

**SMTF** The Society for the  
Maintenance of the Faith

CONSTITUTION  
OF  
THE SOCIETY FOR THE  
MAINTENANCE OF THE FAITH

FOUNDED MARCH 1873

REGISTERED CHARITY NO: 247767

ADOPTED IN 1956

AS AMENDED

ON 11 MAY 2004

(CONFIRMED BY THE CHARITY COMMISSIONERS ON 2 NOVEMBER 2005),

ON 21 MAY 2011, ON 18 JUNE 2022

AND ON 17 JUNE 2023

## **1. NAME**

The Society shall be called THE SOCIETY FOR THE MAINTENANCE OF THE FAITH.

## **2. NATIONAL LOCATION OF PRINCIPAL OFFICE**

The principal office of the Society is in England.

## **3. OBJECT**

The Object of the Society shall be to promote and maintain Catholic teaching and practice within the Church of England.

## **4. FULFILMENT OF THE OBJECT**

The Society shall endeavour to carry out this Object:-

- (1) By acquiring in such manner and so far as is lawful and canonical, otherwise than by purchase, the possession of advowsons and of ecclesiastical patronage of every description.
- (2) By making grants in aid of the building or restoration of churches.
- (3) By doing generally such acts as in the opinion of the Council shall be clearly conducive to the promotion of the general Object of the Society.

## **5. MEMBERSHIP**

- (1) Communicant members of the Church of England or of a church in communion with her who are in full agreement with the Object of the Society shall be eligible for membership of the Society.
- (2) The Council shall have power to invite persons who are eligible under sub-clause (1) to become members of the Society
  - (a) The names of any such persons shall be circulated with the Agenda for the meeting at which a proposal to invite them is to be considered.

- (b) Admission to the Society shall be determined by a simple majority vote of those Council members present and voting.
- (3) The Council shall exercise the power conferred in sub-clause (2) so as to ensure that the number of members of the Society does not fall below fifty, but should at any time the membership of the Society fall below fifty this shall not invalidate or void any act or decision taken by the Council or Society in fulfilment of the Object.
- (4) Membership of the Society will come to an end if:
  - (a) the member dies; or
  - (b) the member sends a notice of resignation in writing to the General Secretary; or
  - (c) the member ceases to be eligible for membership under sub-clause (1); or
  - (d) the Council decides that it is in the best interests of the Society that the member in question should be removed from membership.
- (5) If a member of the Council informs the General Secretary that he or she believes that (c) above applies or that (d) above should apply to a member of the Society, the General Secretary shall place the name of the member in question on the Agenda for the next meeting of the Council. Removal from the list of members shall be determined by a simple majority vote of those Council members present and voting.
- (6) Membership of the Society cannot be transferred to anyone else.
- (7) It is the duty of each member of the Society to exercise his or her powers, and to act generally, in good faith and in a manner which is most likely to further the Object of the Society.

## 6. GENERAL MEETINGS

- (1) There shall be an Annual General Meeting.
- (2) The General Secretary shall send notice of the Annual General Meeting to all members of the Society at least three weeks in advance and shall invite nominations for membership of the Council, informing the members of the names of the members of Council who retire by rotation and which of those offer themselves for re-election.
- (3) Members who are priests or bishops shall be invited to offer Mass for the intention of the Society within fourteen days immediately preceding the Annual General Meeting.
- (4) The Annual General Meeting shall elect officers and Council members as required by clauses 7 and 8.
- (5) The Annual Report and Accounts of the Charity for the preceding year shall be presented to the Annual General Meeting.
- (6) The Auditors or Independent Examiners shall be appointed at the Annual General Meeting.
- (7) A Special General meeting may be held at any time when summoned by the President and Council on not less than three weeks' notice in writing.
- (8) The President, or, if he or she is unable to act, the Vice-Chairman of the Council, shall be bound to call a Special General Meeting on receiving a requisition signed by twenty-five members of the Society. Such meeting shall be held within two months of receipt of the requisition, on not less than three weeks' notice in writing.
- (9) The President or, if he or she is unable to act, the Vice-Chairman of the Council, may direct that a General Meeting be held by virtual means.
- (10) The quorum for General Meetings shall be ten per cent of the membership of the Society.
- (11) The President or, in his or her absence, the Vice-Chairman of the Council, shall be the Chairman of the meeting. In the absence of both, a Chairman shall be elected by the meeting.

