

## **The Constitution and Statutes of the Cathedral Church of Christ and the Blessed Mary the Virgin of Worcester**

### **Preface**

The rule of St Benedict was established by St Oswald, bishop of Worcester from 961 to 992, in his new cathedral church of St Mary. From then on until the dissolution of the monasteries in the sixteenth century, the rule was read daily by the monastic community assembled in the chapter house, and was the foundation of their life, their work, and their prayer. The bishop of Worcester, in the earlier centuries always a monk himself, held the title of abbot, but the day-to-day government of the monastery was in the hands of the abbot's deputy, the prior. As with other English cathedrals served by monks (Canterbury, Rochester, Winchester, Durham, Ely, and elsewhere) the community was classed as a 'cathedral priory'.

The cathedral priory was surrendered to the commissioners of King Henry VIII on 18 January 1540. The story has been told by John Noake, Ute Engel, and others. As in other cathedral priories, there was a substantial measure of continuity. The last prior, Henry Holbeche, was appointed dean, and five of the monks became canons. The liturgy was still that of the Latin church, since the English liturgy was not introduced until the reign of Edward VI. There was still an enormous business of lands and properties and money to be managed. And of course the church continued without interruption to be the cathedral church of the bishop of Worcester.

Two years after the surrender of the monastery, the new arrangements were consolidated in a set of statutes, which were possibly revised, but certainly re-issued, on 31 July 1544. The statutes of 1544 (in Latin) were privately printed in 1879, and admirably translated into English by R.J.W Bryer in 1994. They are grandly entitled, 'The Statutes of the Cathedral Church of Worcester issued by the Most Serene and Powerful Prince Henry the Eighth, King of England, France, and Ireland, Defender of the Faith and Supreme Head on Earth of the Church of England and Ireland, Founder of the same Church of Worcester, in the Thirty-Sixth Year of the same King on the last day of the month of July'.

The Henrician statutes are long, detailed, and discursive, and paint a fascinating picture of the daily operation of the 'college'. 'College' was the word used to describe the kind of institution which had replaced the monastery, and it survives in College Hall, College Green, College Precincts, College Yard, and College Street. It meant, not primarily an educational foundation (though the school was an integral part of it) but a community of clerics – the Dean and Chapter – who resided in a community devoted to the ecclesiastical duties of prayer, worship, and study.

The huge ecclesiastical reforms of the nineteenth and twentieth centuries led to repeated revisions of the statutes, and a comparative study of cathedrals would probably show an increasing convergence of text, and an ironing out of local peculiarities and characteristics. For instance, the title of vice-dean, which was prominent in the Henrician statutes lasted until the 1999 Measure, when it disappeared. Happily, its permissive use has been restored in the new constitution.

The Cathedrals Measure of 1999 necessitated not only a new set of statutes, but a 'constitution' as well. This distinction is maintained in the Cathedrals Measure 2021, of which the present constitution and statutes are the product.

In understanding the governance of the Cathedral under the new Measure, it is important to understand what is meant by the term 'Cathedral community', which has a definite meaning in the Measure, but which is often used, wrongly, to mean only the regular worshipping congregation. The 'Cathedral community' is defined in the Measure as 'persons over the age of 16 who worship regularly in the cathedral or are engaged in work or service connected with the cathedral in a regular capacity', in other words the Cathedral community is the paid staff, the volunteers, and the regular worshippers. At Worcester, this is a 'community' of about 1000 people.

The process of revision has enabled the Chapter to consider and review much of its corporate life. It will not be the final word, for cathedrals are fast-changing institutions, and the new measure makes the revision of the constitution and statutes simpler. They offer some glimpse, though far less detailed or intriguing than the statutes of 1544, of the life and work of Worcester Cathedral in the first year of the reign of King Charles the Third.

# THE CONSTITUTION

## *Introductory*

### **Cathedral's ecclesiastical purpose**

1. 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*

### **Establishment and governance**

2.
  - (1) There continues to be a body called the Chapter.
  - (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.
  - (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.

