

# Workplace Chaplaincy Mission UK CONSTITUTION

Adopted on .....

## **1 The Name.**

The charity's name is Workplace Chaplaincy Mission UK (and in this document it is called the Charity). (It was formerly known as the Industrial Mission Association.)

## **2 The Objects.**

The Charity's objects (Objects) are:

- (a) To advance the Christian religion by assisting the churches and other Christian bodies to minister to the religious and spiritual needs of people engaging in industry, commerce, arts, community and public life.
- (b) To advance Citizenship and Community Development by assisting churches, faiths and communities in engaging with regeneration and an inclusive economy, acting without distinction to race, gender or political opinion.

In furtherance of the above objects, but not in any other way, the Charity shall have the following powers:

- (1) to assist the work of members, churches and other faiths in their ministry to industry, arts, commerce, public and third sector, entertainment, employment education, economic regeneration and community life.
- (2) to associate for mutual assistance persons engaged in chaplaincy in sectors 2 (b)(1) above, other workplace, urban and community chaplaincies, and wider industrial mission, nationally and internationally.

## **3 Application of the Income and Property.**

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent:

(a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;

(b) a Trustee from:

(i) buying goods or services from the Charity upon the same terms as other members or members of the public;

(ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, or as a member of the Charity and upon the same terms as other members;

(4) No Trustee may be paid or receive any other benefit from being a Trustee.

(5) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

(6) In this Clause 4, "Trustee" shall include any person firm or company connected with the Trustee.

#### **4 Dissolution.**

(1) If the members resolve to dissolve the Charity the Trustees will remain in office as charity trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.

(2) The Trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

(3) The Trustees must apply any remaining property or money:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes the same as or similar to the Charity;  
or

(c) in such other manner as the Charity Commissioners for England and Wales ("the Commission") may approve in writing in advance.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity).

(6) The Trustees must notify the Commission promptly that the charity has been dissolved. If the Trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the charity's final accounts.

## **5 Amendments to Constitution**

(1) Any provision of this constitution may be amended provided that:

(a) no amendment may be made that would have the effect of making the Charity cease to be a charity at law;

(b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Charity;

(c) any resolution to amend this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

(2) A copy of any resolution amending this constitution must be sent to the Commission within twenty one days of it being passed.

## **6 Membership.**

(1) Membership is open to individuals over eighteen or organisations who are approved by the Trustees.

(2) The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application. In which case:

(a) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(b) The Trustees must consider any written representations the applicant may make about the decision.

(c) The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership is not transferable to anyone else.

(4) The Trustees must keep a register of names and contact information of the members

(5) Membership is terminated if:

(a) the member dies or, if it is an organisation, ceases to exist;

(b) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;

- (c) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (d) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if the member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed; and the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

## **7 General meetings.**

- (1) The Charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) The Trustees may call a general meeting at any time.
- (3) The Trustees must call a general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.
- (4) Notice:
  - (a) The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.
  - (b) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
  - (c) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
  - (d) The notice must be given to all the members and to the Trustees.
- (5) Quorum:
  - (a) No business shall be transacted at any general meeting unless a quorum is present.
  - (b) A quorum is one tenth of the total membership at the time.
  - (c) The authorised representative of a member organisation shall be counted as one person for the quorum.
  - (d) If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the Trustees will reconvene the meeting

and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- (e) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

(6) Chair:

- (a) General meetings shall be chaired by the person who has been elected as Chair.
- (b) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (c) If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (d) If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

(7) Adjournments

- (a) The members present at a meeting may resolve that the meeting shall be adjourned.
- (b) The person who is chairing the meeting must decide the date time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (c) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (d) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days notice shall be given of the reconvened meeting stating the date time and place of the meeting.

(8) Voting

- (a) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (b) The authorised representative of a member organisation shall be counted as one vote

(9) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

(10) Representatives of Other Bodies.

- (a) Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (b) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice

has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.

- (c) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

## **8 Trustees and Officers**

(1) The Charity and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this constitution. The Officers and other members of the committee shall be the trustees of the Charity and in this constitution are together called "the Trustees".

(2) The Charity shall have the following Officers: A chair, A secretary, A treasurer.

(3) A Trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity.

(4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 19.

(5) The number of Trustees shall be not less than three and no more than 15.

(6) The first Trustees (including Officers) shall be those persons elected as Trustees and Officers at the meeting at which this constitution is adopted.

(7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

(8) A Trustee may be removed from their position by resolution at a general meeting, unless this would contravene the minimum number of trustees that are required to remain in post for the sole purpose for the dissolution of the charity, in accordance with this constitution.

(9) All Trustees normally serve a three year term of office. The maximum service is normally six years (consecutive or otherwise). Any trustee having served the maximum term is ineligible to seek election or co-option to the Board until a period of one year has passed between the end of that maximum term and taking up a new appointment to the Board, unless:

(a) if after two calls for nominations to a vacancy there had been insufficient eligible candidates: in which case it would then be possible for a two term Trustee to be nominated again, if willing.

