

# BRISTOL CATHEDRAL

## Constitution & Statutes

Including preamble & introductory notes

Adopted by the Chapter on July 17<sup>th</sup> 2023

# Introductory notes to the Constitution and Statutes of Bristol Cathedral

The Constitution and Statutes of 2023 establish the governance of Bristol Cathedral for the next stage in its life. They reflect the complexity of a modern cathedral seeking to serve Bishop, diocese and local community as a place of worship and mission. Yet we can look back at the original foundation of Bristol Cathedral and see many of the same themes reflected in its life as a place of worship, of education, and of service to the local community.

## Our ecclesiastical and charitable purposes

The Constitution sets out our ecclesiastical purpose as a centre for worship and mission, a focus for the life and work of the Church of England in this Diocese of Bristol and the base for the Bishop's leadership in the Diocese.

It also sets out our charitable purposes (also known as 'objects'), to advance the Christian faith and our mission, in accordance with the faith and practice of the Church of England, care for the Cathedral building and pursue other charitable purposes that further those two purposes.

Together, these ecclesiastical and charitable purposes reflect our ministry within the Church of England, as part of Christ's worldwide church.

## History

The first statutes were set down in 1544, some two years after the Cathedral's establishment from the foundation of the former Augustinian Abbey. The statutes

made provision for a Dean, six Canons, and six Minor Canons whose primary role was to maintain the rhythm of daily worship supported by six lay clerks and six boy choristers. There was also to be a school master, provision for supporting four poor men within the community and for the distribution of alms.

The statutes envisaged that the clergy and lay canons would live together, eating and praying in community, but the changes following from the Reformation, including the right of clergy to marry, rapidly altered the character of the community. In the centuries that followed the Dean and Canons increasingly held offices in plurality and the day to day worshipping life of the Cathedral was left to the Minor Canons.

While the offices of Dean and Canons were abolished under the Commonwealth from 1642 and restored at the restoration of the monarchy in 1660, it seems that the restored Cathedral continued to observe the 1544 constitution and statutes as an English translation of the Latin document prepared in 1712 was in use in the Cathedral until at least 1840.

The first major reform of Cathedral governance took place in 1845 following the 1840 Act of Parliament that required the Dean to be in residence for eight months of the year, reduced the number of Canons at Bristol from six to four, and required the Canons to be in residence for three months each. The Act also made provision for the bishop to confer the distinction of honour by creating honorary canons with stalls in the Cathedral church. The Act effected the transfer of income from Canonries to the Ecclesiastical Commissioners (later the Church Commissioners)

Further reforms in 1884 prevented Canons from holding any living in plurality except those within 3 miles of the Cathedral. For the first time, reference is made to the electing of individuals from the Residentiary Canons to act as Treasurer, Precentor and Vice Dean on an annual basis.

A revision in 1936 brought the constitution and statutes into line with the Cathedrals Measures of 1931 and 1934. These provided for 24 Honorary Canons including the Archdeacons in the Diocese of Bristol. The role of Precentor was to be held by a Minor Canon.

Extensive bomb damage to the Deanery during the Second World War resulted in a challenge to the Cathedral, which was required to house its Residentiary Canons, but seems to have owned no suitable property. The old Deanery had been handed over to Bristol Cathedral Choir School for its use in July 1944. Re-ordering our resources, to provide appropriate housing for our clergy, has been a significant task in the years since then.

Following a new Cathedrals Measure in 1963, a complete revision of the Constitution and Statutes was undertaken and in place by 1967. There were now two Residentiary Canons engaged entirely in Cathedral business whose stipends were paid by the Church Commissioners, although there was provision for others engaged in Diocesan tasks. The role of the Bishop is outlined in greater detail, including the right to hold diocesan services in the Cathedral, and the right to preach and preside at certain times of year.

At the request of the Deans and Provosts of English Cathedrals, the Archbishops of Canterbury and York invited a commission chaired by Lady Howe of Aberavon to examine all aspects of cathedral management, administration, and life, and to make recommendations for the future governance of cathedrals. This Commission published its report, "Heritage and Renewal" in 1994. The report's recommendations were widely welcomed and resulted in General Synod and Parliament initiating a Measure for their general implementation. A Transitional Council was established at every cathedral to draw up a new constitution and statutes in accordance with the Cathedrals Measure 1999.

The Cathedrals Measure of 1999 reflected the introduction of new conditions of service (Common Tenure) for clergy, including Deans and Canons, now subject to similar Statements of Particulars to their colleagues in parishes. It also created Cathedral Councils, who were to act as a reference group to Chapter. In due course the statutes of Bristol Cathedral were brought in line with these changes, and despite changes in custom and practice over time, the 2001 constitution and statutes, with some minor changes, have been in place until now.

## Latest cathedral governance reforms

The latest reforms, introduced under the Cathedrals Measure 2021, provide a new governance, legal and regulatory setting for English cathedrals. These acknowledge that a cathedral is a charity and its Chapter members, as the governing body, are the charity trustees.

The changes will result in Bristol Cathedral being publicly registered on the Register of Charities, held by the Charity Commission, for the first time in its history. This is significant, as it reflects the fundamental nature of the Cathedral as a body that exists in the public interest and for public benefit – we are here for everyone, yesterday, today and tomorrow.

The changes also result in the latest revised Constitution and Statutes, which follow these introductory notes.

## Our governing body – the Chapter

Our governing body is the Chapter. There must be between eight and twelve Chapter members, including the Dean and our Residentiary Canons (we have two) who remain Chapter members whilst they hold those roles.

The other members are non-executives - not engaged in paid roles in the Cathedral. One of them is appointed by the Bishop, the rest by the serving Chapter members (with the Bishop's approval). The member appointed by the Bishop is known as the Senior Non-Executive Member (SNEM). The SNEM chairs meetings of Chapter if the Dean is not present. One of the non-executive members must have recent relevant financial experience.

More Chapter members must be lay people than ordained clergy. Also, at least two-thirds of the total number of non-executive members must be lay people.

In keeping with good governance recommendations for charities in the Charity Governance Code, the non-executive members serve a three-year term of office and can be re-appointed to serve two consecutive terms (maximum six years continuous service).

They must then step down and cannot be considered for re-appointment for a minimum of three years. As we move to these new arrangements, the current lay members of Chapter will begin the first of their three permitted three-year terms.

Chapter members are collectively responsible for the governance of the Cathedral, ensuring it pursues its ecclesiastical and charitable purposes. Working under the spiritual guidance of the Dean, they ensure our cycle of worship is maintained. They steer the direction of our mission and have responsibility for the care and maintenance of the building, for the Cathedral's financial management and the safekeeping and proper use of all its funds, assets and other resources. They also ensure our public accountability, including the preparation and public availability of annual accounts and an annual trustees' report. They work closely with our Bishop, worshipping community, staff and volunteers and with people and groups across the city and diocese, whose support is vital to the effectiveness of our ministry and mission.

## Committees

Chapter has three Committees:

- **Safeguarding Committee** oversees and promotes safeguarding in relation to the Cathedral and supports and holds to account those charged with day to day safeguarding activities, as Chapter specifies in the committee's terms of reference. It reports to Chapter and makes recommendations on these areas. The purpose of this function is to assist Chapter in discharging its responsibilities in these matters.
- **Finance Committee** oversees such financial and audit matters (internal and external) as the Chapter specifies in the committee's terms of reference. It reports to Chapter and makes recommendations on these areas. The purpose of this function is to assist Chapter in discharging its responsibilities in these matters.

It is Bristol Cathedral's custom and practice to refer to use the term 'Canon Treasurer' to describe the non-executive member of Chapter who has been appointed by Chapter as Chair of the Finance Committee (the Constitution and Statutes do not use that term).

- **Nominations Committee** advises Chapter on the recruitment of non-executive members of Chapter and members of Chapter's committees and on the training needs of Chapter members. It also reviews diversity amongst the membership of Chapter, its committees and the advisory groups, to help them reflect the communities the Cathedral serves. It also keeps under review the skills, knowledge and experience of those serving on Chapter, its committees and the advisory groups. The committee makes recommendations to the Chapter on areas where

diversity, skills, knowledge and experience can be improved. The committee also makes recommendations to the Bishop about the appointment of the Senior Non-Executive member of Chapter.

