



**CONSTITUTION OF
THE ASSOCIATION OF PROVINCIAL BURSARS**
(as ratified at the October 2021 APB AGM)

ARTICLE 1 NAME

The name of the Association shall be 'The Association of Provincial Bursars', which may be abbreviated to 'APB' (and in this Constitution is called the "Association").

ARTICLE 2 NATURE AND LEGAL STATUS

The Association is an unincorporated association.

ARTICLE 3 OBJECTS

The objects of the Association shall be:

- 3.1 To facilitate co-operation, collaboration and communication between the members on matters of mutual interest; and
- 3.2 To deepen the understanding of members, and other interested persons, in the theoretical and practical aspects of the stewardship of temporal goods by, and within, religious orders and the compliance of religious orders with their obligations under UK law and relevant ecclesiastical law.

ARTICLE 4 ACTIVITIES AND POWERS

- 4.1 The Association and its property shall be managed and administered in accordance with this Constitution by the members of the Executive Committee (elected in accordance with ARTICLE 8 of this Constitution) (the "Executive Committee").
- 4.2 To further the objects of the Association (but not for any other purposes) the Executive Committee shall, subject to sub-clause 4.3 of this Constitution, have the following powers at their discretion:
 - (a) to organise meetings, seminars, webinars and such other means of sharing information as they shall consider appropriate (whether in person or by virtual means), on the spiritual and temporal aspects of the Members' ministries and to provide and disseminate information to Members to enable them to better fulfil their stewardship duties;
 - (b) to engage or employ the General Secretary and such other employees, consultants or advisers as are necessary or desirable for the promotion of the objects and to make any reasonable provision for the payment of pensions for such personnel;



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- (c) to co-operate with other voluntary bodies, charities and statutory authorities operating in furtherance of the objects or of similar purposes and to exchange information and advice with them;
- (d) to open and operate such bank and other accounts as the Executive Committee consider necessary;
- (e) to appoint and constitute such committees as the Executive Committee think fit and to make rules governing the proceedings of such committees; and
- (f) to do all such other lawful things as are necessary for the achievement of the objects.

4.3 The Association itself shall not offer advice but shall help Members to find appropriate sources of help.

ARTICLE 5 MEMBERSHIP

5.1 For the purposes of this Constitution a religious order is defined as:

- (a) an Institute of Consecrated Life or a Society of Apostolic Life as described and governed by CIC 573-746; or
- (b) an analogous entity of a Christian church other than the Roman Catholic Church; and

each autonomous abbey and monastery of a monastic order is counted as a distinct religious order.

5.2 Membership of the Association is open to any individual who qualifies to be appointed as either:

- (a) a Full Member (in accordance with sub-clause 5.7 of this Constitution); or
- (b) an Associate Member (in accordance with sub-clause 5.8 of this Constitution)

(collectively the "Members").

5.3 Each Member shall pay the annual subscription which shall:

- (a) be in such amount as shall be recommended by the Executive Committee to, and agreed by, the Members at each AGM for the following year and the amounts may be different for Full Members and Associate Members;
- (b) cover the membership year from 1 January to 31 December in each year; and
- (c) shall be payable by no later than 31 March in each year.



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- 5.4 The membership of any Member whose subscription is unpaid more than 3 months after becoming due shall terminate automatically.
- 5.5 Every application for membership shall be submitted to the General Secretary for consideration by the Executive Committee which may refuse the application if they consider, acting reasonably and properly, that it would be in the best interests of the Association to refuse the application, provided that the individual concerned shall have the right to be heard by the Executive Committee before a final decision is made.
- 5.6 A Member may transfer their membership to another individual connected to the same religious order who is eligible to become a Member of the same category, subject to the approval of the Executive Committee.
- 5.7 Full Membership
- (a) Full membership is open to Bursars, Provincial Bursars or persons who are appointed, employed or contracted by a religious order operating within the United Kingdom to have the main or significant responsibility for the financial stewardship of that order.
 - (b) Not more than one person from any one religious order may be a Full Member of the Association at any time.
 - (c) Each Full Member shall have one vote.
 - (d) Each Full Member shall have an equal share in the property of the Association in the event of its dissolution.
 - (e) Full Members shall have the right to attend meetings and events organised by the Association.
- 5.8 Associate Membership
- (a) Associate Membership of the Association is open to other persons involved in the financial stewardship of a religious order.
 - (b) There is no limit to the number of persons from any one religious order who may have Associate Membership.
 - (c) Associate Members shall have no voting rights.
 - (d) Associate Members shall have no share in the property of the Association in the event of its dissolution.
 - (e) Associate members shall have the right to attend meetings and events organised by the Association.