(b) or a minimum number of trustees (three) is required to remain in post for the sole purpose for the dissolution of the charity, in accordance with this constitution

(10) The Trustees will organise an electoral cycle shall permit the election of two trustees normally to take office on 1 January each year, following the retirement of two whose term will have just ended.

- (11) The election of persons to fill vacancies as a Trustee shall be by a ballot of Members, by simple majority, or by resolution and vote at a general meeting. The Board shall organise an electoral processes to ensure that vacancies are filled in advance of them occurring.
- (12) If necessary the Trustees may co-opt any member who is willing to act as a Trustee, until the next ballot or general meeting.
- (13) Trustees to be appointed should be nominated prior to the ballot, by a member entitled to vote in the ballot.
- (13) The appointment of a Trustee, whether by ballot or by co-option, must not cause the number of Trustees to exceed any number fixed in accordance with this constitution as the maximum number of Trustees.
- (14) The Charity in general meeting, or by ballot, shall elect the Chair by simple majority, for a three year term of office.
- (15) A Trustee shall cease to hold office if he or she:
- (a) is disqualified from acting as a Trustee under the terms of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
  - (b) ceases to be a member of the Charity; or
  - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, as stated in the written opinion of a registered medical practitioner who is treating that person; or
  - (d) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
  - (e) is absent without the permission of the Trustees from all their meetings held within a period of nine consecutive months, and the Trustees resolve that his or her office be vacated.

## **9 Powers of Trustees.**

- (1) The Trustees must manage the business of the Charity and they have the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - (c) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (d) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

- (e) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves
  - (f) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity
  - (g) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
  - (h) to do all such other lawful things as are necessary for the achievement of the Objects;
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## **10 Proceedings of Trustees.**

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) Any two Trustees may call a meeting of the Trustees, if signed notification is given to the secretary in writing.
- (3) The Secretary must call a meeting of the Trustees if requested to do so by two Trustees.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum for a meeting of Trustees shall be three or the number nearest to one third of the total number of Trustees, whichever is the greater.
- (8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
- (9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting
- (10) The person elected as the Chair shall chair meetings of the Trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

- (12) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
- (13) A resolution in writing signed by at least two-thirds the Trustees entitled to receive notice of a meeting of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held, where a minimum period of seven days, and a maximum period of 21 days exists between the date of the notice of the resolution being sent and the date of the count of the returns.
- (14) A resolution in communicated electronically, that has been agreed and assent signified by at least two-thirds the Trustees entitled to receive notice of a meeting of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held, where a minimum period of seven days, and a maximum period of 21 days exists between the date of the notice of the resolution being sent electronically and the date of the count of the returns.
- (15) The resolution in writing or electronic may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.
- (16) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book. The Trustees may revoke or alter a delegation.
- (17) The Trustees may impose conditions when delegating, including the conditions: that the relevant powers are to be exercised exclusively by the committee to whom they delegate; no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- (18) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.
- (19) The Trustees must keep minutes of all:
- (a) appointments of Officers and Trustees made by the Trustees;
  - (b) proceedings at meetings of the Charity;
  - (c) meetings of the Trustees and committees of Trustees including:
    - the names of the Trustees present at the meeting;
    - the decisions made at the meetings; and
    - where appropriate the reasons for the decisions.

## **11 Irregularities in Proceedings.**

- (1) All acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee who was disqualified from holding office,

or who had previously retired or who had been obliged by the constitution to vacate office, or who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without the vote of that Trustee and that Trustee being counted in the quorum, the decision had still been made by a majority of the Trustees at a quorate meeting.

- (2) No resolution or act of the Trustees, any committee of the Trustees, or the Charity in general meeting, shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

## **12 Annual Report, Returns and Accounts.**

- (1) The Trustees must comply with their obligations under the Charities Act 2011 with regard to:
  - (a) the keeping of accounting records for the Charity;
  - (b) the preparation of annual statements of account for the Charity;
  - (c) the transmission of the statements of account to the Charity;
  - (d) the preparation of an annual report and its transmission to the Commission;
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.
- (3) The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

## **14 Notices.**

- (1) Any notice required by this constitution to be given to or by any person must be in writing or given using electronic communications.
- (2) Notice may be given to a member either: personally; or by sending it by post in a prepaid envelope addressed to the member at his or her address; or by leaving it at the address of the member; or by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (4) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given; Proof that a notice contained in an electronic

communication was properly addressed and sent shall be conclusive evidence that the notice was given.

- (6) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## **15 Rules.**

(1) The Trustees may from time to time make rules or bye-laws for the conduct of the Charity's business.

(2) The bye-laws may regulate the following matters but are not restricted to them:

(a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the Charity in relation to one another

(c) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by this constitution;

(d) All such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.

(4) The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity

(5) The rules or bye-laws shall be binding on all members of the Charity.

(6) No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.