## Advisory Groups

There are two advisory groups (they do not have decision-making powers):

- **Internal Stakeholders Advisory Group** (which we choose to call the Community Group) which furthers and supports the life and work of the Cathedral and advises Chapter, to bring the perspectives of the worshipping congregation and other internal stakeholders to facilitate Chapter's thinking and approach to the Cathedral's spiritual life, worship, ministry and mission as a place of worship, prayer and service and its whole ministry and mission in the city and Diocese.
- **External Stakeholders Advisory Group** (which we choose to call the Cathedral Advisory Group) which furthers and supports the life and work of the Cathedral and advises Chapter, to bring wider external perspectives to facilitate Chapter's thinking and approach.

## College of Canons

The College of Canons supports the Cathedral's mission and ministry. Its members act as ambassadors to facilitate links between the Cathedral, the Diocese and its churches and the wider community of the Diocese. The College has a wider membership than Chapter (though Chapter members are part of it) with up to 16 ordained members, including any suffragan bishops (currently the Bishop of Swindon) and any Archdeacons in the Diocese (currently the Archdeacon of Bristol) and 16 lay members.

# The Constitution of The Cathedral Church of The Holy And Undivided Trinity Bristol (Bristol Cathedral)

## Introductory

### Article 1. Cathedral's ecclesiastical purpose

A person or body on whom a function is conferred by or under the Cathedrals Measure 2021 (referred to in this Constitution as "the Measure") must, in exercising that function, have due regard to

- (a) the fact that the Cathedral is the seat of the Bishop and a centre of worship and mission, and
- (b) the importance of the Cathedral's role in providing a focus for the life and work of the Church of England in the Diocese.

## The Chapter

### Article 2. Establishment and governance

- 2.1 There continues to be a body called the Chapter.
- 2.2 The body corporate established by virtue of section 9(1)(a) of the Cathedrals Measure 1999 continues to exist and consists only of the Chapter.
- 2.3 The members of the Chapter (see Article 4 below) have the general control and management of the administration of the Cathedral and, accordingly, are the charity trustees of the Chapter for the purposes of the Charities Act 2011 following the commencement of the charity provisions under section 53(6) of the Measure in relation to the Cathedral.

### Article 3. Objects

- 3.1 The objects of the Chapter are -
  - (a) to advance the Christian religion in accordance with the faith and practice of the Church of England, in particular by furthering the mission of the Church of England;
  - (b) to care for and conserve the fabric and structure of the Cathedral Church building;
  - (c) to advance any other charitable purposes which are ancillary to the furtherance of the purpose referred to in article 3.1 (a) or (b).
- 3.2 In article 3.1 -
  - "the mission of the Church of England" means the whole mission of the Church of England, pastoral, evangelistic, social and ecumenical;
  - "Cathedral Church building" means the buildings within the ecclesiastical exemption for the Cathedral;
  - "charitable purposes" means purposes within section 2(1) of the Charities Act 2011.
- 3.3 In furthering the objects set out in article 3.1 the Chapter must act for the public benefit within the meaning of section 4(3) of the Charities Act 2011.

### Article 4. Membership of Chapter: general

- 4.1 The members of the Chapter are -
  - (a) the Dean
  - (b) the residentiary canons, and
  - (c) whichever other persons are appointed in accordance with this Constitution.
- 4.2 The executive members of the Chapter are -
  - (a) the Dean, and

- (b) each residentiary canon who carries out cathedral duties (see further paragraph 1(3) of Schedule 1 to the Measure).
- 4.3 The other members of the Chapter are the non-executive members.
- 4.4 The Chapter must have more non-executive members than executive members.
- 4.5 At least two-thirds of the non-executive members must be lay persons.
- 4.6 The Chapter must have at least eight members but no more than twelve or such larger number as is necessary to comply with article 4.4.
- 4.7 An executive member remains a member of Chapter until they cease to hold the relevant office.

#### **Article 5. Membership: appointment of non-executives**

- 5.1 The Bishop, after consulting the Chapter, must appoint one of the non-executive members who is not a residentiary canon.
- 5.2 The non-executive member appointed under article 5.1 is, by virtue of that appointment, the senior non-executive member of the Chapter.
- 5.3 The members of the Chapter must appoint the other non-executive members who are not residentiary canons; but each appointment under this article requires the prior approval of the bishop.
- 5.4 A non-executive member of the Chapter holds office for a term of three years beginning with the day on which the appointment takes effect and may be reappointed; but a member who has served two consecutive terms of office is not eligible for reappointment until at least three years have passed since the second of the two consecutive terms ended.
- 5.5 For the purposes of transition, existing non-executive Chapter members are

deemed to begin a first period of service with effect from the date of adoption of this Constitution.

#### **Article 6. Membership: eligibility**

- 6.1 A person aged under 16 is not eligible to be a member of the Chapter.
- 6.2 A chief officer is not eligible to be a member of the Chapter.
- 6.3 A person who is disqualified as referred to in section 36 of the Measure (safeguarding) or in paragraph 2(1) of Schedule 1 to the Measure (charity trustee) is not eligible to be a member of the Chapter.
- 6.4 A person is eligible to be a non-executive member only if the person is
  - (a) an actual communicant (within the meaning given in Rule 83(2) of the Church Representation Rules), or
  - (b) a communicant member of a Church which is not in communion with the Church of England but subscribes to the doctrine of the Holy Trinity.
- 6.5 A majority of the non-executive members must come within article 6.4(a).
- 6.6 At least one non-executive member must have recent and relevant financial experience.

#### **Article 7. Resignation of non-executive Chapter members**

- 7.1 A non-executive member of the Chapter (other than the one appointed by the Bishop or a residentiary canon who is appointed by the Crown) may resign the office by giving notice in writing to the Dean.
- 7.2 The non-executive member of the Chapter appointed by the Bishop may resign the office by giving notice in writing to the Bishop and the Dean.

- 7.3 A non-executive member of the Chapter who is a residentiary canon appointed by the Crown may resign the office by giving notice in writing to the Crown and the Dean.
- 7.4 A resignation under this Article takes effect—
- (a) on the date specified in the notice, or
  - (b) if no date is specified in the notice, five working days after the day on which the notice is sent (or, if it is sent to different persons on different days, the later or latest of those days).
- 7.5 A non-executive member of the Chapter ceases to hold office with immediate effect if the member becomes ineligible under Article 6(2) or 7.3.
- 7.6 Subject to Article 5 and this Article, the terms on which a non-executive member holds and vacates office are those set out in the member's appointment for the purposes of paragraph 3 of Schedule 1 to the Measure.

#### **Article 8. Chapter member benefits and conflicts of interest**

- 8.1 A member of the Chapter is permitted to receive only those emoluments and expenses which are permitted by paragraph 4 of Schedule 1 to the Measure.
- 8.2 The Chapter must adopt (and may from time to time revise) a policy for managing conflicts of interest; the policy must include guidance for, and must set out the procedures to be followed by, every member of the Chapter, every member of a committee, sub-committee or advisory body, and every employee of the Chapter.
- 8.3 A member of the Chapter must declare any interest (direct or indirect)—
- (a) which the member may have in a proposed transaction or arrangement with the Chapter, or

- (b) which the member may have in a transaction or arrangement with the Chapter but which the member has not already declared.

- 8.4 If a conflict arises for a member of the Chapter out of an interest of the kind referred to in article 8.3 or because the member owes a duty of loyalty to another person, body or organisation, the other members of the Chapter may authorise the conflict if they agree that doing so is in the best interests of the Chapter.
- 8.5 Where a conflict is authorised under article 8.4, the member in question is not entitled to attend, and does not count as part of the quorum or vote at any part of, a meeting at which there is discussion about the conflict or the proposed or actual transaction or arrangement giving rise to it.

