan or other organisation which fulfils the following requirements:
 - (a) That they state their acceptance of the Constitution of the Charity, and undertake to promote its Aim and Objects;

- (b) That a contribution is made annually to the central funds of the Charity, the minimum to be decided from time to time by the Trustees;
- (c) That a copy of their Constitution is sent to the Chief Executive at the principal office of the Charity.
- (d) That they agree to submit annually to the principal office of the Charity:
 - (i) a report of their activities; and
 - (ii) a signed letter of assurance indicating their ongoing commitment to good governance and agreement with any terms and conditions as may be in place from time to time as set by the Board and Worldwide Council.

4. Provincial Councils

Provincial Councils can apply for affiliation on the terms set out in Regulation 3 above without every individual Diocese within the Province being first affiliated.

5. Mothers' Union groups in a Province where there is no Provincial or Diocesan Council

- (a) Affiliation on the terms set out in Regulation 3 above may be applied for, provided there is a Mothers' Union co-ordinator for the Province who has been nominated or elected by the members, and appointed or approved by the Archbishop of the province. This co-ordinator will have a vote in elections equivalent to the role of a Provincial President.
- (b) Each group shall request the co-ordinator to apply for affiliation by a majority vote.

6. Partnership with other Church Organisations

Partnership may be entered into with other Church organisations on terms of mutual co-operation. Such partnerships do not entitle a partner organisation to be considered as, and receive the same rights as, an Affiliated Organisation of the Charity.

7. Co-operation with other Societies

Co-operation with other societies and organisations outside Mothers' Union for the purpose of mutual assistance and representation shall be determined by the Trustees from time to time.

PROVINCIAL AND DIOCESAN ORGANISATIONS

- 8. Each Affiliated Organisation shall make its own rules for its organisation in accordance with the provisions of the Charter, Bye-Laws and Regulations of the Charity.
- 9. It is anticipated that, unless otherwise specified in their Provincial or Diocesan constitution, office holders within Provincial and Diocesan Organisations, with the exception of secretaries, treasurers

or salaried officials, shall serve for a term of three years and shall then be eligible to serve for one further term.

10. In accordance with Bye-Law 5, all Provincial and Diocesan Organisations are expected to have regular meetings of their members and to ensure that they have arrangements in place, either through the meetings of their Council or other appropriate means, to keep their members properly informed and to enable a process for issues to be raised if necessary.

11. Charitable Appeals

A Mothers' Union group 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 funds. A group may support the needs of its own parish or community, but subject to the Aim and Objects of the Charity.

For the avoidance of doubt, no part of the charitable funds of the Charity, nor of any Mothers' Union organisation, shall be donated for a purpose that is not charitable in law.

12. Programmes

Programmes and activities should be arranged so as generally to further the Aim and Objects of Mothers' Union, and specifically should include prayer, education and service to the community.

13. Special Days of Observance

The Feast of the Annunciation (March 25th or such other date as may be appointed by the Church for the keeping of that Festival) and/or Mary Sumner Day (9th August) may be observed annually as a special day of prayer and thanksgiving for Mothers' Union.

14. Meetings to include Prayer

All meetings of Mothers' Union shall include a time of prayer.

MARKETING MATERIALS AND GOVERNING DOCUMENTS

15. Marketing materials

- (a) All official marketing materials of Mothers' Union shall carry the name of Mothers' Union.
- (b) The Charity will prepare and keep updated guidelines on the use of the Charity's trademarks and marketing house style, and will ensure that these are readily available to all Affiliated Organisations. All Affiliated Organisations are expected to comply with these guidelines.

16. Provincial marketing materials and governing documents

- (a) All marketing materials bearing the name of Mothers' Union issued by a Province shall bear the name of that Province and a copy shall be sent to the principal office of the Charity. In the event of any queries concerning compliance with the guidelines, the Charity will provide advice in advance of production.

- (b) A copy of the Provincial Constitution and of all publications relating to the administration of the Province shall be sent to the principal office of the Charity.

17. Diocesan marketing materials and governing documents

- (a) All marketing materials bearing the name of Mothers' Union issued within a Diocese shall bear the name of that Diocese and a copy shall be sent to the Provincial President for approval by the Province prior to release or production (if so requested).
- (b) A copy of the Diocesan Constitution and of all publications relating to the administration of the Diocese shall be sent to the Provincial President.

