

Proposed Changes to the Pax Christi Constitution

This paper documents the proposed changes to the Pax Christi Constitution as recommended by the Constitution Working Group and to be discussed at an EGM held on 19 November 2022.

Throughout the document the clause number is displayed in column 1, the existing text in column 2, the new text in column 3, and the rationale for any changes in column 4.

Definitions			
Clause	Original Text	New Text	Rationale/Comments
n/a		In this Constitution the term 'Secretary' refers to the person mandated by the Executive Committee to oversee the administration of the organisation and communications with the members. This will usually be the senior member of staff. The Secretary may also be an honorary unpaid position.	There is a lack of clarity to the meaning of the word <i>secretary</i> throughout the document. The senior member of staff takes responsibility for this whatever their much wider job description, for example Director, Co-ordinator or General Secretary.
n/a		"In writing" includes email communication.	This clarification saves changing various clauses to confirm that electronic communication is acceptable.

Name and Objects			
Clause	Original Text	New Text	Rationale/Comments
1	The name of the Society is 'Pax Christi (British Section)' (hereinafter also called 'the Society').	The name of the Society is 'Pax Christi England & Wales' (hereinafter also called 'the Society').	This change was agreed at AGM 2020 and requires no further agreement at a General Meeting.

Clause	Original Text	New Text	Rationale/Comments
2	The objects of Pax Christi are as set out in the International Statutes and in particular:-	The vision of Pax Christi is set out in the International Statutes. Pax Christi England and Wales works towards the fulfilment of that vision by:	Recommendation that the International Statutes are made available on the Pax Christi E&W website.

2(a)	by the witness of its members inspired by the word of God and the Eucharist and acting in accordance with the spirit of the Beatitudes and of Christ's commandment, to fight injustice, to forgive one's enemies and love one's neighbour. The impact of Pax Christi primarily depends on how its members embody these ideals in their own lives.	the witness of its members inspired by the word of God and the Eucharist and acting in accordance with the spirit of the Beatitudes and of Christ's commandment, to fight injustice, to forgive one's enemies and love one's neighbour. The impact of Pax Christi primarily depends on how its members embody these ideals in their own lives.	The removal of <i>by</i> . This does not change the substance of the clause and does not require consent of a General Meeting.
2(b)	in considering the problems of the world and the church to study the Christian peace ideal and to find ways of realising this in the light of the Gospel.	considering the problems of the world and the church to study the Christian peace ideal and to find ways of realising this in the light of the Gospel.	The removal of <i>by</i> . This does not change the substance of the clause and does not require consent of a General Meeting.
2(c)	by appropriate initiatives to promote this ideal among all peoples and institutions. Pax Christi encourages friendship, dialogue, meetings and non-violent action to arouse awareness and a sense of responsibility in public opinion. The society makes efforts to change attitudes and structures which maintain conflicts and which prevent peace from becoming a reality.	appropriate initiatives to promote this ideal among all peoples and institutions. Pax Christi encourages friendship, dialogue, meetings and nonviolent action to arouse awareness and a sense of responsibility in public opinion. The society makes efforts to change attitudes and structures which maintain conflicts and which prevent peace from becoming a reality.	The removal of <i>by</i> at the beginning and a hyphen in nonviolent. This does not change the substance of the clause and does not require consent of a General Meeting.

Membership			
Clause	Original Text	New Text	Rationale/Comments
3(a)	A person who subscribes to the objects of Pax Christi shall, upon payment of the annual subscription, be an ordinary member of the society and shall be entitled to: i. attend and vote at all General meetings ii. nominate other members for elections to the Executive iii. seek appointment or election to the Executive after they have been a member of the society for at least one full year.	A person who subscribes to the objects of Pax Christi shall, upon payment of the annual subscription, be an ordinary member of the society and shall be entitled to: i. attend and vote at all General meetings [see clause 3(c)] ii. nominate other members for elections to the Executive iii. seek appointment or election to the Executive after they have been a member of the society for at least one full year.	

