



*At the Council Chamber, Whitehall*

THE 24th DAY OF APRIL 2018

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE  
PRIVY COUNCIL

The Privy Council has approved the revised Bye-Laws of The Mothers' Union as set out in the Schedule to this Order.

*Richard Tilbrook*

---

*SCHEDULE*

REVISED BYE-LAWS OF THE 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 Worldwide 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 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.

6.2. 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.

1.1. 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.

10.6. 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.