ARTICLE 6 FRIENDS OF THE ASSOCIATION OF PROVINCIAL BURSARS

6.1 The Executive Committee may from time to time invite persons, organisations or companies working as professional advisers in relevant sectors who wish to be involved with the Association, to become Friends of the Association on such terms and for such period as they think fit and the Executive Committee may at any time revoke such invitation without reason.

6.2 Friends:

- (a) are not Members of and have no rights in respect of the Association;
- (b) do not have any interest in or entitlement to the property of the Association;
- (c) shall, subject to payment of such annual fee as the Executive Committee shall determine, receive information sent to Members and have their contact details passed to the Members;
- (d) may be invited by the Executive Committee to attend meetings and events organised by and for the Association or to host webinars and seminars or other events of interests for the Members.

ARTICLE 7 THE ANNUAL GENERAL MEETING

7.1 Time and Place

- (a) There shall be one Annual General Meeting ("AGM") of the Association each year and not more than 15 months shall pass between one AGM and the next.
- (b) The AGM shall be held at such time and on such date as the Executive Committee shall determine. The AGM shall be held either at such place as the Executive Committee shall think fit or shall be held virtually by such electronic facility or facilities as the members of the Executive Committee shall determine.
- (c) All Members shall be given at least 21 days' notice of the AGM, either in writing or by electronic mail stating the date and time of the meeting and the place of the meeting if a physical meeting is taking place. If the AGM will take place virtually by electronic facility or facilities, the notice shall state how the individuals participating will communicate with each other during the meeting and vote on any issues that arise.
- (d) All Members shall be entitled to attend the AGM.

7.2 The AGM shall:

- (a) receive the Chair's report on the activities of the Association since the last AGM;
- (b) receive a statement of accounts for the previous financial year (1 January to 31

December) from the Treasurer of the Association, which statement shall have been independently examined and which shall be presented by the Treasurer for approval and acceptance by the Members;

- (c) approve the Executive Committee's recommendations for the subscription fees for the forthcoming year;
- (d) approve the appointment of the independent examiner of the accounts
- (e) elect members of the Executive Committee in accordance with sub-clause 9.3 of this Constitution;
- (f) deal with any other business put before the Members that has been communicated to the General Secretary at least one month in advance of the AGM.

7.3 Voting and decision making

- (a) The Chair shall be the chair of the AGM. If the Chair is not present, or is unwilling to chair the meeting, the Vice-Chair if present and willing shall chair the meeting. If neither the Chair or the Vice-Chair are present and willing to chair the meeting then before any other business is transacted the Full Members present shall appoint a Full Member present as chair of the AGM.
- (b) The Executive Committee shall make whatever arrangements they consider appropriate to enable those attending the AGM to exercise their rights to speak or vote at it which may include enabling Members to attend and participate either wholly or in part by simultaneous attendance and participation by electronic facility or facilities, and may determine the means, or all different means, of attendance and participation used in relation to meeting. The Full Members present in person or by proxy by electronic facility or facilities (as so determined by the Executive Committee) shall be counted in the quorum for and be entitled to participate in the AGM. An AGM that is held either wholly or partly by electronic facility or facilities shall be duly constituted and its proceedings valid if the person appointed to chair the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that Members attending the AGM by all means (including by electronic facility or facilities) are able to participate in the business for which the AGM been convened; hear all persons who speak at the meeting; and be heard by all other persons attending and participating in the meeting.
- (c) All Full Members present in person, or by proxy, shall have one vote and unless otherwise stated votes shall be decided by a majority vote on a show of hands. In the event of a tie, the person chairing the AGM shall have a casting vote.
- (d) There shall be a quorum when at least 50 Full Members of the Association are present at the AGM. If no quorum is present at the start of the AGM, the meeting shall be adjourned to take place in the same day in the next week at the same

time to be held at the same place and/or by the same electronic facility or facilities or at such place and/or by such electronic facility or facilities as the Executive Committee may determine. If at the adjourned AGM a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall form a quorum.

7.4 Proxy voting

- (a) Any Full Member may appoint either:
 - (1) an Associate Member who is connected to the same religious order to attend the AGM and speak and vote on their behalf in a ballot or on a show of hands; or
 - (2) the chair of the AGM to vote on their behalf in a ballot or on a show of hands;provided that notice appointing the proxy is given to the General Secretary not less than 24 hours prior to the commencement of the AGM in such form as the Executive Committee shall, from time to time, determine.
- (b) If the Full Member does not specify how they want their proxy to vote on particular resolutions specified in the notice for the AGM, the proxy may vote or abstain as they think fit.
- (c) A proxy may also vote or abstain as they think fit on any other business which properly comes before the AGM.