New Clause 3(b)		A group which subscribes to the objects of Pax Christi shall, upon payment of the annual subscription, be a member of the society and shall be entitled to: i. nominate delegates to attend and vote at all General meetings [see clause 3(c)] ii. nominate other members for elections to the Executive iii. seek appointment or election as individuals to the Executive after they have been a members of the society for at least one full year.	
New Clause 3(c)		Members are able to vote – or nominate delegates from their group to vote – at General Meetings of the Society as follows: Individual Member – 1 vote Family/Small Group – 2 voting delegates Organisation – 2 voting delegates	

3(d)	Every member is deemed to authorize the society its institutions, nominees, agents and employers to keep such records and information concerning the member as may reasonably be required for the efficient organization of the society but always to the obligation of to hold such information in strict confidence and not to release such information save in furtherance of the objects of the society.	Every member is deemed to authorize the society its institutions, nominees, agents and employees to keep and use such records and information concerning the member as may reasonably be required for the efficient organization of the society. Such records will be kept in line with current data protection legislation and always respecting the obligation to hold such information in strict confidence.	New numbering Corrected <i>employers</i> to <i>employees</i> Changed last sentence to confirm compliance with the law regarding data protection. Removed repetition.
3(e)	The society shall be empowered to keep records of every member to include the following information:- i. name ii. address and telephone number iii. date joined iv. class of membership v. amount of subscription vi. date subscription paid vii. membership region viii. special interest/group membership ix. office held current or in the past in the society or other related organizations x. parish/diocese.	The society shall be empowered to keep records of every member to include the following information:- i. name ii. address and telephone number iii. date joined iv. class of membership v. amount of subscription vi. date subscription paid vii. membership region viii. special interest/group membership ix. office held current or in the past in the society or other related organizations x. parish/diocese. xi. email address xii. social media handles	New numbering Added email address and social media handles. The first is added to reflect current practice. The second is added to allow this as a possibility.

3(f)	The Executive Committee may, by majority vote and for good reason, cancel any membership. Provided that the member(s) concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.	The Executive Committee may, by majority vote and for good reason, cancel any membership provided that the member(s) concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.	New numbering Corrected grammar by removing the full stop. This does not change the substance of the clause and does not require consent of a General Meeting.
New Clause 3(g)		Any Member who, without special arrangement, has not paid their subscription for 1 year is deemed no longer to be a member and relinquishes their voting right. Members will be sent three invitations to renew their membership before it is cancelled.	New numbering It was felt that an additional clause was necessary here to clarify that, when a member falls into arrears, they lose their voting right.

Structure			
Clause	Original Text	New Text	Rationale/Comments
4	The management and policy making functions of the society shall be divided between the society in General Meeting, and the Executive Committee and the division of these functions shall be governed by clauses 5, 6 and 7.	The management and policy-making functions of the society shall be divided between the society in General Meeting, and the Executive Committee and the division of these functions shall be governed by clauses 5, 6 and 7.	A hyphen has been inserted in <i>policy-making</i>. This does not change the substance of the clause and does not require consent of a General Meeting.

Membership			
Clause	Original Text	New Text	Rationale/Comments
5(a)	The Annual General Meeting, called by the Executive Committee, shall be held in either May or June in each year.		
5(b)	It shall be the function of the society in Annual General Meeting to:- i. elect members to the Executive Committee ii. receive reports from the Executive Committee iii. discuss and approve the accounts iv. appoint independent accountants v. fix the membership subscription. vi. deal with such other business as may have been placed on the agenda in accordance with clause 5 (e).	It shall be the function of the society in Annual General Meeting to:- i. elect members to the Executive Committee ii. elect officers of the society iii. receive reports from the Executive Committee iv. discuss and approve the accounts v. appoint independent accountants vi. fix the membership subscription. vii. deal with such other business as may have been placed on the agenda in accordance with clause 5 (e).	Changed to clarify that officers of the society are directly elected by the society in General Meeting.
5(c)	An Extraordinary General Meeting may be convened by the Executive Committee at any time and shall be called by the Secretary upon receiving a requisition signed by at least ten per cent of the members stating the object of the meeting.	An Extraordinary General Meeting may be convened by the Executive Committee at any time and shall be called by the Executive Committee within 3 months of receiving a requisition signed by at least ten per cent of the members or 50 members, whichever is fewer.	Change to clarify that, in all instances, it is the Executive Committee who call a General Meeting of the Society. Altered the numbers required to petition for an EGM to a number that made it achievable (given no access to database) without making it too easy. Set a time limit for holding an EGM.

5(d)	Not less than twenty-eight days notice in writing of General Meetings shall be sent to members of the society, but the accidental omission to give notice to or the non-receipt of notice of a meeting by any valid person entitled to receive notice shall not invalidate the proceedings at the meeting.		
5(e)	Any member of the society who wishes a resolution to be put to the society in General Meeting must notify the Secretary not less than fourteen days before such a meeting and shall enclose with the notification a copy of the resolution signed by a proposer and seconder both of whom must be members.	Any member of the society who wishes a resolution to be put to the society in General Meeting must notify the Secretary not less than fourteen days before such a meeting and shall enclose with the notification a copy of the resolution signed by a proposer and seconder both of whom must be members. A resolution proposed by the Executive Committee as a whole does not require seconding.	It was felt that it was sufficient that a proposal to the AGM that came from the Executive Committee as a body should not require seconding. This would help the membership better understand where a proposal was coming from.
5(f)	Every matter shall be decided on a show of hands SAVE THAT elections to the Executive shall be conducted by a ballot using the single non-transferable voting system.		