#### **Article 9. Functions**

- 9.1 The Chapter must direct and oversee the administration of the affairs of the Cathedral; and in performing that duty, the Chapter must in particular—
- (a) order the worship of the Cathedral and promote its mission;
  - (b) formulate, after consulting the Bishop, proposals relating to the general direction and mission of the Cathedral;
  - (c) prepare an annual budget for the Chapter;
  - (d) prepare an annual report for the Chapter and annual accounts for audit and subsequent approval;
  - (e) keep under review this Constitution and the Statutes;
  - (f) manage the property which is vested in the Chapter and the income accruing from it and, in particular, ensure that any necessary repairs and maintenance in respect of the Cathedral and its contents and

- other buildings and monuments are carried out.
- 9.2 The Chapter must, within ten months of the end of its financial year, send a copy of its accounts and annual report to the Church Commissioners, the Bishop and the Charity Commission.
- 9.3 The Chapter has the powers relating to investment and other uses of money which are set out in section 24 of the Measure.
- 9.4 The Chapter is not permitted to use the power conferred by section 292B of the Charities Act 2011 (social investment power).
- Article 10. Statutes**
- 10.1 The Statutes of the Chapter provide for the good government of the Cathedral.
- 10.2 The provisions in the Statutes must be consistent with the Measure and with this Constitution.
- Article 11. Safeguarding**
- 11.1 The Bishop has power under section 37 of the Measure to suspend a member of the Chapter on grounds relating to the safeguarding of children and vulnerable adults.
- 11.2 A person who is suspended under section 37 of the Measure has a right of appeal under section 38 of the Measure against the suspension.
- 11.3 For so long as section 5 of the Safeguarding and Clergy Discipline Measure 2016 remains in force for the purposes of any guidance issued by the House of Bishops on matters relating to the safeguarding of children and vulnerable adults, the Chapter is required by that section to have due regard to that guidance.
- 11.4 The Chapter is required by section 5A of the Safeguarding and Clergy Discipline Measure 2016 to comply with requirements imposed on it by the code

of practice issued by the House of Bishops on safeguarding children and vulnerable adults.

- 11.5 The Dean has the responsibilities referred to in Article 18(2)(f) below in relation to the safeguarding of children and vulnerable adults.

## **Article 12. Chapter meetings**

- 12.1 Meetings of the Chapter are to be chaired by -
- (a) the Dean, or
  - (b) if the Dean is absent, the senior non-executive member, or
  - (c) if the Dean and the senior non-executive member are absent, a non-executive member who has been chosen by the members of the Chapter.
- 12.2 But the senior non-executive member is not entitled to chair a meeting of the Chapter if a person appointed as interim dean is carrying out functions of the Dean (unless that person is himself or herself absent).
- 12.3 The Chapter must hold a sufficient number of meetings in each financial year to enable the efficient transaction of its business, with a minimum of two meetings.
- 12.4 The Dean or the senior non-executive member may at any time call a meeting of the Chapter by giving written notice of the meeting to each member of the Chapter.
- 12.5 Notice under article 12.4 must be given at least 20 days before the day on which the meeting is due to be held unless—
- (a) each member of the Chapter agrees to waive that requirement for the meeting concerned, or
  - (b) urgent circumstances justify a shorter period of notice.
- 12.6 Where a member of the Chapter participates in a meeting of the Chapter by means of a conference call or other

	facility which enables everyone taking part in the meeting to hear each other, the participation by that member in that way is to be treated as being present at the meeting; and the member is accordingly to be counted for the purpose of working out whether there is a quorum and is entitled to vote at the meeting.	
12.7	Where there is a meeting of the Chapter at which one or more members are present in the way described in article 12.6, the meeting is to be documented as being held— <ul style="list-style-type: none"> <li>(a) at the place at which there is the largest number of members present (including in the way described in article 12.6) or,</li> <li>(b) if there is no one place which meets that description, at the place at which the chair of the meeting is present.</li> </ul>	12.13 Where a member of the Chapter is suspended as mentioned in Article 11.1, that person must not, during the period of suspension: <ul style="list-style-type: none"> <li>(a) attend any meeting of the Chapter or of any committee of the Chapter; or</li> <li>(b) be provided with or be given access to papers provided to the Chapter or to a committee which is concerned with the matter in respect of which the suspension was imposed.</li> </ul>
12.8	The quorum of the Chapter is three members and must include at least one executive member and at least one non-executive member.	<b>Article 13. Decisions without a meeting</b>
12.9	A decision at any meeting is to be taken by a majority vote of members present at the meeting (including in the way described in article 12.6).	13.1 A resolution in writing signed by a majority of the members of the Chapter is as valid and effective as if it had been passed at a meeting of the Chapter duly convened and held, and is to be treated as having been passed on the date on which the last member required to vote in favour of such resolution signifies agreement to it in accordance with Article 13.2. Provided that a resolution in writing to remove a person from any committees or sub-committees of Chapter in accordance with the Statutes is only valid and effective if at least 75% of the total number of members of the Chapter signify their agreement in accordance with the provisions of this Constitution.
12.10	If there is a tied vote at a meeting of the Chapter being chaired by the Dean, the Dean has a second, casting vote.	13.2 A member of the Chapter may signify agreement to a proposed written resolution— <ul style="list-style-type: none"> <li>(a) by signing a hard copy,</li> <li>(b) by email sent from the email address which the member usually uses in connection with the affairs of the Chapter, or</li> <li>(c) if the Chapter has approved the use of some other electronic means for this purpose, by that electronic means.</li> </ul>
12.11	If there is a tied vote at a meeting of the Chapter not being chaired by the Dean, the person chairing the meeting does not have a second casting vote and the vote is deemed lost.	
12.12	The chief officers must attend each meeting of the Chapter unless the Chapter considers that there are circumstances which justify excluding or excusing either or both of the chief officers from the whole or part of the meeting; and a chief officer, when attending the whole or part of a meeting of the Chapter, may speak but may not vote.	13.3 The Chapter is to be treated as taking a majority decision on a matter if a majority of the members indicate to each other by electronic means that they share a common view on the matter.

- 13.4 A decision taken in the way described in article 13.3 must be duly reported and minuted at the next meeting of the Chapter.
- 13.5 A decision taken in the way described in article 13.3 may (but need not) take the form of a written resolution passed in accordance with article 13.1.

#### **Article 14. Special Chapter meeting with Bishop**

- 14.1 The Chapter must each year hold a special meeting at which—
- (a) it must consult the Bishop on the general direction and mission of the Cathedral, and
  - (b) the Bishop may seek the advice of the Chapter on any particular matter.
- 14.2 Before deciding who to invite to a special meeting under article 14.1 (apart from the members of the Chapter and the Bishop), the Chapter must consult the Bishop.

#### **Article 15. The Seal**

- 15.1 The application of the Chapter's seal must be authorised by the Chapter and authenticated by two authorised persons, at least one of whom must be a member of the Chapter; and a person is "authorised" for this purpose if the person is a member of the Chapter or a chief officer.
- 15.2 A document purporting to be duly executed under the Chapter's seal is to be received in evidence and, unless the contrary is proved, taken to be so executed.

## **Office holders**

#### **Article 16. The Bishop**

- 16.1 The Bishop continues to have the principal seat and dignity in the Cathedral.

- 16.2 The Bishop may, after consulting the Chapter and subject to provision in the Statutes, officiate in the Cathedral and use it in his or her work of teaching and mission, for ordinations and synods and for other diocesan occasions and purposes.
- 16.3 The Bishop may seek the advice of the Chapter on any matter.
- 16.4 The Bishop may commission a review of any aspects of the Cathedral's financial affairs, governance, management, operations or mission which the Bishop considers necessary or appropriate.

