

## **Constitutional Motions for the 2025 Annual Meetings**

### **Explanatory note:**

The following are motions which would amend the GA's Constitution. Motions to amend the Constitution need to be submitted for an earlier deadline, and also need to have earlier notice requirements than regular motions. Regular motions will be circulated with other documents in early March, after the regular motions deadline.

These motions are all 'Administrative Motions', submitted by the GA Executive Committee as trustees, and therefore do not count towards the maximum number of 4 Ordinary motions.

### **Motions 1-6**

Motions 1-6 are all motions to create the Charitable Incorporated Organisation (CIO), and it is intended these will be dealt with as a batch. These should be read in conjunction with the text for the proposed CIO Constitution, By Laws and Standing Orders documents, which can be found on our website at [www.unitarianmeetings.org.uk](http://www.unitarianmeetings.org.uk)

### ***Incorporation of the Assembly***

The members of the Assembly (the **Members**) are asked to note the motion passed previously by them at their meeting held on 5 April 2024 to make preparations for the Assembly to become incorporated as a Charitable Incorporated Organisation (the **CIO**), subject to further motions to be proposed at the annual meeting of members in April 2025.

The Executive Committee of the Assembly has prepared a draft constitution for the new CIO (the **CIO Constitution**) and wishes to propose further motions to the Members to approve the draft Constitution and to address the other steps required in order for the Assembly to be incorporated (the **Incorporation**) by way of a transfer of the assets and liabilities of the Assembly to the CIO, with the Members of the Assembly becoming members of the CIO, and for the Assembly to be dissolved upon or following the Incorporation (the **Dissolution**).

The motions proposed by the Executive Committee in relation to the Incorporation and the Dissolution are that:

1. The draft constitution (the **Constitution**) for a charitable incorporated organisation (the **CIO**) which has been presented to the annual meeting is in a form approved and authorised by the Members, subject to the Executive Committee being authorised to make such alterations to the draft Constitution which:

- a. the Executive Committee considers to be necessary in order to facilitate the registration of the CIO as a charity by the Charity Commission, and/or
  - b. the Executive Committee considers to be necessary to rectify any errors or omissions in the draft Constitution.
2. The Executive Committee is authorised to establish and register the CIO as a charity by applying to the Charity Commission using the draft Constitution in a form approved in accordance with motion 1 (and subject to any alterations made pursuant to paragraphs (a) and (b) thereof).
3. Subject to the establishment and registration of the CIO as a charity by the Charity Commission, the Assembly should be incorporated (**the Incorporation**) as a CIO by way of a transfer of the assets and liabilities of the Assembly to the CIO with effect from a date (**the Incorporation Date**) determined by resolution of the Executive Committee.
4. Subject to motions 1 to 3 being approved by a majority of the members of the Assembly present and voting at the annual meeting of members of the Assembly, the Assembly should be dissolved in accordance with Clause 18 of the existing constitution of the Assembly (which was last altered on 5 April 2023) (**the Existing Constitution**) with effect from a date (**the Dissolution Date**) determined by resolution of the Executive Committee and, in accordance with Clause 18(4) of the Existing Constitution that the assets of the Assembly should be applied by transferring them to the CIO in accordance with motion 3.
5. The Executive Committee is authorised to take all such steps as are reasonably required in order to transfer the assets and liabilities of the Assembly to the CIO and otherwise to implement the Incorporation, including agreeing the form of any documents which are required in addition to the draft Constitution and authorising any two of their number to sign any such documents on behalf of the Assembly and/or the Executive Committee.
6. The Executive Committee is authorised to take all such steps as are reasonably required in order to give effect to the dissolution of the Assembly including in particular (but without limitation):
  - a. agreeing the form of any documents which are required and authorising any two of their number to sign any such documents on behalf of the Assembly and/or the Executive Committee;
  - b. remaining in office as the charity trustees of the Assembly for such period as is necessary in order to wind up the affairs of the Assembly in an orderly manner; and

- c. determining the terms and dates on which the assets and liabilities of the Assembly should be transferred to the CIO in order to wind up the affairs of the Assembly in an orderly manner.

*Note: Each of motions 1 to 6 requires the approval of a majority of the Members present and voting at the annual meeting.*

### ***Vacancies on the Executive Committee***

The Executive Committee also wishes to propose a motion to the Members which is intended to ensure that the Executive Committee is properly and fully constituted at all relevant times before the Incorporation Date, by ensuring that vacancies on the Executive Committee can be filled between annual meetings of the Members where such vacancies cannot be filled by election.

The motion proposed by the Executive Committee is that the constitution of the Assembly (which was last altered on 5 April 2023) should be altered by deleting the second sentence of Clause 13 and replacing it with the following provisions:

7. "In the event of any vacancy occurring amongst the members of the Executive Committee (whether a casual vacancy or a vacancy which occurs because vacancies are not filled by way of an election), the Executive Committee shall have the power to fill such vacancies by appointing persons who shall serve until the next election of the members of the Executive Committee (and the members of the Executive Committee shall be able to exercise this power notwithstanding any other provision in this constitution which requires the Executive Committee to be comprised of a specified number of persons and/or any minimum quorum requirement."

*Note: Motion 7 requires the approval of at least two-thirds of the Members present and voting at the annual meeting.*