- (12) Any decision taken at a General Meeting shall be taken by a simple majority of votes cast at the meeting, except as provided in clause 12 of this Constitution. Every member shall have one vote, except as provided in sub-clause (14) below.
- (13) Voting shall take place by a show of hands, or by such other means (including electronic means) as the Chairman of the meeting shall direct.
- (14) In the event of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

## **7. OFFICERS**

- (1) The President, who shall be a layperson, shall be elected by the members at the Annual General Meeting and shall serve, in the first instance, for a term of five years. He or she may be re-elected thereafter for no more than two further terms of three years. However, if a President has served for three terms but not for a fourth term, the Annual General Meeting at which the President's third term of office concludes may resolve to disapply the limit of three terms, and if such resolution is passed, the President may be re-elected for a final term of one year.
- (2) The Council shall have power to elect not more than five Vice Presidents from the membership of the Society. They shall hold office for life. They shall not have the right to attend meetings of the Council.
- (3) The General Secretary and the Treasurer shall be elected at the Annual General Meeting and shall hold office for a term of three years until the conclusion of the relevant Annual General Meeting. They may be re-elected thereafter for no more than two further terms of three years.
- (4) In the event of a vacancy occurring in the office of General Secretary or Treasurer, the vacancy may be filled by the Council for a term ending at the conclusion of the next Annual General Meeting.
- (5) Only members of the Society shall be eligible to be elected or appointed and to remain in office as President, General Secretary, Treasurer or Vice-President.

## 8. COUNCIL

- (1) The government of the Society shall be vested in the Council, whose members shall be the Trustees of the Charity.
- (2) The following shall be members of the Council:-
  - (a) the President, General Secretary and Treasurer of the Society;
  - (b) nine members of the Society elected in accordance with sub-clauses (3)-(5) below;
  - (c) not more than three members of the Society co-opted by the Council to serve for such term as the Council shall determine not being longer than three years.
- (3) Of the nine elected members of the Council, three shall be elected each year at the Annual General Meeting for a three-year term. Of those three, at least one shall be a layperson and at least one shall be in Holy Orders. In making nominations members shall have regard to the regions of the country from which the candidates come, but nominations and elections shall not be subject to a geographical constraint.
- (4) The elections to Council shall be so conducted that, of the members of the Council, no fewer than five shall be lay persons and no fewer than five shall be clerics.
- (5) Members who have served on the Council for three continuous terms of three years shall not be eligible for re-election to the Council until the Annual General Meeting after that at which their third term of three years concluded.
- (6) Vacancies in the Council shall be filled for the remainder of the term by the Council, the General Secretary having given all members of the Council notice of the vacancy in advance of the relevant meeting.
- (7) If a member of the Council has been absent from three consecutive meetings, the General Secretary shall place his or her name on the Agenda for the next meeting of the Council. Unless the Council resolves to accept the reasons given for absence, that member shall cease to be a member of the Council and shall be so informed by the General Secretary.

- (8) The President shall be the Chairman of the Council.
- (9) The Council shall elect a Vice-Chairman from among the members of the Council for a term of office concluding at the next election or re-election of a President or when the Vice-Chairman ceases to be a member of the Council, whichever occurs first.
- (10) The President, or in his or her absence, the Vice-Chairman, shall preside at all meetings of the Council
- (11) The quorum of the Council shall be five.
- (12) The Council shall hold at least two meetings each year. It shall also assemble when summoned by the President on not less than seven days' notice in writing.
- (13) The President shall be bound to call a meeting on receiving a requisition signed by five members of the Council. Such meeting shall be held within one month of receipt of such requisition, on not less than seven days' notice in writing.
- (14) The Council shall conduct its business in such a way as the President, or in his or her absence the Vice-Chairman of the Council, shall direct, which may include meeting by virtual means and by electronic correspondence.
- (15) Where a decision, question or resolution is to be decided by a vote of the Council, voting shall take place by a show of hands, save that the Chairman of the meeting may direct that voting take place by any other means (including electronic means) as the Chairman of the meeting shall direct.
- (16) In the event of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- (17) The Council may appoint one or more sub-committees, to which it may delegate decision-making powers.