5(g)	Any member who is unable to attend any general meeting: i. shall be entitled to vote by proxy; notice of such intention being notified to the Secretary together with the name of the person nominated to act as proxy at least twenty-four hours before the meeting ii. may vote on any matter to be discussed by indicating to the Secretary in writing at least twenty-four hours before the meeting the manner in which s/he would have voted had s/he been present at the meeting.		
5(h)	Nominations for election to the Executive Committee must be made by members in writing and must be in the hands of the Secretary of the Executive Committee at least fourteen days before the Annual General Meeting.	Nominations for election to the Executive Committee must be made by members in writing and must be in the hands of the Secretary at least fourteen days before the Annual General Meeting.	Change <i>Secretary of the Executive Committee</i> to <i>Secretary</i> .

Executive Committee			
Clause	Original Text	New Text	Rationale/Comments
6(a)	The management of the society shall be vested in the Executive Committee which shall consist of the following persons:- i. the President (ex-officio) ii. the Chairperson iii. the Vice-chairperson iv. the Treasurer v. the Secretary (ex-officio) vi. the National Chaplain (ex-officio) vii. one full-time worker (ex-officio) viii. six elected members.	The management of the society shall be vested in the Executive Committee which shall consist of the following persons:- i. the President (ex-officio) ii. the Chairperson iii. the Vice-chairperson iv. the Treasurer v. the Secretary (ex-officio) vi. the National Chaplain (ex-officio) vii. one other staff member chosen by the staff (ex-officio) viii. six ordinary members.	Given that the Secretary will usually be a staff member point vii is altered <i>one other staff member</i>. Also removed the requirement that this staff member be a full-time employee. Changed viii from <i>six elected members</i> to <i>six ordinary members</i> for clarity and consistency.
6(b)	The Executive Committee may co-opt up to three ordinary members of the society onto the Executive Committee.	The Executive Committee may co-opt up to three ordinary members of the society to the Executive Committee for a maximum of one year after which, should they wish to continue, they must stand for election in the usual way.	This change adds a time limit to any co-option before a Member of the Exec must be elected by the AGM. This minimum gap is consistent with the length of time that must expire between expiration of term of office and eligibility for re-election [9(b)]
6(c)	The Executive Committee may appoint a Secretary and other employees as may from time to time be necessary or desirable for carrying out the work of the society and may fix their remuneration.		
6(d)	The Executive Committee may appoint legal and financial advisers as shall from time to time be necessary for carrying on the work of the society.		

Delete 6(e)	The Executive Committee shall whenever necessary nominate two or more persons who are willing to hold property (real or personal) as trustee for the society.	Recommend deleting this clause	We cannot imagine what situation this clause exists for and, unless there does exist a reason to keep it, then it should be deleted.
6(f)	The Executive Committee shall meet not less than six times a year.	The Executive Committee shall meet not less than six times a year, one of which will be the AGM.	Renumber if we delete 6(e) To comply with current practice.
6(g)	The proceedings of the Executive Committee shall not be invalidated by any vacancy among their numbers or by any failure to appoint or any defect in the appointment of a member.	The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number, or by any failure to appoint, or any defect in the appointment of a member.	Renumber if we delete 6(e) Added commas. This does not change the substance of the clause and does not require consent of a General Meeting.
6(h)	A member of the Executive Committee shall cease to hold office if he or she notifies 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 effect).	A member of the Executive Committee shall cease to hold office if he or she notifies the Executive Committee of a wish to resign. Should their resignation take the total number of Executive members below 5 then a General Meeting must be called.	Renumber if we delete 6(e) Add 'of' Remove the refusal of resignation. Insert section triggering a general meeting should the number fall below 5. (Consistent with quorum in 8.c.ii)
6(i)	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. No rule may be made which is inconsistent with this constitution.		Renumber if we delete 6(e)

New Clause 6(j)		At meetings of the Executive Committee, each Executive Committee member shall have one vote. Every matter shall be decided by a majority vote of the members of the committee present and voting on the question, but in case of equality of votes the chairperson shall have a second casting vote.	This is moved from 8(d) where it previously formed the second part of that clause.
6(k)	The Executive Committee may make decisions without meeting, by all members of the Executive Committee signing a written resolution.	The Executive Committee may make decisions without meeting provided they have all been informed in writing of the resolution, and a majority give their written consent.	New numbering. Wording changed to clarify that a majority, not unanimity, is required for consent to be given.