ARTICLE 8 EXTRAORDINARY GENERAL MEETINGS

8.1 An Extraordinary General Meeting ("EGM"):

- (a) may be called at any time by the Executive Committee; and
- (b) must be convened by the Executive Committee within 21 days of a request signed, or authenticated, by no fewer than one-fifth of the Full Members of the Association.

8.2 The rules of procedure relating to an AGM, as set out in sub-clauses 7.1 and 7.3 of ARTICLE 7 of this Constitution, shall apply to the holding of the EGM.

ARTICLE 9 THE EXECUTIVE COMMITTEE

9.1 Composition of the Executive Committee

- (a) The Executive Committee shall consist of up to seven Members, who shall be elected in accordance with sub-clause 9.3 of this Constitution.



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- (b) If the number of members of the Executive Committee falls below seven, the existing members of the Executive Committee shall have the power, and shall be required if possible, to co-opt sufficient Members to fill the vacancies.
- (c) Associate Members elected or co-opted to the Executive Committee are deemed to be Full Members of the Association for so long as they remain on the Executive Committee.

9.2 Term of Office

- (a) Subject to sub-clause (b) of this Constitution, members of the Executive Committee shall be elected for a term that commences at the conclusion of the AGM at which they are elected and expires (subject to earlier termination in accordance with sub-clause 9.4 of this Constitution) at the conclusion of the third AGM that takes place after the AGM at which they are elected.
- (b) Co-opted members of the Executive Committee shall be appointed for a term that expires (subject to earlier termination in accordance with sub-clause 9.4 of this Constitution) at the conclusion of the first AGM that takes place after the date on which they are co-opted.
- (c) A member of the Executive Committee (whether elected or co-opted) may be appointed to serve a second term that will expire (subject to earlier termination in accordance with sub-clause 9.4 of this Constitution) at the conclusion of the third AGM that takes place after the AGM at which they are re-elected. A member of the Executive Committee may not be appointed or co-opted to serve a third consecutive term but may be reappointed at the AGM that takes place next after their retirement, or co-opted after the date of that AGM.

9.3 Election of the Executive Committee

- (a) The election of the members of the Executive Committee shall take place at the AGM.
- (b) Subject to sub-clause 9.2(c) of this Constitution all Full and Associate Members are eligible to be elected to serve on the Executive Committee.
- (c) Any eligible Member must be nominated, in writing, by two Members and the individual must also indicate their willingness to serve, whereupon they become a "Candidate". Nominations must be received by the General Secretary no later than 9 am on the morning of the day of the AGM at which the election is to be held, in such manner as the Executive Committee may from time to time determine.
- (d) If the number of Candidates is equal to, or fewer than, the number of vacancies on the Executive Committee, then all Candidates will be deemed to have been duly elected in an uncontested election without the need for a ballot.



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- (e) If the number of Candidates is greater than the number of vacancies on the Executive Committee, then there shall be a contested election by secret ballot of members which shall be held in such manner as the Executive Committee shall from time to time determine. Every Full Member of the Association may vote, in writing, for as many Candidates as there are vacancies; the Candidates shall be ranked in order of the number of votes received, and those receiving the most votes, up to the number of vacancies, are elected. In the event of a tie a second ballot shall take place immediately, in such manner as the Executive Committee shall from time to time determine, between the tied Candidates only.
- (f) The members of the Executive Committee will take office immediately at the conclusion of the AGM at which they are elected.

9.4 Termination of membership of the Executive Committee

A member of the Executive Committee shall cease to hold office if they:

- (a) cease to be a member of the Association, or cease to be eligible to be a member of the Association;
- (b) in the written opinion, given to the Executive Committee, of a registered medical practitioner treating that person, have become physically or mentally incapable of acting as a member of the Executive Committee and may remain so for more than three months; or
- (c) resign by written notice to the Association (but only if at least 4 members of the Executive Committee will remain in office when the notice of resignation is to take effect).

9.5 Meetings of the Executive Committee

- (a) At its first meeting after each AGM, the Executive Committee shall elect the officers of the Association in accordance with ARTICLE 10 of this Constitution.
- (b) The Executive Committee shall meet at least four times a year.
- (c) Meetings of the Executive Committee may be held either in person or by suitable electronic means agreed by the Executive Committee in which all participants may communicate with all other participants.
- (d) A quorum of four members of the Executive Committee is required at each meeting.
- (e) The Chair shall act as the chair of the meetings of the Executive Committee. If the Chair is not present, or is unwilling to chair the meeting, the Vice-Chair if present and willing shall chair the meeting. If neither the Chair or the Vice-Chair are present and willing to chair the meeting, the members of the Executive



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Committee present shall choose one of their number to chair the meeting.

