



**LEICESTER ANGLICAN CURSILLO**  
**Charity No 1037619**

**CONSTITUTION**

First Revision adopted on the 27<sup>th</sup> day of June 2009, Amended on the 20<sup>th</sup> day of June 2017.

**A Name**

The name of the Association is Leicester Anglican Cursillo (“the Charity”)

**B Administration**

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee (known as “The Secretariat”), constituted by clause H of this Constitution (“The Appointment of Trustees”)

**C Objects**

The objects of Leicester Anglican Cursillo (“The Objects”) are to advance religion in accordance with the doctrines of the Church of England in the Diocese of Leicester by providing short religious education courses, so that those attending might review their Christian commitment and practice Christian principles in their everyday life and so help others to discover and achieve a Christian way of life.

**D Powers of Trustees**

- (1) The Trustees must manage the business of the Charity and 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 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with Sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
  - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of money borrowed. The Trustees must comply as appropriate with Sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if they intend to mortgage land;
  - (e) to co-operate with other charities, voluntary bodies, and statutory authorities and to exchange information and advice with them;
  - (f) to establish or support and charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (g) to acquire, merge with or enter into any partnership of joint venture arrangement with any other charity formed for any of the Objects;
  - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (j) to obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
  - (k) to open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate 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;
  - (l) to do all such other lawful things as are necessary for the achievement of the Objectives.
- (2) to do all such other lawful things as are necessary for the achievement of the Objectives.
- (3) No alteration of the Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (4) Any meeting of the Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

## **E Membership**

- (1) Membership is open to individuals over the age of eighteen or organisations who are approved by the Trustees.
- (2)
  - (a) 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
  - (b) The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (c) The Trustees must consider any written representations the applicant may make about the decision.
  - (d) The Trustees' decision following any written representation 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 the names and addresses of the members which must be made available to any member on request.

## **F Termination of Membership**

Membership is terminated if:

- (1) the member dies, or if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Charity, unless, after resignation, there would be fewer than two members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) 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:
  - (a) 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;
  - (b) 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 representation to the meeting.

## **G Officers and Trustees**

- (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 (the Lay Director);
  - A Spiritual Director (an ordained member of the Charity appointed by the Diocesan Bishop);
  - 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 must be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause I
- (5) The number of Trustees shall be not less than three plus the four Officers (but unless otherwise determined by a resolution of the Charity in general meeting) shall not be more than fifteen.
- (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.

## **H The Appointment of Trustees**

- (1) The Charity in general meeting shall elect the Officers (except the Spiritual Director, who is appointed by the Bishop) and other Trustees.
- (2) The Trustees may appoint any person who is willing to act as a Trustee. Subject to sub-clause 5(b) of this clause, they may also appoint Trustees to act as Officers.
- (3) Each of the Trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that general meeting for a maximum of three consecutive terms of office (except for those Officers of the Charity who are covered by sub-clause (4) below)
- (4) Each of the Officer posts of the Charity will serve a one year probationary period as "Designate" prior to taking up the post in full, they may, therefore serve a maximum of four consecutive terms.
- (5) No one may be elected a Trustee or an Officer at any annual general meeting unless prior to the meeting the Charity is given notice that:
  - (a) states the member's intention to propose the appointment of a person as Trustee or as an Officer;
  - (b) is signed by the person who is to be proposed to show his or her willingness to stand;
  - (c) is signed and seconded by two members entitled to vote at the meeting;
- (6)
  - (a) The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, i.e. co-opted Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this Constitution as the maximum number of Trustees.
  - (b) The Trustees may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated that office.

## **I Disqualification and Removal of Trustees**

A member of the Executive Committee ("The Secretariat") shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effects).

## **J The Role of the Lay Director and Spiritual Director**

### **(1) Lay Director**

The Lay Director shall be the Chair of Trustees. Their role is to provide leadership for the Trustees in the day to day business of the Charity, and to stimulate a vision for taking forward the Charity in the Diocese of Leicester in line with the Objects and the Aims as set out from time to time by the British Anglican Cursillo Council (BACC). These are:

- (a) to develop in adult Christians a consciousness of their own mission to become leaders in the work of spiritual renewal;
- (b) to sustain adult Christians as they take a positive role in Church life and as they work and witness for Christ in their personal life and in the civic, social and economic life of their own environments.