#### **Article 17. The Visitor**

- 17.1 The Bishop continues to be Visitor of the Cathedral and, accordingly, continues to have the jurisdiction as Visitor that is inherent to the office of Bishop.
- 17.2 The Bishop as Visitor must determine any question which arises on the construction of this Constitution or the Statutes.
- 17.3 The Bishop may hold a visitation of the Cathedral—
- (a) when the Bishop considers it necessary or desirable to do so, or
  - (b) when requested to do so by the Chapter.
- 17.4 In the course of a visitation, the Bishop may give such directions to the Chapter, the holder of an office in the Cathedral or a person employed by the Chapter or engaged to provide services in connection with the Cathedral as will, in the opinion of the Bishop, better serve the due observance of this Constitution and the Statutes.
- 17.5 The Bishop as Visitor must determine any question which arises on the nature of the cathedral duties that are carried out by any particular residentary canon.
- 17.6 The Bishop has the duty under section 10(6) of the Measure to have due regard,

in the exercise of functions as Visitor, to any guidance issued by the Church Commissioners in relation to the Visitor's functions.

## Article 18. The Dean

- 18.1 The Dean is appointed by the Crown.
- 18.2 The Dean, as the principal dignitary of the Cathedral next after the Bishop, must on behalf of the Chapter govern and direct the life and work of the Cathedral; and in performing that duty, the Dean must in particular -
- (a) ensure that Divine Service is duly performed in the Cathedral;
  - (b) ensure that this Constitution and the Statutes are faithfully observed;
  - (c) oversee the work undertaken by the clergy and staff of the Cathedral in relation to the Cathedral;
  - (d) maintain good order and proper reverence in the Cathedral;
  - (e) secure the pastoral care of all members of the Cathedral community;
  - (f) provide leadership on matters relating to the safeguarding of any children or vulnerable adults who work, volunteer or worship in the Cathedral or who visit the Cathedral;
  - (g) take all decisions necessary for dealing with an emergency affecting the Cathedral, pending consideration of the matter by the Chapter.
- 18.3 None of the following may be done without the consent of the Dean -
- (a) altering the ordering of services in the Cathedral;
  - (b) settling the Chapter's budget;
  - (c) implementing a decision taken by the Chapter in the Dean's absence.
- 18.4 In the case of a decision taken by the Chapter on a matter other than the

matters mentioned in article 18.3 (a) and (b), the Dean is to be taken as having given consent for the purposes of article 18.3 (c) after the expiry of one month beginning with the day after that on which the decision was taken.

- 18.5 But article 18.4 does not apply if, during the one-month period referred to in that article, the Dean asks the Chapter to reconsider the decision at its next meeting; and the decision is to be taken by a majority vote of those present and voting at the meeting.
- 18.6 The Dean is, in respect of functions relating to the Cathedral, accountable to the Chapter in accordance with arrangements made by the Chapter.

## Article 19. Interim dean

If the office of Dean is vacant or the Dean is unable to carry out functions because of illness or absence or for any other reason, the Bishop must appoint a person to carry out the functions concerned during the period concerned in accordance with section 13 of the Measure and where a person is so appointed, the references in this Constitution to the Dean are to be read as references to that person.

## Article 20. Types of Canon

The following types of canon are provided for in the Cathedral:

- (a) residentiary canon, in accordance with Article 21 below
- (b) minor canon, in accordance with Article 23 below
- (c) Honorary, in accordance with Article 22 below
- (d) honorary minor canon, in accordance with Article 23 below
- (e) Canon theologian, in accordance with Article 32 of the Statutes
- (f) Ecumenical canon, in accordance with Article 32 of the Statutes

- (g) canon with another specified title, in accordance with Article 32 of the Statutes
- (h) Lay canon, in accordance with Article 24 below.

#### **Article 21. Residentiary canons**

- 21.1 A minimum of two residentiary canons are appointed by the Crown.
- 21.2 The Bishop must, with the approval of the Dean, appoint each residentiary canon who is not appointed by the Crown.
- 21.3 At least two full-time equivalent residentiary canons must be engaged exclusively on cathedral duties.
- 21.4 In accordance with Article 37 below, residentiary canons are members of the College of Canons.

#### **Article 22. Non-residentiary canons**

- 22.1 In this Constitution and in the Statutes, the non-residentiary canons of the Cathedral are referred to as Honorary Canons.
- 22.2 An Honorary Canon must be a clerk in Holy Orders.
- 22.3 Honorary Canons are appointed by the Bishop, following discussion with the Dean and Chapter.
- 22.4 The number of non-residentiary canons must not exceed such number as ensures that the maximum permitted number of ordained members of the College of Canons set out in Article 37(4) is not exceeded.
- 22.5 In accordance with Article 37 below, Honorary Canons are members of the College of Canons.

#### **Article 23. Minor canons and honorary minor canons**

- 23.1 Minor canons may be appointed by the Chapter, to carry out a particular role in the Cathedral (for example, as "Minor Canon for Spirituality or for Liturgy and Worship").

- 23.2 Honorary minor canons may be appointed because of their service or particular links to the Cathedral or to bring greater diversity to the life of the Cathedral or for other reasons the Chapter considers to be in the interests of the Cathedral.

- 23.3 In accordance with Article 37 below, minor canons and honorary minor canons are not members of the College of Canons.

#### **Article 24. Lay canons**

- 24.1 Lay canons are appointed by the Bishop, following discussion with the Dean and Chapter
- 24.2 All non-executive members of the Chapter who are lay persons are automatically ex officio lay canons.
- 24.3 The number of lay canons shall not exceed the maximum permitted number set out in Article 37.4.
- 24.4 In accordance with Article 37.4 below, lay canons are members of the College of Canons.

#### **Article 25. Terms of office of canons and cessation of office**

- 25.1 A lay canon who holds that office by virtue of being a non-executive member of the Chapter automatically ceases to hold office as a lay canon upon ceasing to be a non-executive member of the Chapter.
- 25.2 The term of office for any other lay canon is five years, unless they resign earlier by providing notice in writing to the Dean. They may be re-appointed for further terms without limit on the number of consecutive terms that may be served.
- 25.3 Residentiary canons and other ordained canons who are part of the Cathedral's permanent clergy team remain in office in accordance with the provisions of their terms of service.

- 25.4 Subject to article 25.5 the ordained canons who are not part of the Cathedral's permanent clergy team have a five year term of office, unless they resign earlier by providing notice in writing to the Dean. They may be re-appointed to further terms without limit.
- 25.5 An ordained canon not subject to the common tenure provisions of the Church of England regarding retirement age who reaches the age of 70 automatically ceases to be a canon of the Cathedral.
- 25.6 The term of office of a Canon Theologian, Ecumenical Canon or other designated canon is as specified in the Statutes.
- 25.7 If an ordained canon who is a member of the College of Canons is removed under church law from the post by virtue of which they are a College member, they shall cease to be a member of the College of Canons.
- 25.8 If a canon who is a member of the College of Canons is suspended under church law from the post by virtue of which they are a College member, they shall also be suspended from the College of Canons and shall not take part in any College activities during their suspension.
- 25.9 If any other canon in the College of Canons is disqualified by law from being a charity trustee or holding a position in an organisation for reasons of safeguarding they shall automatically cease to be a member of the College.

## Senior management and other appointments

### Article 26. Chief officers

- 26.1 The Chapter must appoint one or more persons to undertake administration in the Cathedral through carrying out the role of a chief operating officer and the role of a chief finance officer.

- 26.2 The Chapter is entitled to appoint the same person to carry out each of those roles, if each one is to be carried out on a part-time basis.

### Article 27. Architect or surveyor

- 27.1 The Chapter must appoint an architect or surveyor of the fabric of the Cathedral.
- 27.2 A person may not be appointed under article 27.1 unless that person has whatever qualifications and expertise in matters relating to the conservation of historic buildings and other matters the Chapter considers appropriate.
- 27.3 Before making a decision about the qualifications and expertise required for the purposes of article 27.2, the Chapter must consult—
- (a) the Cathedrals Fabric Commission for England, and
  - (b) whichever other persons or bodies the Chapter considers appropriate.

### Article 28. Auditor

The Chapter must appoint an auditor for the Chapter for each financial year and decide the level of remuneration for the auditor so appointed.

