**THE ENGLISH CLERGY ASSOCIATION**

**CONSTITUTION**

 1. **NAME**

The name of the Association is **THE ENGLISH CLERGY ASSOCIATION** ("the
Association") and it shall be entitled to refer to itself as standing in succession to The
Parochial Clergy Association.

 2. **OBJECTS AND POWERS**

 2.1 The English Clergy Association, as the successor to the Parochial Clergy Association
exists to support in fellowship all Clerks in Holy Orders in their Vocation and Ministry
within the Church of England as by law Established.

Membership is open to all who support the aims of the Association, including retired
clergy, and clergy of the Church in Wales, the Episcopal Church in Scotland, and the
Church of Ireland, and such lay people as hereinafter defined or specified. Each new
application is considered by a Committee of the Council of the Association.

 2.2 In furtherance of such objects but not otherwise the Association may:

 2.2.1 employ and pay any person or persons to supervise, organise and carry on
the work of the Association and make all reasonable and necessary provision
for the payment of pensions and superannuation to or on behalf of employees
and their widows widowers and other dependents;

 2.2.2 bring together in conference representatives of the Church of England
voluntary organisations, Government departments, statutory authorities and
individuals;

 2.2.3 promote and carry out or assist in promoting and carrying out research,
surveys and investigations and publish the useful results of such research,
surveys and investigations;

 2.2.4 arrange and provide for, or join in arranging and providing for, the holding of
exhibitions, meetings, lectures, classes, seminars and training courses;

 2.2.5 collect and disseminate information on all matters affecting such objects and
exchange such information with other bodies having similar objects whether
in this country or overseas;

 2.2.6 undertake, execute, manage or assist any charitable trusts which may lawfully
be undertaken, managed or assisted by the Association;

 2.2.7 procure to be written and publish, issue and circulate gratuitously or otherwise
a bi-annual journal and such papers, books, periodicals, pamphlets or other
documents of films or recorded tapes as shall further such objects;

 2.2.8 purchase, take on lease or in exchange, hire otherwise acquire any property construct, maintain and alter any buildings or erections necessary for the
work of the Association; and any rights and privileges necessary for the promotion of such objects and

2.2.9 make regulations for any property which may be so acquired;

2.2.10 sell, let, mortgage, dispose of, turn account or otherwise encumber all or any of the property or assets of the Association;

2.2.11 accept gifts and borrow or raise money for such objects on such terms and such security as shall be thought fit;

2.2.12 procure contributions to the Association by personal or written appeals, public
meetings or otherwise;

2.2.13 invest the money of the Association not immediately required for such objects
in, or on such investments, securities or property as may be thought,
nevertheless, subject to such conditions (if any) as may for the time being be
imposed or required by law;

2.2.14 do all such other lawful things as are necessary for the attainment of such objects.

3. **MEMBERSHIP**

 3.1 There shall be two classes of membership namely Ordinary and Associate and either
class of membership shall be subject to election by the Council and the payment of
the annual subscription as laid down from time to time by the Council

 3.1.1 Ordinary membership of the Association shall be open to individuals of 18
years and over who are members of the Church of England and interested in furthering the work of the Association and to Ecclesiastical Corporations other than Corporations sole

 3.1.2 Associate membership of the Association shall be open to Clergy and laity of
the Church in Wales, the Church of Ireland and the Scottish Episcopal
Church, and of other Churches in communion with the see of Canterbury

 3.2 Each Corporate Member shall appoint one individual person to represent it and vote
on its behalf at general meetings of the Association. In the event of such individual
person resigning or otherwise leaving such Corporation he or she shall immediately
cease to be a representative of such organisation;

 3.3 Each Corporate Member may appoint:

 3.3.1 a deputy to replace its appointed representative if the appointed representative is unable to attend any particular meeting of the Association; and

 3.3.2 two or more if agreed observers (who shall not be entitled to vote) to attend
any such meeting;

 3.4 Candidate membership of either class shall be open to those under the age of 18
years who are interested in furthering the work of the Association. Candidate
members shall not be entitled to vote.