ELECTIONS AND APPOINTMENTS

18. Nominations Committee

- (a) To ensure that there is transparency and consistency, the elections process will be overseen by a Nominations Committee of the Board which will be expected to act fairly, without bias and prayerfully throughout the process.
- (b) Membership of the Nominations Committee and the designated roles and responsibilities of this Committee shall be set out in Terms of Reference, as reviewed and approved by the Board at least once every triennium. These Terms of Reference will include, as a minimum, the following clauses:
 - (i) All members of the Nominations Committee will be required to retain strict confidentiality at all times, and will be asked to sign a declaration to this effect.
 - (ii) No member of the Nominations Committee can have a personal interest in the outcome of the election.
 - (iii) There will be one independent external committee member appointed by the trustees with expertise in Board elections or appointments.

19. Election of Worldwide President (see Bye-Law 10.1)

- (a) The Nominations Committee shall collate a shortlist of candidates for the post of Worldwide President from information provided by the Provincial Executives and Dioceses of Mothers' Union around the world. These candidates should have relevant competencies and experience as determined from time to time by the Board to be deemed as duly qualified for the role of Worldwide President. Any shortlisted candidate must give appropriate consent to being included in the election process.
- (b) Nominees for Worldwide President shall have been a Member of the Charity for at least five years, and shall not have served more than three years, whether consecutively or at intervals, as Worldwide President or, prior to the grant of the Charter, as Central President.
- (c) All names of the short-listed candidates shall be sent to the Archbishop of Canterbury for approval before voting takes place.
- (d) At the appropriate time, a voting paper giving the names of the persons nominated, together with information as to their service to Mothers' Union, the wider Church and the community and their vision for the Charity, shall be sent to every voting member of the

Worldwide President Electoral College. Each Elector shall have one vote. Where only one nominee is standing for election they are deemed to be elected subject to having submitted and shared with the electorate their candidate information.

- (e) Each Triennium the Board shall approve a Code of Conduct that shall apply to Members during the election period, regardless of whether they are standing for office or not. Implementation of, and compliance with, this Code of Conduct shall be overseen by the Nominations Committee during the election period.
- (f) A member of the Worldwide President Electoral College will record their vote by sending their voting paper duly completed and signed to the Chief Executive by the stated date.
- (g) In the case of a tied vote the candidate who gained the larger number of votes from among the Diocesan Presidents shall be deemed to have been elected. In the event that this does not resolve the situation the Board may decide to rerun the voting process.
- (h) The Worldwide President shall retire triennially and may not hold that office for more than two triennial periods.

ZONAL TRUSTEES

20. Up to twelve Zonal Trustees (see Bye-Law 10.2)

- (a) Up to twelve Zonal Trustees will be elected from the Zones to ensure a presence on the Board from all parts of the world and the persons (if any) nominated for each Zonal Trustee position shall comprise a separate category for voting purposes.
- (b) The composition of each Zone and the number of Zonal Trustee positions to be filled in respect of each Zone will be determined from time to time by Worldwide Council to reflect presence in, and engagement with, the worldwide movement.
- (c) Zonal Trustees shall retire triennially, and may not hold that office for more than two triennial periods.

21. Method of election of Zonal Trustees

- (a) The Nominations Committee shall collate a short list of candidates for each Zonal Trustee position for from information provided by the Provincial Executives and Dioceses of Mothers' Union around the world. These candidates should have relevant competencies and experience as determined from time to time as duly qualified for the role of Zonal Trustee. Any short listed candidate must give appropriate consent to being included in the election process.
- (b) Nominees for Zonal Trustee shall have been a Member of the Charity for at least two years.
- (c) At the appropriate time, a voting paper shall be sent by the Chief Executive of the Charity to every member of the appropriate Zonal Electoral College for each Zone as determined by the Board Triennially. These voting papers shall provide for each candidate validly nominated by the Nominations Committee to be a Zonal Trustee, their name, province, and information about their relevant experience and expertise.

- (d) Each Triennium the Board shall approve a Code of Conduct that shall apply to all members during the election period, regardless of whether they are standing for office or not. Implementation of, and compliance with, this Code of Conduct shall be overseen by the Nominations Committee during the election period.
- (e) Each Elector shall have one vote. In the event that the Board and Worldwide Council have decided that there should be more than one Trustee for a particular Zone then each Elector shall have as many votes as there are persons to be elected, but not more than one vote shall be given to one candidate.
- (f) Voting papers shall be returned, duly completed and signed, to the Chief Executive of the Charity in time to reach the principal office of the Charity by the date notified on the voting paper.
- (g) If more than one person is put forward for election in respect of each Zonal Trustee position the person having the highest number of votes shall be elected. In the case of a tied vote, the person or persons who gained the larger number of votes from among the Diocesan Presidents shall be deemed to have been elected. In the event that this does not resolve the situation the Board may decide to rerun the voting process for that particular Zonal Trustee position.
- (h) If only one duly qualified person is nominated for a Zonal Trustee position they shall be deemed to be elected, subject to having been approved by the Nominations Committee and having submitted and shared with the electorate their candidate information.
- (i) In the event that no one is nominated or shortlisted by the Nominations Committee for a particular Zonal Trustee position then that Zone (or Zonal area, as the case may be) will not be represented unless it is deemed by the Board to be in the best interests of the Charity to rerun the election for that Zonal Trustee position.
- (j) Casual vacancies shall be filled by the person from the relevant Zone (or Zonal area as the case may be) receiving the next highest number of votes at the election (if any) and that person shall hold office for the balance of the term of the person they replace. In the event that there were no other candidates from that Zone, the role will remain vacant for the remainder of the Triennium, unless the provinces in that Zone and the Board mutually agree that a new election should be held to fill the position.