President and Chaplain (British Section)			
President, Vice-Presidents, and Chaplain			
Clause	Original Text	New Text	Rationale/Comments
7(a)	The President of Pax Christi shall be appointed by the Roman Catholic Hierarchy of England and Wales and where necessary in consultation with the Hierarchy of Scotland.	The President of Pax Christi shall be appointed by the Roman Catholic Hierarchy of England and Wales.	Remove reference to Scotland. This is a consequence of a decision made at the 2020 AGM and does not require additional consent of an AGM.
New Clause 7(b)		The role of Vice President is an honorary role offered to candidates who can represent or speak for the organisation or provide expertise in a particular area. Vice Presidents are appointed by the Executive Committee for a five-year term which can be renewed.	To clarify the role of Vice President and the process of appointment.

7(c)	In consultation with the Bishop President, the Executive Committee will appoint the National Chaplain of Pax Christi. The position of National Chaplain is held for two years, when the Chaplain and the Executive Committee mutually review it. On mutual agreement, the position can be renewed for three terms (maximum of 6 years). The Executive Committee will notify the Bishops' Conference of the appointment.	In consultation with the Bishop President, the Executive Committee may appoint the National Chaplain of Pax Christi. The position of National Chaplain is held for two years, when the Chaplain and the Executive Committee mutually review it. By mutual agreement, the position can be renewed every two years. The Executive Committee will notify the Bishops' Conference of the appointment.	Renumber if 7(b) is inserted. Changed <i>will appoint</i> to <i>may appoint</i> Remove time limit.
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Organization of Meetings			
Clause	Original Text	New Text	Rationale/Comments
8(a)	Save as otherwise indicated the previous provisions of this clause shall apply to all meetings of the society in General Meeting and the Executive Committee.	Save as otherwise indicated the provisions of this clause shall apply to all meetings of the society in General Meeting and the Executive Committee.	Remove the word <i>previous</i> which is redundant. This does not change the substance of the clause and does not require consent of a General Meeting.
8(b)	Meetings shall be chaired by the Chairperson and in his/her absence the Vice-chairperson or if neither of these are present, by some member elected by the meeting.	Meetings shall be chaired by the Chairperson and in his/her absence the Vice-chairperson or if neither of these are present: i. An Executive Committee meeting is chaired by someone elected by the meeting. ii. A General Meeting is chaired by someone nominated by the Executive Committee with the consent of the meeting.	Changed to clarify that in the case of General Meetings the chair will not be elected from the floor but nominated by the Executive Committee and agreed by the floor.

8(c)	There shall be a quorum present before any meeting shall commence. The quorum shall be: i. for a General Meeting - ten members including one member of the Executive Committee ii. for an Executive Committee meeting - five members of the Executive Committee.		
8(d)	All members of the society shall be entitled to attend and with the consent of the Chairperson speak at all meetings of the Executive Committee but voting shall be restricted to members of Executive Committee as the case may be and each such member shall have one vote. Every matter shall be decided by a majority vote of the members of the committee present and voting on the question, but in case of equality of votes the chairperson shall have a second casting vote.	All members of the society shall be entitled to attend and with the consent of the Chairperson speak at all meetings of the Executive Committee, but not vote. Any member wishing to attend such a meeting should notify the Secretary so as to receive the details.	Old clause split into two sections. This now solely deals with members attending and speaking at Executive Committee meetings. The part on voting at Executive Meetings becomes a new clause 6(j).
8(e)	The society in General Meeting, the Executive Committee may establish sub-committees to advise them on specific matters.	The society in General Meeting or the Executive Committee may establish sub-committees to advise them on specific matters.	Removed comma and inserted <i>or</i> for clarity. This does not change the substance of the clause and does not require consent of a General Meeting.

8(f)	Minutes of all General Meetings and of the Executive Committee shall be kept in books provided for this purpose. At each of these meetings, the minutes of the last such meeting shall be available to each member and if confirmed by the meeting shall be signed by the Chairperson.		
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Elections			
Clause	Original Text	New Text	Rationale/Comments
9(a)	Nominations to the elective office must be in writing showing a proposer and a seconder both of whom must be members.	Nominations to the Executive Committee must be in writing showing a proposer and a seconder both of whom must be members.	Change <i>elective office</i> to <i>Executive Committee</i> .
9(b)	Members elected to the Executive Committee shall hold office for the period of two years. Those elected shall hold office from the end of the Annual General Meeting at which they are elected. Members relinquishing their office shall be entitled to seek further election save that (and subject to clause 9 (c) below) no members shall be re-elected for more than three consecutive terms (i.e. six years). They may stand for re-election after one year.		