3.5.1 The Council shall have the right: to approve or reject applications for membership without giving any reason; and

3.5.2 For good and sufficient reason to terminate the membership of any member
provided that the individual member concerned or the individual member representing such Corporate Member shall have the right to be heard by the Council before a final decision is made.

3.6 Where there is a finding of misconduct under the Clergy Discipline Measure 2003 or equivalent legislation, involving sexual abuse, or abuse of any other kind, of children or vulnerable adults, or a finding of guilt for such offences in a secular court, a member of the Association or an individual representing a corporate member, shall be deemed to have acted inconsistently with membership of the Association and shall cease to be a member of the Association or to represent a corporate member.  The member shall be sent a notice by the Secretary of the Association by registered post to the last known address on the register of members informing him or her of the cessation of membership.  The member shall have a period of 28 days from the date of the notice to lodge an appeal to the Council against the cessation of membership and the notice sent to the member must state the right of appeal and the manner in which it is to be made. The decision of the Council shall be final.

4. **HONORARY OFFICERS, PATRON, PRESIDENT, VICE-PRESIDENTS**

 4.1 At the Annual General Meeting mentioned below the Ordinary Members of the
Association shall elect a Chairman, a Deputy Chairman, a Vice-Chairman, a
Treasurer, a Secretary, an Almoner and such officers as the Association shall from
time to time decide, all such officers shall unless the Annual General Meeting resolve otherwise, be Honorary appointments provided that the Chairman shall be elected on the proposal of the President or Patron if present or upon the nomination of the Council if the Council shall have so resolved.

 4.2 The first officers shall be as follows:

Chairman: The Reverend John W. Masding

Vice-Chairman: The Reverend Canon R. Tom K. Griffin

Treasurer: Dr D. Michael Tyrrell

Almoner: The Reverend Dr. Mark E. Glasswell

4.3 The Chairman and honorary officers of the Association shall subject to the provisions of clause 5.12 (below), hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election.

4.4 The Association or the Council shall appoint from time to time an Auditor
honorary or otherwise or an Independent Examiner or shall arrange for such
other inspection and review of the accounts, books and records of the
Association each year in time for the General Meeting as the Association in General Meeting shall see fit. I

4. 5 The Association may elect and remove a Patron upon the nomination of the Chairman and Council and such persons shall hold office for the period specified in the invitation to such post.

5 **THE COUNCIL**

5.1 The policy and general management of the affairs of the Association shall be
directed by a General Council ("the Council") whichshall meet not less than
twice a year and when complete shall consist of not less than 7 members but
not more than 15 members including the honorary Officers aforementioned;

5.2 The Patron and the President shall each have either the right to attend Council
meetings or shall exercise the right to serve as supernumerary members of the
Council with the same right to speak move resolutions and vote as any other
member of the Council;

5.3 Election to the Council shall be for 3 years. One-third of the membership shall
retire annually but shall be eligible for re-election, the members so to retire
being those who have been longest in office since the last election but not
reckoning ex officio members. As between members who have been in office
the same length of time, those due to retire shall be chosen by lot;

 5.4 No persons (other than retiring Officers, or Members of the Council) shall be
eligible for election as Officers or Members of the Council unless:

 (a) they are nominated by at least three Members of the Society at least
one of whom must be a Member of the Council; and

 (b) their nomination is approved by a simple majority of the Council.

Such nomination shall be signified upon such form (if any) giving such
particulars of the candidate for election as may be required by the Council
from time to time and signed by the Candidate by way of assent to the
nomination with a Declaration that he desires in standing and if elected to
further the objects, policies and current activities of the Association. The said
form shall be sent to the Hon. Secretary so that it reaches the said Officer not
later than 30 days before the succeeding Annual General Meeting. The Hon.
Secretary shall include the names of all candidates properly nominated upon
the notices convening such Annual General Meeting.