APPOINTED TRUSTEES

22. Up to four Appointed Trustees

- (a) Up to four other Trustees may be appointed to the Board in order to complement the skills and experience of the elected Trustees.
- (b) It is anticipated that the Appointed Trustees shall be selected in the year after the beginning of the Triennium in order to allow for the Board of Trustees to identify what skills and experience may be sought. The Board shall put in place guidelines governing the procedure to be followed in the event that the number of Appointed Trustees unintentionally exceeds twenty five percent (25%) of the total number of Trustees.

- (c) The Appointed Trustees shall be full voting members of the Board of Trustees.

23. Method of selection of Appointed Trustees

- (a) At the beginning of each Triennium, the Board shall appoint an Appointments Committee, including representatives from within the membership, and/or from outside the membership as it deems appropriate.
- (b) This Appointments Committee shall be tasked with identifying the skills and experience needed to complement the Board in that Triennium and to oversee the subsequent recruitment of these Appointed Trustees. They will do this by analysing a skills audit of the elected Board members, matched against the strategic needs of the Charity and good governance practice set out for Charities in England and Wales, and submit their recommendations to the full Board for approval.
- (c) They will then be tasked with recruiting candidates, who may be identified from within or outside the membership.
- (d) This Appointments Committee shall be chaired by the Worldwide President, or another member of the Board.

24. THE HOLDING OF MULTIPLE OFFICES

- (a) It shall not be possible to hold more than one office which carries with it elected membership of the Board of Trustees.
- (b) Subject to Regulation 24(a) should any member be elected or appointed to more than one such office they shall have the right to choose which they wish to hold for the forthcoming Triennial period, without prejudice to their right to stand for that or any other office at a later Triennial period. They shall make their choice known in writing to the Chief Executive.
- (c) Should any office fall vacant as the result of a member exercising the right in Regulation 24(b) that vacancy shall be treated as a casual vacancy and shall be filled accordingly.
- (d) The Worldwide President shall not hold any other elected role in Mothers' Union and shall be required to resign from any such role when elected as Worldwide President.
- (e) A Zonal Trustee shall not hold any other elected role in Mothers' Union and shall be required to resign from any such role when elected as a Zonal Trustee.
- (f) For the Triennium 2019-21, where the Zone comprises a single Province, a single individual, by agreement, may discharge the duties of both Provincial President and Zonal Trustee. In this situation they may serve in both these roles concurrently but shall attend and vote in their capacity as Zonal Trustee at meetings of the Worldwide Council and in any Electoral College they may be part of for the duration of their term of office. For the avoidance of doubt, a Zonal Trustee who is also a Provincial President shall have only one vote in such cases. The relevant Province shall be entitled to appoint another member to represent the Province in lieu of the Provincial President at meetings of the Council and in any relevant Electoral College and the nominated member shall have the same rights to speak and vote at the meeting as the Provincial President would have. Any person so

appointed shall be notified to the Charity in accordance with the procedure in Bye-Law 12.4.

- (g) The holding of the offices of Provincial President and Diocesan President simultaneously does not give the holder more than one vote in any election.

COMMITTEES

25. As provided in Bye-Law 11.5, the Board may delegate such of its powers to committees or working groups as they shall think fit, except its duties in relation to ensuring the solvency of the Charity and safeguarding its assets.

26. The Board shall determine the terms of any delegation to such committees or working groups and may impose conditions, including that:

- (a) The relevant powers are to be exercised exclusively by the committee or working group to whom the Board delegates;
- (b) No expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Board.