### **(2) Appointment of Lay Director**

Not less than eighteen months before the annual general meeting (AGM) at which the then Lay Director will have completed three years' in office, the Lay Director and Spiritual Director shall together propose one or more, (maximum of three) nominee(s) for the post of Lay Director Designate (LDD) to the Trustees. The Trustees shall consider these names and may propose additional name(s), and shall, for a period of one month, pray for guidance on the choice of candidate for the post. At the following meeting the Trustees shall discuss the list

and then hold a secret ballot to elect the LDD. At the conclusion of this election, should there not be a clear majority in favour of a particular nominee, the nominee with the fewest votes shall be eliminated and a further secret ballot held. The nominee gaining a clear majority of votes shall be elected as the LDD and will serve one year in this post beginning at the next annual general meeting of the Charity. The LDD will take up the post of Lay Director at the following AGM.

(3) **Spiritual Director**

The role of the Spiritual Director, who is appointed by the Bishop from nominations made by the Trustees ("The Secretariat") is to provide spiritual guidance for the Trustees and members, in the furtherance of the objects of the Charity as set out in "The Objects" and as required by the Bishop's Pastoral Plan.

**K Proceedings of Trustees**

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The secretary must call a meeting of the Trustees if requested to do so.
- (4) Questions arising at a meeting must be decided by a consensus wherever possible. If this cannot be achieved, a decision can be made by simple majority of a vote.
- (5) No decision may be made by a meeting of the Trustees unless a quorum of seven is present at the time the decision is proposed.
- (6) 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.
- (7) If the number of Trustees is less than the number fixed as a quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (8) The Lay Director shall chair all meetings of the Trustees.
- (9) 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.
- (10) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to them in writing by the Trustees.
- (11) A resolution in writing, signed by all the Trustees entitled to receive notice of a meeting of the Trustees, or of a committee 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 the Trustees duly convened and held.
- (12) The resolution in writing may comprise several documents the text of the resolution in like form each signed by one or more Trustees.

**L Property**

- (1) The Trustees must ensure the title to:
  - (a) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
  - (b) all investments held by or in trust for the Charity is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.
- (2) The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.
- (3) The Trustees may remove the holding Trustees at any time.
- (4) No member of the Executive Committee (Secretariat) shall acquire any interest in property belonging to the Charity (otherwise as a Trustee of the Charity) or receive remuneration or be interested (otherwise as a member of the Executive Committee) in any contract entered into by the Executive Committee.

**M Annual Report and Return and Accounts**

- (1) The Trustees must comply with their obligations under the Charities Act 1993 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 statements of account for the Charity;
  - (d) the preparation of an Annual Report and its transmission to the Commission;
  - (e) the preparation of an Annual Return 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 issued by another body.

**N General Meetings**

- (1) The Charity must hold a general meeting within twelve months of the date of the adoption of this Constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called special general meetings.
- (4) The trustees may call a special general meeting at any time.
- (5) The Trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is 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.

**O Notice**

- (1) 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.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) 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.
- (4) The notice must be given to all members and to all the Trustees.

**P Procedure at General Meetings**

- (1) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be quorum when at least 15 members of the Charity are present at the general meeting.

**Q Notices**

- (1) Any notice required by this Constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) by electronic means.
- (2) The Charity must give any notice to a member:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) 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) Conclusive evidence that notice will have been deemed to have been given if:
  - (a) proof that an envelope containing a notice was properly addressed, prepaid and posted;

- (b) proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators.
- (c) forty-eight hours after the envelope containing it was posted, or in the case of an electronic communication, forty eight after it was sent, have elapsed.

## **R Amendments**

- (1) The Charity may amend any provision contained in paragraphs A,B,C of this Constitution 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 or of donors of the Charity;
  - (c) any resolution to amend a provision of Paras A, B or C of this Constitution is passed by not less than two-thirds of the members present and voting at a general meeting.
  - (d) no amendment may be made to Clauses D Powers of Trustees); L (Property) or this clause of this Constitution without prior written consent in writing of the Commissioners.
- (2) Any provision contained in any other paragraphs of this Constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this Constitution shall be sent to the Commission within twenty one days of it being passed.

## **S 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;
  - (b) by transfer to any charity or charities for purposes the same as or similar to the Charity;
  - (c) in such other manner as the Charity Commission 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 the Commission the Charity's final accounts.

## **T Rules**

- (1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members to the Charity (including the admission of organisations to membership);
  - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or places for any [particular purpose or purposes];
  - (d) the procedure at general meetings and meetings of the Trustees in so far as such procedure is not regulated by this Constitution;
  - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a Trustee to sign the

record, the regulations must specify a method of recording the signature that enables it to be properly authenticated)

- (f) generally, 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. No rules or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.

Signed at the Annual General Meeting of the Charity held on Tuesday 20<sup>th</sup> June 2017

Signed by Chair of Trustees at the above meeting:-

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Roger Pullin

Motion to approve:-

Proposed by: Colin Stinchcombe

Seconded by: Adrian Trotter

Motion carried: Yes      Votes for: 26      Votes against: None      Abstentions: 1