 5.4 In addition to the members so elected and to those serving by virtue of clause
4.3 the Council may co-opt further members of the Council up to a number
whereby the total number of members of the Council shall not exceed 15 who
shall be Members of the Association whether individual or representative or a
combination of both and who shall serve until the conclusion of the next
Annual General Meeting after co-option provided that the number of co-opted
members shall not exceed one-third of the total number of members of the
Council in accordance with clause 5.1. and if the Council does not co-opt
leaving him sufficient nominations to do so the Chairman may himself co-opt
up to three members to the Council. Co-opted members shall be entitled to
vote at meetings of the Council;

 5.5 Any casual vacancy in the Council may be filled by the Council and any person
appointed to fill such a casual vacancy shall hold office until the conclusion of
the next Annual General Meeting of the Association and shall be eligible for
election at that meeting;

 5.6 The proceedings of the Council shall not be invalidated by any failure to elect,
or any defect in the election, appointment, co-option or qualification of, any
member;

 5.7 The Council may appoint and fix the remuneration of a Registrar and of all such other staff as may in its opinion be necessary;

 5.8 The quorum of the Council shall be 5;

 5.9 The Council may appoint such committees as may be deemed necessary by the Council and shall determine their terms of reference, powers, duration and
composition. The Chairman shall have the right to belong to or attend any
Committee. All acts and proceedings of such special or standing committees shall be reported back to the Council at the Council's meeting next after the meeting of such committee. Each committee of the Council shall have a majority who are members of the Council and each shall have as its quorum the number determined
by the Council when establishing the Committee and shall only have the power to
appoint co-opted members if the minute establishing that Committee so authorises;

5.10 The Council shall appoint an Executive Committee comprising the Chairman,
the Treasurer and at least three other members appointed by the Council to carry
out such urgent work of the Association and the Council as may be necessary for
reasons of time or travel provided that the following shall require the Council's
approval and shall not be decided by the Executive Committee:

5.10.1 Decisions involving expenditure in excess of £1,000.00;
5.10.2 Any proposed change in the objects or this constitution,
5.10.3 The employment of any person by the Association;

5.10.4 The making of any public statement regarded as binding the Association.

5.11 The Executive Committee shall have a quorum of 3.

5.12 The Council shall be entitled to remove and appoint the Chairman or any other Officer of the Association in circumstances where, for any reason, the relevant Officer is unable to attend to his duties; the appointment to be for such period as the Council shall agree, provided that it will not exceed 18 months and in any event will expire at the conclusion of the Annual General Meeting of the Association following the appointment.

 6. **MEETINGS OF THE ASSOCIATION**

 6.1 An annual General Meeting of the Association shall be held at such time (not being
more than 15 months after the holding of the preceding Annual General Meeting)
and place as the Council shall determine. ~~At least 21 clear days' notice shall be
given in writing by the Honorary Secretary or Registrar to each member.~~ At such
Annual General Meeting the business shall include the election of honorary officers;
the election of Members to serve on the Council; the appointment of an auditor or
other person as is specified in clause 4.4; the consideration of an annual report of
the work done by or under the auspices of the Council and of the audited,
examined or inspected accounts; and the transaction of such other matters as may
from time to time be necessary.

6.2 An Extraordinary General Meeting of the Association may be called by any of the
following and the Honorary Secretary shall within 14 days of receiving written
notification call the said Extraordinary General Meeting:

6.2.1. the Council

6.2.2. the Patron

6.2.3. the President

6.2.4. the Chairman

6.2.5. any 20 members of the Association

 6.3 The President or in his absence the Patron shall be entitled to take the Chair
at every General Meeting but in their absence the Chairman shall take the
Chair failing which those present shall elect a Chairman from amongst
themselves.