### Article 29. Music supervisor

The Chapter must appoint a person to supervise music in the Cathedral and determine the title or description to be used for that person.

## Committees

### Article 30. Nominations Committee

- 30.1 There is to be a committee known as "the Nominations Committee".

- 30.2 The Chapter must appoint the members and chair of the Nominations Committee.
- 30.3 The composition, functions and proceedings of the Nominations Committee are set out in the Statutes (except in so far as provision is made for those matters in section 15 of the Measure).
- 30.4 The terms of reference provided by the Chapter for the Nominations Committee may set out the matters relating to composition, functions and proceedings which are set out in the Statutes as well as any supplementary matters in accordance with the Measure.

#### **Article 31. Finance Committee**

- 31.1 There is to be a committee known as “the Finance Committee”.
- 31.2 The Chapter must appoint the members of the Finance Committee.
- 31.3 The terms of reference provided by the Chapter for the Finance Committee may set out the matters relating to composition, functions and proceedings which are set out in the Statutes as well as any supplementary matters in accordance with the Measure.

#### **Article 32. Arrangements for managing internal audit and risk**

- 32.1 The Chapter must make such arrangements as it considers to be necessary to ensure appropriate governance of the Cathedrals (including management of risk) and appropriate oversight of its internal and external audit, given the size and complexity of its financial affairs and the nature of its activities.
- 32.2 Section 5(6) of the Measure requires the Chapter, in making arrangements under article 32.1, to have due regard to any guidance issued by the Church Commissioners on the financial affairs of cathedrals.

#### **Article 33. Safeguarding Committee**

- 33.1 There is to be a committee known as the Safeguarding Committee.
- 33.2 The Chapter must appoint the members of the Safeguarding Committee and those members may include persons who are not members of the Chapter.
- 33.3 The composition, chairing, functions and proceedings of the Safeguarding Committee are set out in the Statutes and otherwise in its terms of reference.
- 33.4 The terms of reference provided by the Chapter for the Safeguarding Committee may set out the matters relating to composition, functions and proceedings which are set out in the Statutes as well as any supplementary matters in accordance with the Measure.

#### **Article 34. Other committees**

- 34.1 The Chapter may from time to time establish committees or sub-committees of the Chapter.
- 34.2 Any committee or sub-committee so established may include persons who are not members of the Chapter.
- 34.3 The composition, chairing and proceedings of any such committees or sub-committees are set out in the Statutes.
- 34.4 The terms of reference provided by the Chapter for each committee and sub-committee set up pursuant to section 17 of the Measure may set out the matters relating to composition, functions and proceedings which are set out in the Statutes as well as any supplementary matters in accordance with the Measure.

## **Advisory bodies**

#### **Article 35. Advisory bodies**

- 35.1 There are to be advisory bodies known as the External Stakeholder Group and

- the Internal Stakeholder Group ("the Groups").
- 35.2 The Groups are not committees of the Chapter and do not have delegated authority.
- 35.3 Provision as to the composition, functions and proceedings of the Groups is subject to relevant provisions of the Statutes regarding advisory bodies and otherwise to the respective Group's terms of reference.
- 35.4 The terms of reference provided by the Chapter for the Groups may include the matters relating to composition, functions and proceedings which are included in the Statutes as well as any supplementary matters in accordance with the Measure.

## Community roll

### Article 36. Community roll

- 36.1 The Chapter must form and maintain a roll (referred to in this Constitution as the "worshipping community roll") which contains the name of each person—
- (a) who is baptised,
  - (b) who is aged 16 or over,
  - (c) who has made one of the following two declarations, and
  - (d) whose application for enrolment for the purposes of section 6(1) of the Measure has been granted.
- 36.2 The first declaration is that the person -
- (a) is a member of the Church of England or of a Church in communion with it, and
  - (b) has habitually attended public worship at the Cathedral during the preceding six months.
- 36.3 The second declaration is that the person -
- (a) is a member in good standing of a Church which is not in

- (b) communion with the Church of England but subscribes to the doctrine of the Holy Trinity, is also a member of the Church of England, and
- (c) has habitually attended public worship at the Cathedral during the preceding six months.

- 36.4 The Chapter may form and maintain a roll (referred to in this Constitution as the "non-worshipping community roll") which contains the name of each person—
- (a) who is not eligible for inclusion on the worshipping community roll, but
  - (b) who is a member of the cathedral community, and
  - (c) whose application for enrolment for the purposes of section 6(4) of the Measure has been granted.

## The College of Canons

### Article 37. Establishment

- 37.1 There continues to be a body called the College of Canons.
- 37.2 The College of Canons is independent of the Chapter and neither the College nor its members (in their capacity as such) form part of the body corporate of the Cathedral.
- 37.3 The role of the College of Canons is to support the Cathedral's mission and ministry.
- 37.4 College members act as ambassadors to facilitate links between the Cathedral, the Diocese and its churches and the wider community of the Diocese.
- 37.5 The College has a maximum number of 32 members, with 16 being ordained and 16 lay people. Where the numbers are at any time less than these the Chapter shall seek to appoint canons to achieve these numbers or as near as possible as circumstances permit.
- 37.6 The members of the College of Canons are –

- (a) the Dean,
  - (b) every suffragan bishop of the Diocese,
  - (c) every canon of the Cathedral, and
  - (d) every archdeacon of the Diocese.
- 37.7 In article 27.6 (c), “canon” includes a lay canon and a non-residentiary canon but not a minor canon or honorary minor canon and “non-residentiary canon” includes a prebendary who is not a residentiary canon.
- 37.8 The College of Canons has the functions conferred by the Appointment of Bishops Act 1533 on the body referred to in that Act as the dean and chapter of the Cathedral.
- 37.9 The College of Canons additionally has the following functions—
- (a) To worship and pray together regularly, and to do so particularly on the feast of Trinity.
  - (b) To express the relationship between the Cathedral and the rest of the Diocese.
  - (c) To provide a forum in which the Chapter, as appropriate, seeks the College’s views on matters affecting the Cathedral.
  - (d) To discuss matters concerning the Cathedral raised by any member of the College or requested by the Bishop.
  - (e) In the event of a vacancy in the See, at the summoning of the Dean to meet and elect a Bishop for the Diocese.
  - (f) To make provision for its own proceedings, consistent with the Measure, the Constitution and the Statutes.

#### **Article 38. Transitional provisions – College of Canons membership**

- 38.1 The Chapter must seek to ensure the total number of College members and the numbers of lay and ordained canons in the College are adjusted as vacancies

are available, so that as far as possible, the maximum number and the equality of lay and ordained members specified in this Constitution are achieved by ten years after this Constitution comes into force (at the latest).

- 38.2 All existing members of the College of Canons at the date on which this Constitution takes effect continue to be members of the College in accordance with Article 37(6). Such persons are then subject to the terms of office provisions in Article 25 (if applicable to them), based on the date when they became canons of the Cathedral.

## **Amendments to Constitution**

### **Article 39. Amendments**

The procedure for making amendments to this Constitution is set out in sections 31 to 34 of the Measure.

## **Interpretation**

### **Article 40. Interpretation**

- 40.1 In this Constitution—
- “the Bishop” means the Bishop of Bristol (but see article 40.2);
  - “the Cathedral” means the Cathedral Church of the Holy and Undivided Trinity in Bristol;
  - “child” means a person aged under 18;
  - “the Diocese” means the diocese of Bristol and “diocesan” is to be read accordingly;
  - “electronic means” has the meaning given to it in section 1168 of the Companies Act 2006;
  - “Honorary Canon” has the meaning given in Article 22 above;
  - “the Measure” means the Cathedrals Measure 2021;

“permanent clergy team” means those clergy who are appointed to permanent roles, with a stipend, within the clergy team of the Cathedral;

“the Statutes” mean the statutes of the Cathedral adopted pursuant to the Measure and as revised from time to time;

“non-worshipping community roll” has the meaning given in Article 36 above;

“vulnerable adult” has the same meaning as in the Safeguarding and Clergy Discipline Measure 2016;

“working day” means a day which is not a Saturday or Sunday, Christmas Day, Good Friday or a bank holiday in England under the Banking and Financial Dealings Act 1971;

“worshipping community roll” has the meaning given in Article 36 above

40.2 Where the functions of the Bishop are being exercised by another bishop in accordance with an instrument made under section 13 or 14 of the Dioceses, Pastoral and Mission Measure 2007, the references in this Constitution to the Bishop are to be read as references to that other bishop.