27. Subject to and in default of any other terms imposed by the Board:

- (a) the Worldwide President and/or other specific trustee selected by the Board shall be ex-officio member(s) of every committee or working group appointed by the Board;
- (b) the members of a committee may, with the approval of the Board, appoint such persons from the wider membership, or outside the membership, as they think fit to be members of that committee;
- (c) It is expected that every committee or working group shall be chaired by a Board member to be selected by the Board. If at any meeting the Chair is not present within ten minutes after the time appointed, the members present may choose one of their number to chair the meeting;
- (d) a committee may meet and adjourn as it thinks proper unless directed otherwise by the Board;
- (e) at any meeting matters requiring a decision shall be determined by a majority of votes by the committee members present; and
- (f) in the case of a tied vote the Chair of the committee shall have a second or casting vote.

28. Committees to which the Board delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of the Charter, Bye-Laws and Regulations which govern the taking of decisions by the Board.

29. The terms of any delegation by the Board to a committee shall be recorded in writing.

30. All acts and proceedings of committees shall be reported to the Board fully and promptly.

APPOINTMENT OF CHIEF EXECUTIVE AND OTHER SENIOR STAFF APPOINTMENTS

31. Manner of appointment

- (a) The appointment of the Chief Executive of the Charity shall be made by the Trustees.
- (b) The Chief Executive shall be responsible for the appointment of other senior staff, in consultation with Trustees.

32. Manner of termination of appointment

Any appointment made under Regulation 31(a) above may be terminated by not less than six months' notice in writing to be given or received by the Trustees.

MISCELLANEOUS PROVISIONS

33. Representatives of other Societies (see Regulations 5 -7)

The Board of Trustees and Worldwide Council may, if it thinks fit, invite the attendance of representatives of other organisations to their meetings. Such representatives shall attend as observers only.

34. Salaried Officials

No one in receipt of a salary or wages from the funds of the Charity or an Affiliated Organisation shall have power to vote at any meeting of the Charity.

35. Confidentiality

- (a) All proceedings of the Board, the Worldwide Council and all committees of the Charity are strictly confidential, and no member of any of them or any other individual in attendance shall circulate or publish within or outside Mothers' Union any report of the meetings of these bodies without permission.
- (b) Trustees and committee members shall not discuss outside their meetings any matters not yet decided upon. Trustees shall not be asked by letter or circular to commit themselves beforehand on any subject coming up for discussion.
- (c) Neither the private addresses of Mothers' Union officials, nor the names and addresses of members, shall be supplied to third parties without consent.

36. Communications with and through all forms of Media

- (a) The Charity is responsible for preparing, and keeping updated, a set of key messages concerning Mothers' Union worldwide, and ensuring that these are readily available to all Affiliated Organisations. It is also responsible for creating promptly, and making available to all Affiliated Organisations, material on significant events as they occur.

- (b) Affiliated Organisations are authorised to speak on behalf of the worldwide movement, as long as they follow the agreed messages and materials issued by the Charity, and also to speak to their local media concerning the work within their organisation.
- (c) No other communication beyond these concerning the policy of Mothers' Union shall be sent to, or used through, external media in the name of Mothers' Union, without the sanction of the Worldwide President, Chief Executive or nominated Trustee.

CONSENT TO NOMINATION TO ANY OFFICE

37. For any office the person nominated shall be supplied with a role description for the office concerned, and asked to indicate in writing their consent to stand. Unless this consent has been received by the Chief Executive, the name of the proposed nominee may not be entered on the ballot paper.

STANDING ORDERS OF THE WORLDWIDE COUNCIL

38. Summoning the Worldwide Council

- (a) Meetings of the Council shall be held at least once a Triennium.
- (b) Subject to the provisions of the Bye-Laws in relation to the requisitioning of a meeting by the members of the Council, there shall be at least twenty-eight clear days' notice of every meeting of the Council, to be followed fourteen days before that meeting by an agenda paper specifying the business to be taken.
- (c) No resolution shall be proposed, nor any business transacted at any Council meeting, without due notice appearing on the agenda paper, except at the instance of the Chair, and by the consent of two-thirds of the Council present and voting. A resolution requesting such permission shall be put and voted on without discussion.
- (d) Resolutions for discussion at the Worldwide Council shall be set out in full on the agenda, and shall have been accepted by the Trustees, to whom they can be sent by the Provincial or Diocesan Councils, any Members of the Worldwide Council, and any Trustee. The Trustees shall accept any item for admission to the Agenda if a request for the inclusion of that item is supported by the signatures of not less than ten percent (10%) of those entitled to attend and vote at a meeting of the Worldwide Council.
- (e) All past Central and Worldwide Presidents will receive the papers for all meetings of Worldwide Council. In advance of each meeting, they will agree amongst themselves who will attend the meeting as the voting member to represent them (as set out in Bye-Law 12.2.2)

39. Prayer

All meetings of the Worldwide Council shall be opened and closed with prayer.