 7. **HONORARY OFFICERS AND COUNCIL MEMBERS**

 7.1 Only Members of the Association whether individual or representative shall be
eligible to serve as honorary officers or members of the Council;

 7.2 Nominations for honorary officers or members of the Council must be made in
writing and must be in the hands of the Registrar or Honorary Secretary at
least 28 days before the Annual General Meeting. Provided that at the
discretion of the Chairman of the meeting nominations may be made at the

meeting in the absence of any written nominations having been received.
Should nominations exceed vacancies, election shall be by ballot or a system
of postal voting (the arrangements for which shall be made by the Council).

7.3 A vote of no confidence carried by a two-thirds majority of those present and
voting shall require the resignation of the Council or any Member thereof as
may be specified and if the resignation is not received within 7 days the
Association shall be deemed to have dismissed the said Council, Member or
Officer. Provided that the vote of no confidence shall have appeared on the
Agenda in the Notice of the Meeting.

7.4 Where there is a finding of misconduct under the Clergy Discipline Measure 2003, or equivalent legislation, involving sexual abuse or abuse of any other kind, of children or vulnerable adults, or a finding of guilt for such offences in a secular court, concerning the Patron, President or a Vice-President or an Honorary Officer of the Association, a Member of the Council, or a Trustee of the Benefit Fund, that person shall be removed from any office or position he or she holds by a resolution of the Council.  The person so removed shall have the right to appeal to a General Meeting of the Association that may be convened specially for the purpose.  The individual concerned shall be sent a notice by the Secretary of the Association by registered post to the last known address informing him or her of the resolution to remove him or her from Office or from the Council or body of Trustees. The member or office holder shall have a period of 28 days from the date of the notice to lodge an appeal to a General Meeting of the Association against the cessation of membership and the notice sent to the member or office holder must state the right of appeal and the manner in which it is to be made. The decision of the General Meeting shall be final.

8. **RULES OF PROCEDURE AT GENERAL MEETINGS**

8.1 Notice

At least 21 clear days' notice of a general meeting shall be given by the Honorary Secretary or Registrar to each member. The notice of any general meeting must:

1. state the time and date of the meeting;
2. in the case of a meeting to be held partly or fully at a physical location, give the address at which the meeting is to take place;
3. in the case of a meeting to be held partly or fully by electronic means, give arrangements for accessing the electronic meeting;
4. give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;
5. if a proposal to alter the Constitution of the Association is to be considered at the meeting, include the text of the proposed alteration; and
6. include, with the notice for the AGM, the annual statement of accounts and trustees’ annual report, details of persons standing for election or re-election as trustee, or where allowed under clause 14 (Use of electronic communication), details of where the information may be found on the Association’s website.

8.2 Quorum

The quorum at a meeting of the Association shall be 10 Ordinary Members, or
such other number as the Association may in a general meeting from time to
time determine in advance. If no quorum be present within half an hour of the
time called for the meeting the Chairman shall declare the meeting adjourned
to a time and place to be fixed by him and the members shall be notified and
the meeting shall then take place and if no quorum be present then the Council
shall either then or later assume the power of the General Meeting for a period
not exceeding 12 months.

 8.3 Voting

Save as otherwise provided, all questions arising at any meeting shall be
decided by a simple majority of those present and entitled to vote.
Arrangements for proxy voting may from time to time be made by the Council,
provided that no such arrangements shall be made with regard to clauses 11
and 12. No person shall exercise more than one vote notwithstanding that he
or she may have been appointed to represent 2 or more interests, but in case
of an equality of votes the chairman of the meeting shall have a second or
casting vote.

 8.4 Minutes

Minute books shall be kept by the Council and all other committees, and the
appropriate secretary shall enter in the minute book a record of all proceedings and resolutions.

 8.5 Standing orders and rules

The Council shall have power to adopt and issue standing orders and/or rules for
the Association. Such standing orders and/or rules shall come into operation
immediately provided that they shall be subject to review by the Association in
general meeting and shall not be inconsistent with the provisions of this Constitution.