9(c)	In establishing the maximum continuous period of membership of the Executive Committee in respect of a member who, holding the post of Chairperson, Vice-chairperson or Treasurer, would otherwise be ineligible for re-election under clause 9 (b) above, the maximum continuous period shall be four terms (i.e. eight years).	In establishing the maximum continuous period of membership of the Executive Committee in respect of a member who, holding the post of Chairperson, Vice-chairperson or Treasurer, would otherwise be ineligible for re-election under clause 9 (b) above, the maximum continuous period shall be five terms (i.e. ten years)	This does not correspond to current practice which sees the clock re-set to zero when someone becomes an officer making maximum term 14 years. We recommend that the maximum continuous period of office should be five terms, 10 years.
9(d)	Any member of the Executive Committee (save for members ex-officio) shall be deemed to have resigned their membership if they shall fail to attend three consecutive meetings of the Executive Committee without disclosing good cause to the reasonable satisfaction of the Executive Committee.		

Organization of Meetings			
Clause	Original Text	New Text	Rationale/Comments
10(a)	The Executive Committee of the society shall maintain such banking accounts as it thinks fit. Cheques shall be signed by two persons as the Executive Committee shall from time to time authorise.	The Executive Committee of the society shall maintain such banking accounts as it thinks fit. Cheques shall be signed and on-line payments authorised by two persons as the Executive Committee shall from time to time authorise.	Altered to include online payments.
10(b)	The Executive committee may receive on behalf of the society gifts for the general purposes of the society and may also receive gifts for any specific purposes.		

10(c)	All sums of money standing to the credit of the said bank accounts and not required for immediate purposes can be invested by the Executive Committee of the society in the name of the society or Trustees on their behalf.	All sums of money standing to the credit of the said bank accounts and not required for immediate purposes can be invested by the Executive Committee of the society in the name of the society.	Remove reference to trustees (c.f. deleting 6e)
10(d)	All proper costs, charges and expenses of and incidental to the management of the society shall first be defrayed out of the income of the society.		

10(e)	The accounts of the society shall be submitted to an independent accountant annually and shall be presented to the next Annual General Meeting.		
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The Constitution			
Clause	Original Text	New Text	Rationale/Comments
11(a)	This constitution may only be amended by the society in Annual General Meeting.	This constitution may only be amended by the society in General Meeting.	Remove <i>Annual</i> to confirm that the constitution can be amended by any General Meeting, Annual or Extraordinary
11(b)	Notwithstanding the provisions of clause 5 (e), notice of any resolution to amend the Constitution shall be notified to the Secretary in writing not less than twenty-eight days before the meeting at which it is to be discussed.		
11(c)	When notice of the Annual General Meeting is sent to the members pursuant to the provisions of clause 5 (d) details of the resolution shall be sent with such notice.		

11(d)	No change shall be made to the Constitution unless such resolution shall be approved by a majority of seventy-five per cent of those present and voting at the meeting at which it is discussed.	No change shall be made to the Constitution unless such resolution shall be approved by seventy-five per cent of those voting at the meeting at which it is discussed.	Remove <i>present and</i> to take into account voting in advance [5.g.ii] and attending remotely.
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Dissolution			
Clause	Original Text	New Text	Rationale/Comments
12	If the Executive Committee decides that it is necessary or advisable to dissolve the society, it shall call a meeting of all the members, of which not less than twenty-one days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a seventy-five per cent majority of those present and voting the Executive Committee shall have power to release any assets held by or for the organisation. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other institutions having objects similar to the objects of the society, as the members of the society may decide. A copy of the statement of accounts, or account and statement, for the final accounting period of the society shall be sent to all members and to the Secretariat of Pax Christi International.	If the Executive Committee decides that it is necessary or advisable to dissolve the society, it shall call a meeting of all the members, of which not less than twenty-eight days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a seventy-five per cent majority of those voting the Executive Committee shall have power to release any assets held by or for the organisation. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to other institutions having objects similar to the objects of the society, as the members of the society may decide. A copy of the statement of accounts for the final accounting period of the society shall be sent to all members and to the Secretariat of Pax Christi International.	Change notice of meeting to 28 days for consistency. Remove <i>present and</i> to take into account voting in advance [5.g.ii] and attending remotely. Remove <i>or account and statement</i> as superfluous.