40. Minutes

The Minutes of each meeting of the Worldwide Council shall be sent out to each member of the Council no more than fourteen days after the meeting. The Minutes shall then, with the agreement of Council, be approved and signed at the next meeting by the Worldwide President or in their absence the designated Chair.

41. Voting

- (a) Every question shall be settled on a show of hands or by poll.
- (b) No member of the Worldwide Council may have more than one vote. The Chair shall have a casting vote in addition to their ordinary vote.

42. Provisions Relating to the Holding of a Poll

- (a) A poll shall be taken as the Chair directs and they may appoint scrutineers and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (b) A poll shall be taken either forthwith or at such other time and place as the Chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- (c) No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.
- (d) On a poll every member present in person or by proxy shall have one vote.

43. Proxies

- (a) Proxies may only validly be appointed by a notice in writing, which shall, in default of any other form of proxy notice being specified, be in the format of Form 1 or, where the notice is to specify how the appointed proxy is to vote, Form 2, as set out in the Schedule to these Regulations.
- (b) Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- (c) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:

- (i) be deposited at the principal office of the Charity or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (ii) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- (iii) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to the Chief Executive or to any Trustee;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- (d) Proxy notices may, in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents in electronic form

- (i) in the notice convening the meeting; or
- (ii) in any instrument of proxy sent out by the Charity in relation to the meeting; or
- (iii) in any invitation in electronic form to appoint a proxy issued by the Charity in relation to the meeting;

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote;

- (e) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.
- (f) An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

44. Resolutions of Special Importance

Any resolution considered and certified by the Trustees to involve a principle of Mothers' Union or being otherwise of paramount importance must be carried by two-thirds of the members present and voting in order to be passed by the Council.

THE TRUSTEES

45. General Provisions relating to the Trustees

The Trustees shall have the following powers (but not by way of limitation):

- (a) On any question relating to the meaning, interpretation, application or effect of any part of the Constitution of the Charity the decision of the Trustees shall be final and binding upon all members of the Charity. The Chief Executive will, in the event of a question so arising, seek advice from the Charity's legal advisers and inform all the Trustees of this advice prior to their deliberations.
- (b) Not less than 14 days' notice shall be given of the meetings of the Trustees.
- (c) The Trustees shall meet at least two times a year.
- (d) No resolution shall be proposed, nor any business transacted at any meeting of the Trustees, without due notice appearing on the agenda, except with the permission of the Chair, and by the consent of two-thirds of the Trustees present and voting.
- (e) No resolution to rescind any decision of the Trustees that has been placed on the Minutes shall be in order without due notice being given to all Trustees, nor unless the resolution be accepted by a majority of those present and voting at the meeting of the Trustees at which such revocation shall be proposed.

SUBSCRIPTIONS

- 46. For membership of Mothers' Union to be considered current and valid, an annual subscription, the amount and method of payment to be fixed by the Worldwide Trustees, or the Trustees of each Province or Diocese, must be paid either by the individual, jointly by either of two individuals at the same address, or by a named gifting individual.
- 47. The Central Fund shall receive from the Provinces or Dioceses a minimum annual contribution for every member of their body, to support the work of the wider movement, the amount of which shall be decided from time to time by the Trustees in consultation with Worldwide Council.
- 48. Individuals who are not members may choose to support the organisation financially or through fellowship, participation or volunteering. For the avoidance of doubt, such work and any such donations, even if taken as an annualised subscription, do not constitute membership of the Charity, and as such are not subject to the requirements of membership and do not confer on the individual any rights to take on any formal office in the organisation, or to form part of any Electoral College.

SCHEDULE

Form 1: PROXY VOTING FORM, VERSION 1

Full name	
Mothers' Union role	
Province	

I, being a voting member of the Worldwide Council of Mothers' Union, hereby appoint:

(a) The Worldwide President; or

(b)

(Insert full name, Mothers' Union role and Province of alternative proxy)

as my proxy to vote in my name and on my behalf at the meeting of the Worldwide Council to be held on

_____ 20__ and at any adjournment thereof.

Signed on _____ 20__.

Form 2: PROXY VOTING FORM, VERSION 2

Full name	
Mothers' Union role	
Province	

I, being a voting member of the Worldwide Council of Mothers' Union, hereby appoint:

(a) The Worldwide President; or

(b) _____

(Insert full name, Mothers' Union role and Province of alternative proxy)

as my proxy to vote in my name and on my behalf at the meeting of the Worldwide Council to be held on _____

20__ , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No 1 +for +against

Resolution No 2 +for +against

+ strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as they think fit or abstain from voting.

Signed on _____ 20__ .