40.3 A reference in this Constitution to a provision of a Measure or of an Act of Parliament is to be read as a reference to that provision as for the time being amended, extended or applied by or under any other such provision.

40.4 Subject to that, the Interpretation Act 1978 applies to this Constitution.

## Revocation

### Article 41. Revocation

The Constitution of the Cathedral made in August 2001 and amended in August 2009 ceases to have effect.

# The Statutes of The Cathedral Church of The Holy And Undivided Trinity Bristol (Bristol Cathedral)

## Office holders

### Article 1. The Bishop

- 1.1 The Bishop has the principal seat and dignity in the Cathedral.
- 1.2 The Bishop may, after consultation with the Chapter and subject to the following provisions, officiate in the Cathedral and use it in the Bishop's work of teaching and mission, for ordinations and synods and for other diocesan occasions and purposes.
- 1.3 The Bishop may -
  - (a) celebrate the Holy Communion in the Cathedral on Christmas Day and Easter Day;
  - (b) preach at or appoint the preacher at one of the services in the Cathedral on Christmas Day and Easter Day;
  - (c) preach at or appoint the preacher at ordination services.

### Article 2. The Dean

The Dean is the principal dignitary of the Cathedral, next after the Bishop.

## The Chapter: general

### Article 3. Corporate and spiritual life

- 3.1 The Chapter is the governing body of the Cathedral.
- 3.2 Seeking to follow the spirit of the Cathedral's original Augustinian tradition, Chapter members share in prayer and

worship and the residentiary canons join together in the regular daily office.

- 3.3 Working together in governing and providing strategic direction to the Cathedral, Chapter members are committed to fostering the corporate and spiritual life of the Cathedral, furthering its ministry, mission and values and the objects of Chapter as set out in the Cathedral's Constitution.

## Safeguarding Committee

### Article 4. Composition etc.

- 4.1 The Safeguarding Committee must have at least 6 members.
- 4.2 The Dean and the Diocesan Safeguarding Officer are ex officio members of the Committee whilst they hold those offices. It is for the Chapter to appoint the other members of the Committee, at least one of those appointed must be another member of Chapter (other than the Dean).
- 4.3 It is for the Chapter to appoint the independent chair of the Committee, who can be any Committee member who is not a member of Chapter. The Diocesan Safeguarding Officer may, but does not have to be, appointed as chair.
- 4.4 A member of the Committee holds office for a term of three years and may be reappointed; but a member who has served two consecutive terms is not eligible for reappointment as a member, until at least three years have passed since the member last ceased to hold office as such.
- 4.5 Disqualification from appointment/cessation of appointment:
  - (a) A person who would be disqualified from being appointed or elected as, or from serving as, a member of the Chapter under the Measure is disqualified from being appointed as, or from serving as, a member of the Committee.

- (b) Where a person would be disqualified under sub-paragraph (a) by virtue of being a person convicted of an offence mentioned in Schedule 1 to the Children and Young Persons Act 1933, the person's disqualification may be waived by the Bishop in like manner as a disqualification under section 36(2) of the Measure may be waived.
  - (c) A member of the Chapter appointed as a member of the Committee automatically ceases to be a member of the Committee on ceasing to be a member of the Chapter.
  - (d) A member of the Chapter appointed as a member of the Committee who is suspended from the Chapter under section 37 of the Measure automatically stands suspended from the Committee.
  - (e) In addition, the Chapter may remove a person as a member of the Committee if -
    - (i) there is a good reason for the removal, and
    - (ii) at least 75% of members vote in favour of the removal (either at a meeting or by written resolution).
- 4.6 The holders of the following posts may be invited to attend and speak at meetings of the Safeguarding Committee but may not be members of it (and accordingly may not vote):
- (a) The Chief Operating Officer,
  - (b) Operations Officer (Finance and Safeguarding),
  - (c) Safeguarding and Pastoral Officer,
  - (d) Director of Music.
  - (8) The senior non-executive member of Chapter is entitled to attend the whole or part of any meeting of the Safeguarding Committee and is entitled to speak but not vote.

## Article 5. Role and functions

- 5.1 The role of the Committee is to support and hold to account the Cathedral's staff for whom safeguarding is a principal job responsibility, collectively known as the safeguarding team, and to oversee and further the practice and implementation of safeguarding in all activities of the Cathedral.
- 5.2 The Committee has the responsibilities and functions set out in its terms of reference, which shall be determined by Chapter.

## Article 6. Proceedings at meetings etc.

- 6.1 It is for either of the chief officers, at the request of the chair of the Committee, to convene a meeting of the Committee.
- 6.2 The Committee must meet at least four times each year as determined by the Committee and at any other time if required to do so by its Chair or by the Chapter.
- 6.3 Notice of a meeting of the Committee must, unless otherwise agreed, be given to each member of the Committee, and to each person entitled or invited to attend the meeting by virtue of these Statutes, at least five working days before the date of the meeting. Provided that in exceptional or urgent circumstances a meeting may be called on shorter notice.
- 6.4 Notice of a meeting of the Committee—
  - (a) must specify when and where the meeting is to be held,
  - (b) must include an agenda for the meeting, and
  - (c) must be accompanied by the relevant papers for the meeting.
- 6.5 In so far as it is not reasonably practicable for the relevant papers for a meeting of the Committee to accompany the notice of the meeting, the papers must as soon as is reasonably practicable be given to each person to whom the notice was given.

- 6.6 The quorum for a meeting of the Committee is three members.
- 6.7 If any person who is not a member of the Committee attends the whole or part of a meeting of the Committee, the person may speak but not vote.
- 6.8 Articles 12.6 and 12.7 of the Constitution (remote participation) apply to a meeting of the Committee as they apply to a meeting of the Chapter.
- 6.9 Article 13 of the Constitution (Decisions without meetings) applies to a meeting of the Committee as it applies to a meeting of the Chapter.

#### Article 7. Reporting

- 7.1 A draft of the minutes of each meeting of the Committee must be provided promptly for review by the chair before circulation to each member of the Committee and must be approved by the Committee at its next meeting or by written resolution.
- 7.2 Once the minutes of a meeting of the Committee are approved, the minutes—
- (a) must be sent to every member of the Chapter, and
  - (b) may be sent to such other persons as the Committee thinks appropriate.
- 7.3 The Chapter must consider any matters arising from the minutes of a meeting of the Committee.

#### Article 8. Terms of Reference

The Chapter has the power under section 17(6) of the Measure to set terms of reference for the Safeguarding Committee in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

## Nominations Committee

#### Article 9. Composition etc.

- 9.1 The Nominations Committee must have at least 5 members.
- 9.2 It is for the Chapter to appoint the members of the Committee, at least one of whom must be a non-executive member of the Chapter.
- 9.3 It is for the Chapter to appoint the chair of the Committee; but that person may not be an executive member of the Chapter.
- 9.4 The Chapter may remove a member of the Committee from office if—
- (a) there is a good reason for the removal, and
  - (b) at least 75% of members vote in favour of the removal (either at a meeting or by written resolution).
- 9.5 A member of the Committee holds office as such for a term of three years and may be reappointed; but a member who has served two consecutive terms is not eligible for re-appointment as a member, until at least three years have passed since the member last ceased to hold office as such.
- 9.6 If, at the invitation of the Committee, any person who is not a member attends the whole or part of a meeting of the Committee, the person may speak, but only at the discretion of the chair, and may not vote.

#### Article 10. Functions

- 10.1 The Nominations Committee must advise the Chapter on -
- (a) the recruitment of non-executive members,
  - (b) the recruitment of members of committees of the Chapter, and
  - (c) the training needs of members of the Chapter.