- (f) An extraordinary meeting of the Executive Committee may be called at any time by the Chair or by any three members of the Executive Committee, provided that at least 4 days' notice is given to other members of the Executive Committee.
- (g) The Executive Committee may invite other persons, including but not limited to Members, to attend any or all of its meetings to observe or to advise, but such individuals shall not have any vote.
- (h) When the Executive Committee is not able to agree on any matter by consensus, the Chair shall put the matter to a vote, with each member of the Executive Committee having a single vote on any question. The decision shall be made by majority vote and in the event of a tie the person chairing the meeting has a casting vote.
- (i) The Executive Committee may take decisions outside of a meeting if they indicate to each other by any means (including without limitation electronic means) that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing copies of which have been signed by each member of the Executive Committee or by means of an email from each Executive Committee member indicating their agreement.
- (j) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents and data, provided that such rules may not be inconsistent with this Constitution.

9.6 Expenses of the Executive Committee.

Expenses incurred by the members of the Executive Committee:

- (a) attending committee meetings, on other business on behalf of the Executive Committee; or
- (b) representing the Association; or
- (c) attending the annual APB Conference

will be met by the Association and paid by the Treasurer.

ARTICLE 10 OFFICERS OF THE EXECUTIVE COMMITTEE AND ASSOCIATION

10.1 At the first meeting of the Executive Committee after each AGM, the members of the Executive Committee shall elect the following officers (the "Officers") from among their number:

- (a) the Chair;

- (b) the Vice-Chair; and
 - (c) the Treasurer, who shall have stewardship over the funds of the association and shall present accounts regularly to the Executive Committee, and independently examined accounts annually to the AGM.
- 10.2 The Officers elected in accordance with sub-clause 10.1 of this Constitution shall serve in their appointed position for so long as they continue to be members of the Executive Committee or until the conclusion of the next AGM, whichever comes first.
- 10.3 General Secretary
- (a) The Executive Committee shall engage or employ an individual to serve as the General Secretary of the Association, for such term, at such remuneration and on such conditions as the Executive Committee shall think fit.
 - (b) The General Secretary shall act as the secretary to meetings of the Association and meetings of the Executive Committee, and shall have the right to attend and speak at such meetings, but shall not have a vote.
 - (c) The General Secretary shall maintain a membership database of the Association and shall manage and facilitate communications from the Association to Members and between Members and Friends of the Association.

ARTICLE 11 Amending the Constitution

- 11.1 The Association shall have the power to amend the Constitution at the AGM or at an EGM called for that purpose.
- 11.2 The notice of the AGM or EGM at which any amendment to the Constitution is to be considered must set out in the notice the terms of the alteration proposed.
- 11.3 Any alteration to the Constitution shall be made by a resolution passed by not less than two thirds of the Full Members present, in person or by proxy, at the AGM or EGM in question and shall take effect from the conclusion of the AGM or EGM at which the resolution is passed.

ARTICLE 12 DISSOLUTION

- 12.1 A resolution for the dissolution of the Association may be passed at an Executive Committee meeting by a positive vote of not less than five members of the Executive Committee. In the event of such a resolution being passed, the General Secretary shall convene an EGM of the Association within thirty days.
- 12.2 If the resolution for dissolution of the Association passed in accordance with sub-clause 12.1 of this Constitution:
- (a) is confirmed by a two thirds majority of the Full Members present, in person or by

proxy, at the EGM the Executive Committee shall proceed to wind up the affairs of the Association and distribute any remaining funds, after all debts have been settled, equally amongst all Full Members;

- (b) is not passed, the members of the Executive Committee members shall all deemed to have resigned with effect from the conclusion of the EGM and the EGM shall, during the meeting elect new members of the Executive Committee to fill the vacancies. If a new Executive Committee cannot be elected, the Association shall be deemed to have dissolved and the outgoing members of the Executive Committee shall proceed to wind up the affairs of the Association and distribute any remaining funds, after all debts have been settled, equally amongst all Full Members.

ARTICLE 13 NOTICES

13.1 Any notice of document to be served on any Member shall be in writing and shall be served by the General Secretary (or such other person as the Executive Committee may from time to time decide) on any Member either personally or by electronic means or by sending it through the post in a prepaid letter addressed to such Member at their last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within two days of posting and any notice sent by electronic means shall be deemed to have been received within 24 hours of being sent.

13.2 Any notice or document to be served on the Association or the Executive Committee shall be sent in writing by post or electronic means to the General Secretary (or such other person as the Executive Committee may from time to time decide) at such address or to such email address as the Executive Committee may notify in writing to Members from time to time. A notice or document sent by post shall be deemed to have been received within two days of posting and any notice or document sent by electronic means shall be deemed to have been received within 24 hours of being sent.

Association of Provincial Bursars

6 October 2021