## 9. THE PROPERTY AND PATRONAGE OF THE SOCIETY

- (1) All property belonging to the Society shall for legal purposes be vested in four Holding Trustees. The President, General Secretary, Treasurer and Vice-Chairman of the Council shall be Holding Trustees ex officio. On ceasing to hold their respective offices they shall cease to be Holding Trustees and their successors in office shall fill the vacant places as Holding Trustees.
- (2) The property of the Society shall be classified as follows:-
  - (a) Advowsons and rights of presentation
  - (b) All other property:-
    - (i) Property which has either been allocated to a particular fund by the donor or which is so allocated from time to time by the Council.
    - (ii) Property not so allocated and forming the General Fund.The Cestuique Trust of (a) and of (b) above to be the whole Council. Accordingly the Holding Trustees shall be bound to administer (a) and (b) in accordance with the directions of the whole Council.
- (3) The Holding Trustees, the Council, or the Society, shall not at any time except under the compulsion of Law, alienate or transfer by way of sale, mortgage, charge, or otherwise howsoever (except by way of exchange of an alternative advowson) any advowson belonging to or held in Trust for the Society, or any share or portion of such advowson or estate or interest therein.
- (4) No proposal to for an exchange of advowsons or shares in or portions of advowsons shall be approved unless it shall be carried by at least two-thirds of the members present and voting at any meeting of the Council.
- (5) The President (or, if he is unable to act, the Vice-Chairman of the Council) and the General Secretary shall have power to conduct business of an urgent nature relating to patronage provided such matters are reported to the next meeting of the Council.
- (6) The Council shall adopt a policy setting out how the Society's patronage is to be exercised.



## **10. FUNDS**

- (1) The Council may deposit or invest the funds of the Society for the purpose of furthering the Object of the Society as the trustees of a trust are permitted to do by the Trustees Act 2006 and subject to the conditions imposed by that Act.
- (2) No proposals that would result individually or collectively in the expenditure of more than five per cent of the Society's assets shall be approved unless they shall be carried by at least two-thirds of the members present and voting at any meeting of the Council.
- (3) In the event of the compulsory sale, transfer, surrender, curtailment or extinguishment of any property or rights of patronage vested in the Society's Trustees the purchase or compensation money, if any, which shall be payable thereupon to the Trustees shall be applied to such of the subsisting purposes of the Society as a majority of the whole Council shall decide.
- (4) In no event whatever shall any individual member have or be deemed to have any beneficial interest in the property of the Society.

## **11. TRUSTEES' LIABILITY, EXPENSES, BENEFITS, REMUNERATION AND INTERESTS**

- (1) The Trustees shall not be liable for any loss, injury, waste, or other damage except so far as shall arise from their own personal neglect or default.
- (2) The Trustees shall be entitled to reimbursement of their reasonable expenses.
- (3) Except with the prior written approval of the Charity Commission or as provided for in sub-clause (4) below, no Trustee may:-
  - (a) receive any benefit in money or in kind from the charity; or
  - (b) have any financial interest in the supply of goods or services to the charity; or
  - (c) acquire or hold any interest in property of the charity (except in order to hold it as a Trustee of the charity).

- (4) The Council may by resolution agree to pay an honorarium to a Trustee who is also an officer of the Society in respect of the proper administration of the charity by the officer provided that at no time shall a majority of the Trustees benefit under this provision.
- (5) The Council shall adopt a Conflicts of Interest Policy, setting out the circumstances in which Trustees must declare interests in respects of matters to be discussed at Council meetings and withdraw from meetings while such matters are discussed.

## **12. ALTERATIONS TO THE CONSTITUTION**

- (1) Subject to the following provisions of this clause, the foregoing Constitution may be altered by a resolution proposed by the Council and passed by two-thirds of those present and voting at an Annual General Meeting or Special General Meeting, notice of such proposed alteration having been circulated with the Agenda for the meeting.
- (2) No amendment may be made to the provision precluding the Society, its Council, or Trustees, from alienating any advowson belonging to or held in Trust for the Society, or any interest therein.
- (3) No amendment may be made to the Name, the Object or this clause without the prior consent in writing of the Charity Commission.

## **13. TRANSITIONAL PROVISION<sup>1</sup>**

On approval of this clause by an Annual or Special General Meeting of the Society, the membership of the Society shall comprise those persons who, at the point when this clause is approved, are honorary members, life members, ordinary members or associate members of the Society.

## **14. FURTHER TRANSITIONAL PROVISION<sup>2</sup>**

Notwithstanding sub-clause 9(1) of this Constitution, any person who at the point when this clause is approved is a Holding Trustee by virtue of having been elected as such by the Council shall continue in office as a Holding Trustee unless and until he or she submits a resignation in writing to the President.

---

<sup>1</sup> Clause 13 was approved on 18 June 2022.

<sup>2</sup> Clause 14 was approved on 17 June 2023.