- 10.2 The Nominations Committee must -
- (a) keep under review the skills, knowledge and experience of, and the diversity among, members of the Chapter, members of each committee (including the Nominations Committee itself) and members of each sub-committee and members of the advisory bodies established under the Constitution, and
  - (b) where, in light of a review under sub-paragraph (a), the Committee identifies areas where improvements are required, make recommendations to the Chapter on how to make those improvements.
- 10.3 The Nominations Committee must liaise and co-operate with each other committee and each sub-committee of the Chapter.
- 10.4 The Nominations Committee must recommend to the Bishop candidates for the role of senior non-executive member.

#### Article 11. Proceedings

- 11.1 It is for either of the chief officers, at the request of the chair of the Nominations Committee, to convene a meeting of the Committee.
- 11.2 The Committee must meet at least once each year.
- 11.3 Notice of a meeting of the Committee must, unless otherwise agreed, be given to each member of the Committee, and to each person invited to attend the meeting by virtue of these Statutes at least five working days before the date of the meeting. Provided that in exceptional or urgent circumstances a meeting may be called by shorter notice.
- 11.4 Notice of a meeting of the Committee—
- (a) must specify when and where the meeting is to be held,

- (b) must include an agenda for the meeting, and
- (c) must, subject to paragraph (6), be accompanied by the relevant papers for the meeting.

- 11.5 In so far as it is not reasonably practicable for the relevant papers for a meeting of the Committee to accompany the notice of the meeting, the papers must as soon as reasonably practicable be given to each person to whom the notice was given.
- 11.6 The quorum for a meeting of the Committee is three members, at least one of whom must be a non-executive member of the Chapter.
- 11.7 Articles 12.6 and 12.7 of the Constitution (remote participation) apply to a meeting of the Committee as they apply to a meeting of the Chapter.
- 11.8 Article 13 of the Constitution (Decisions without meetings) applies to a meeting of the Committee as it applies to a meeting of the Chapter.

#### Article 12. Reporting

- 12.1 A draft of the minutes of each meeting of the Nominations Committee must be reviewed by the chair then circulated promptly to each member of the Committee for approval.
- 12.2 Once the minutes of a meeting of the Committee are approved, the minutes -
- (a) must be sent to every member of the Chapter and the chief officer(s), and
  - (b) may be sent to such other persons as the Committee thinks appropriate.
- 12.3 The Chapter must consider any matters arising from the minutes of a meeting of the Committee.

#### Article 13. Terms of reference

The Chapter has the power under section 15(8) of the Measure to set terms of reference for the

Nominations Committee in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

## Finance Committee

### Article 14. Composition etc.

- 14.1 The Finance Committee must have at least four members.
- 14.2 It is for the Chapter to appoint the members of the Committee, following consultation with the Nominations Committee.
- 14.3 It is for the Chapter to appoint the chair of the Committee; and that person must have recent and relevant financial experience and must be a non-executive member of the Chapter.
- 14.4 The Chapter may remove a member of the Committee from office if—
  - (a) there is a good reason for the removal, and
  - (b) at least 75% of members vote in favour of the removal (either at a meeting or by written resolution).
- 14.5 A member of the Committee holds office as such for a term of three years and may be reappointed; but a member who has served two consecutive terms is not eligible for re-appointment as a member, until at least three years have passed since the member last ceased to hold office as such.
- 14.6 The Dean is not entitled to be a member of the Committee but is entitled to attend the whole or part of a meeting of the Committee; and at any meeting which the Dean attends, they may speak but may not vote.
- 14.7 The chief officers must each attend each meeting of the Committee unless the Committee considers that there are circumstances which justify excluding or

excusing either or both of the chief officers from the whole or part of the meeting; and a chief officer, when attending the whole or part of a meeting of the Committee, may speak but not vote.

- 14.8 If, at the invitation of the Committee, any member of the Chapter attends the whole or part of a meeting of the Committee, the person may speak but not vote.
- 14.9 If, at the invitation of the Committee, any other person attends the whole or part of a meeting of the Committee, the person may speak, but only at the discretion of the chair, and may not vote.

### Article 15. Functions

- 15.1 The Committee must keep under review the activities and management of the Cathedral in relation to such matters as the Chapter specifies in terms of reference for the Committee.
- 15.2 Section 16(8) of the Measure requires the Chapter, in providing the terms of reference referred to in paragraph (1), to have due regard to any guidance issued by the Church Commissioners on the responsibilities of a Finance Committee.

### Article 16. Proceedings

- 16.1 It is for either of the chief officers, at the request of the chair of the Committee, to convene a meeting of the Committee.
- 16.2 The Committee must meet at least four times each year and at any other time if required to do so by the Chapter. It may also meet at any other time determined by its chair as appropriate to the discharge of its functions.
- 16.3 Notice of a meeting of the Committee must, unless otherwise agreed, be given to each member of the Committee, and to each person entitled or invited to attend the meeting by virtue of these Statutes, at least five working days before the date of the meeting. Provided that in exceptional or urgent

- circumstances a meeting may be called on shorter notice.
- 16.4 Notice of a meeting of the Committee—
- (a) must specify when and where the meeting is to be held,
  - (b) must include an agenda for the meeting, and
  - (c) must be accompanied by the relevant papers for the meeting.
- 16.5 In so far as it is not reasonably practicable for the relevant papers for a meeting of the Committee to accompany the notice of the meeting, the papers must as soon as is reasonably practicable be given to each person to whom the notice was given.
- 16.6 The quorum for a meeting of the Committee is three members, at least one of whom must be a non-executive member of the Chapter.
- 16.7 Articles 12.6 and 12.7 of the Constitution (remote participation) apply to a meeting of the Committee as they apply to a meeting of the Chapter.
- 16.8 Article 13 of the Constitution (Decisions without meetings) applies to a meeting of the Committee as it applies to a meeting of the Chapter.

#### **Article 17. Reporting**

- 17.1 A draft of the minutes of each meeting of the Committee must be provided promptly for review by the chair before circulation to each member of the Committee and must be approved by the Committee at its next meeting or by written resolution.
- 17.2 Once the minutes of a meeting of the Committee are approved, the minutes—
- (a) must be sent to every member of the Chapter, and
  - (b) may be sent to such other persons as the Committee thinks appropriate.

- 17.3 The Chapter must consider any matters arising from the minutes of a meeting of the Committee.

#### **Article 18. Terms of reference**

The Chapter has the power under section 16(11) of the Measure to set terms of reference for the Finance Committee in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

### **Other committees and sub-committees**

#### **Article 19. Committees: composition etc.**

- 19.1 Other Committees may be established by the Chapter from time to time, in accordance with the Constitution. A committee of the Chapter established under the Constitution must have at least three members.
- 19.2 It is for the Chapter to appoint the members of the committee, at least one of whom must be a member of the Chapter, following consultation with the Nominations Committee.
- 19.3 It is for the Chapter to appoint the chair of the committee; and that person may, but need not, be a member of the Chapter.
- 19.4 The Chapter may remove a member of the committee from office if—
- (a) there is a good reason for the removal, and
  - (b) at least 75% of members vote in favour of the removal (either at a meeting or by written resolution).
- 19.5 A member of the committee holds office as such for a term of three years and may be reappointed; but a member who has served two consecutive terms is not eligible for re-appointment until at least three years have passed.

- 19.6 Any person who is not a member of a committee may be invited by the committee to attend the whole or part of a meeting of the committee and if so invited may, at the discretion of the Chair, speak but may not vote.

#### **Article 20. Sub-committees: composition**

- 20.1 A sub-committee established under the Constitution must have at least three members.
- 20.2 It is for the committee under which the sub-committee sits to appoint the members of the sub-committee.
- 20.3 It is for the Chapter to appoint the chair of the sub-committee.
- 20.4 The chair of the sub-committee must be a member of the committee under which the sub-committee sits.
- 20.5 The Chapter may remove a member of the sub-committee from office if -
- (a) there is a good reason for the removal, and
  - (b) at least 75% of members vote in favour of the removal (either at a meeting or by written resolution).
- 20.6 A member of the sub-committee holds office as such for a term of three years and may be reappointed; but a member who has served two consecutive terms is not eligible for re-appointment until at least three years have passed.