 9. **FINANCE**

 9.1 All money raised by or on behalf of the Association shall be applied to further the
objects of the Association and for no other purpose provided that nothing contained in this constitution shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment of reasonable out-of-pocket expenses;

9.2 The Honorary Treasurer shall keep proper accounts of the finances of the
Association and the financial year of the Association shall end on 31st day of
December in each year;

9.3 An audited or approved statement of its accounts in accordance with clauses 4.4
for the last financial year shall be submitted by the Council to the Annual General
Meeting.

9.4 A bank account shall be maintained in the name of the Association with Coutts &
Company, Strand or with such other bank as the Council shall from time to time
decide. The Council shall make appropriate arrangements for the signing of
cheques.

 10. **PROPERTY**

The title to all real or personal property which may be acquired by or on behalf of
the Association shall be vested in a corporation lawfully entitled to act as custodian
trustee or in not less than 3 or more than 4 individual persons being members of
the Council who shall be fully and effectually indemnified by the Association in
respect of the proper fulfillment of their office.

 11. **ALTERATIONS TO THE CONSTITUTION**

Any alteration of this Constitution shall receive the assent of not less than two-
thirds of the members of the Association whether individual or representative
present and voting at a special general meeting provided that notice of any such
alteration shall have been received by the Honorary Secretary in writing not less
than 49 clear days before the meeting at which the alteration is to be brought
forward. At least 21 clear days' notice in writing of such a meeting setting forth the
terms of the alteration to be proposed shall be sent by the Honorary Secretary to each member of the Association.

 12. **DISSOLUTION**

If the Council by a simple majority decides at any time that on the ground of
expense or otherwise it is necessary or advisable to dissolve the Association, it
shall call a meeting of all members of the Association who have the power to vote
of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by majority of
those present and voting at such meeting the Council shall have power to dispose
of any assets held by or on behalf of the Association. Any assets remaining after
the satisfaction of any proper debts and liabilities shall be given or transferred to
such other institution or institutions having objects similar to the objects of the
Association as the Council may determine.

 13. **NOTICES**

Any notice may be served by the Honorary Secretary or Registrar on any member
either personally or on its appointed representative as the case may be or by
sending it through the post or by electronic means. ~~in a pre-paid letter addressed to such member at his, her or its last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 7 days of posting.~~

1. 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, to the last known postal or electronic address, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(b) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the Association.

14. **USE OF ELECTRONIC COMMUNICATIONS**

* 1. General

The Association will comply with the requirements of the Communications Provisions in the Constitution and in particular:

(a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form; and

(b) any requirements to provide information to the Charity Commission in a particular form or manner.

14.2 To the Association. Any member may communicate electronically with the Association to an address specified for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the Association.

14.3 By the Association.

1. Any member of the Association, by providing the Association with his or her email address or similar, is taken to have agreed to receive communications from the Association in electronic form at that address, unless the member has indicated to the Association his or her unwillingness to receive such communications in that form.

1. The Association may, subject to compliance with any legal requirements, by means of publication on its website:

(i) provide the members with the notice referred to in clause 8.1 (Notice of general meetings); and

(ii) give members, members of the Council and Benefit Fund Trustees, notice of meetings in accordance with clause 13 (Notices).

1. The Association must:

(i) take reasonable steps to ensure that members are promptly notified of the publication of any such notice or proposal; and

(ii) send any such notice or proposal in hard copy form to any member who has not consented to receive communications in electronic form.

15. **INTERPRETATION**

For the interpretation of this constitution, the Interpretation Act 1978 shall apply as
it applies to the interpretation of an Act of Parliament.

16. **ADOPTION**

This Constitution was adopted on the 9th day of September 1992

Amended on the 14th day of May 1996

Amended on the 14th day of May 2012,

Amended on the 11th May 2015.

Amended on the 16th May 2017.

PETER M SMITH
Chairman