#### **Article 21. Functions**

The functions of each sub-committee established under the Constitution are set out in the terms of reference for that sub-committee.

#### **Article 22. Proceedings**

- 22.1 It is for the chief officers, at the request of the chair of a sub-committee established under the Constitution, to convene a meeting of the sub-committee.

- 22.2 Notice of a meeting of the sub-committee must, unless otherwise agreed, be given to each of its members, and to each person entitled or invited to attend the meeting under these Statutes at least five working days before the date of the meeting. Provided that in exceptional or urgent circumstances a meeting may be called on shorter notice.

- 22.3 Notice of a meeting of the sub-committee -

- (a) must specify when and where the meeting is to be held,
- (b) must include an agenda for the meeting, and
- (c) must be accompanied by the relevant papers for the meeting.

- 22.4 In so far as it is not reasonably practicable for the relevant papers for a meeting of the sub-committee to accompany the notice of the meeting, the papers must as soon as is reasonably practicable be given to each person to whom the notice was given.

- 22.5 The quorum for a meeting of the sub-committee is three members.

- 22.6 Articles 12.6 and 12.7 of the Constitution (remote participation) apply to a meeting of the sub-committee as they apply to a meeting of the Chapter.

- 22.7 Article 13 of the Constitution (Decisions without meetings) applies to a meeting of the sub-committee as it applies to a meeting of the Chapter.

#### **Article 23. Reporting**

- 23.1 A draft of the minutes of each meeting of the sub-committee must be provided promptly for review by the chair before circulation to each member of the sub-committee and must be approved by the sub-committee at its next meeting or by written resolution.
- 23.2 Once the minutes of a meeting are approved, the minutes -

- (a) must be sent to every member of the Chapter and the chief officers, and
- (b) to the chair of the committee under which the sub-committee sits; and
- (c) may be sent to such other persons as the sub-committee thinks appropriate.

#### **Article 24. Terms of reference**

The Chapter has the power under section 17(6) of the Measure to set terms of reference for each sub-committee established under the Constitution in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

## **Advisory bodies**

#### **Article 25. Terms of reference**

- 25.1 The principal function of the advisory bodies established under the Constitution is to advise the Chapter on the matters relating to the Cathedral which the Chapter from time to time assigns to each such advisory body; and the composition and proceedings of any such bodies should be such as to support the exercise of that function.
- 25.2 The Chapter has the power under section 18(4) of the Measure to set terms of reference for such bodies in relation to its composition, functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

## **Senior Management**

#### **Article 26. Chief officers**

The chief officers are the Chief Operating Officer and the Chief Finance Officer but these roles may be combined and held by one person as

permitted by the Constitution. The chief officers have such functions as are required by the Measure, the Constitution, these Statutes and otherwise as provided for in their job descriptions for the time being.

#### **Article 27. Establishment of management group**

There is to be a group called the Senior Management Group concerned with the management of the Cathedral.

#### **Article 28. Membership of group**

The members of the Senior Management Group are –

- (a) the Dean,
- (b) each residentiary canon,
- (c) the chief officers, and
- (d) such other members of staff (whether lay or clergy) as the Chapter considers appropriate and determines from time to time.

#### **Article 29. Functions of group**

The functions of the Senior Management Group are –

- (a) To support and work with the Chapter to further the objects of the Chapter (set out in the Constitution), and to further the ministry and mission of the Cathedral;
- (b) To pursue and deliver the vision and strategy of the Cathedral as set by the Chapter.

#### **Article 30. Proceedings of group**

- 30.1 The Senior Management Group shall meet together regularly as decided by the Chapter and as appropriate to carrying out its functions.
- 30.2 The Chief Operating Officer may determine detailed arrangements for formal meetings, in consultation with the Dean.

### **Article 31. Accountability of group**

31. The Senior Management Group is accountable to the Chapter for the discharge of its functions through the Chief Operating Officer.

## **Dignities**

### **Article 32. Designated Canons**

- 32.1 The Chapter may but does not have to, after consulting the Bishop, appoint a person who is not a member of the College of Canons as a canon theologian, ecumenical canon or other to another title specified by Chapter. These are designated canons.
- 32.2 A canon theologian will be a person who can enrich the life of the Cathedral and might, from time to time, offer teaching and theological support to the Cathedral and Diocese.
- 32.3 An ecumenical canon will be a person who is linked to any of the ecumenical partners of the Cathedral or can otherwise enrich its ecumenical links.
- 32.4 It is for the Chapter, after consulting the Bishop, to determine the specific role of each type of designated canon.
- 32.5 It is for the Chapter to decide how many (if any) designated canons there are in each category of designation.
- 32.6 A designated canon serves an indefinite term of office if expressly stated in the documents evidencing their appointment but otherwise serves a three year term of office and may be re-appointed to further terms without limit.
- 32.7 Designated canons are not members of the College of Canons.

## **Residence**

### **Article 33. Residence for residentiary canons**

Residentiary canons must reside in such residences determined by Chapter from time to time.

## **Worship**

### **Article 34. Divine Service and preaching**

The worship of the Cathedral is overseen by the Dean and residentiary canons who together ensure divine services take place and that God's word is proclaimed in worship and preaching and that the sacraments are duly celebrated.

### **Article 35. Order of precedence**

The order of precedence in processions at services held in the Cathedral is determined by the Dean.

### **Article 36. Music, choir etc.**

The Chapter recognises the core contribution of music to the worship, life and work of the Cathedral and will encourage, enhance and facilitate that contribution through the Cathedral's choirs and musicians and by such other means as it decides from time to time.

## **Miscellaneous**

### **Article 37. Execution of documents**

A document which is not required to be executed by the application of the Chapter's seal is validly executed by the Chapter if it is signed on behalf of the Chapter by two members of the Chapter, or by one member of the Chapter and one of the chief officers, each of whom is authorised to sign the document by written resolution of the Chapter (whether specially or generally).

### Article 38. Power to establish subsidiaries

38.1 The Chapter may, for the purpose of securing the good government of the Cathedral, establish subsidiary companies.

The Chapter may itself become a member of a company established under this Article.

In this Article, “company” includes any body corporate.

### Article 39. Archaeologist

Section 23(2) of the Care of Cathedrals Measure 2011 requires the Chapter to appoint a cathedral archaeologist. It is for the Chapter to determine how that appointment is made and the terms and duties of the post holder (subject to and in accordance with the requirements of that Measure).

### Article 40. Patronage

The power of presentation or nomination to a benefice in the patronage of the Cathedral is exercisable by the Chapter or a patronage committee of the Chapter.

## Amendments to Statutes

### Article 41. Amendments

The procedure for making amendments to these Statutes is set out in sections 31 to 34 of the Measure.

## Interpretation

### Article 42. Interpretation

42.1 In these Statutes—

“the Bishop” means the Bishop of Bristol (but article 42.2);

“the Cathedral” means the Cathedral Church of the Holy and Undivided Trinity in Bristol;

“the Measure” means the Cathedrals Measure 2021;

“working day” means a day which is not a Saturday or Sunday, Christmas Day, Good Friday or a bank holiday in England under the Banking and Financial Dealings Act 1971.

42.2 Where the functions of the Bishop are being exercised by another bishop in accordance with an instrument made under section 13 or 14 of the Dioceses, Pastoral and Mission Measure 2007, the references in these Statutes to the Bishop are to be read as references to that other bishop.

42.3 A reference in these Statutes to a provision of the Measure is to be read as a reference to that provision as for the time being amended, extended or applied by or under any other Measure.

42.4 Subject to that, the Interpretation Act 1978 applies to these Statutes.

## Revocation

### Article 43. Revocation

The Statutes of the Cathedral made in August 2001 and amended in August 2009 cease to have effect.