### **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 sub-paragraph (a) or (b).
  - (2) In paragraph (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) In furthering the objects set out in paragraph (1), the Chapter must act for the public benefit within the meaning of section 4(3) of the Charities Act 2011.

#### **Membership: 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.
- (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).
- (3) The other members of the Chapter are the non-executive members.
- (4) The Chapter must have more non-executive members than executive members.
- (5) At least two-thirds of the non-executive members must be lay persons.
- (6) The Chapter must have at least eight members but no more than twelve or such larger number as is necessary to comply with paragraph (4).

#### **Membership: non-executives**

5. (1) The Bishop, after consulting the Chapter, must appoint one of the non-executive members who is not a residentiary canon.
- (2) The non-executive member appointed under paragraph (1) is, by virtue of that appointment, the senior non-executive member of the Chapter.
- (3) The members of the Chapter must appoint the other non-executive members who are not residentiary canons; but each appointment under this paragraph requires the prior approval of the bishop.
- (4) A non-executive member of the Chapter may not be appointed for a term exceeding three years; but, subject to paragraphs (5) and (6), a non-executive Chapter member may be reappointed.
- (5) A non-executive member of the Chapter who has served for a continuous period of nine years is not eligible to be appointed as a non-executive member of the Chapter again until at least two years have passed since he or she last ceased to hold office as a non-executive member.
- (6) A non-executive member of the Chapter may not be reappointed for a term which, if served in full, would cause that person to have served as a non-executive member of the Chapter for a continuous period of more than nine years.
- (7) When calculating whether a period of service is 'continuous' for the purpose of paragraphs (5) and (6) above, breaks in service of less than two years are to be disregarded.

#### **Membership: eligibility**

6. (1) A person aged under 16 is not eligible to be a member of the Chapter.
- (2) A chief officer is not eligible to be a member of the Chapter.
- (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.
- (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.
- (5) A majority of the non-executive members must come within paragraph (4)(a).
- (6) At least one non-executive member must have recent and relevant financial experience.

#### **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-
- (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.
- (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.
- (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).
- (5) Subject to that, 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.

#### **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.
- (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.
- (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.
- (4) If a conflict arises for a member of the Chapter out of an interest of the kind referred to in paragraph (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.
- (5) Where a conflict is authorised under paragraph (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.

### **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.
- (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.
- (3) The Chapter has the powers relating to investment and other uses of money which are set out in section 24 of the Measure.
- (4) The Chapter is not permitted to use the power conferred by section 292B of the Charities Act 2011 (social investment power).

### **Statutes**

- 10.** (1) The Statutes of the Chapter provide for the good government of the Cathedral.
- (2) The provisions in the Statutes must be consistent with the Measure and with this Constitution.

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

### **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.
- (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).
- (3) The Chapter must hold at least six meetings in each financial year to enable the efficient transaction of its business.
- (4) The Dean, the senior non-executive member or three other members of the Chapter may at any time call a meeting of the Chapter by giving written notice of the meeting to each member of the Chapter and to the chief officers.
- (5) Notice under paragraph (4) must be given at least seven 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.
- (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.

- (7) Where there is a meeting of the Chapter at which one or more members are present in the way described in paragraph (6), the meeting is to be documented as being held—
  - (a) at the place at which there is the largest number of members present (including in the way described in paragraph (6)) or,
  - (b) if there is no one place which meets that description, at the place at which the chair of the meeting is present.
- (8) The quorum of the Chapter is, subject to paragraph (9), five members and must include at least one non-executive member and (unless all executive members are precluded members) at least one executive member.
- (9) If in relation to an item of business there are fewer than five members of the Chapter who are not precluded members, the quorum for that item of business is all of the members of the Chapter who are not precluded members.
- (10) In paragraphs (8) and (9) —

“precluded member” means a member of the Chapter who is precluded from forming part of the quorum for an item of business by virtue of —

  - (a) Article 8(5) above; or
  - (b) a provision made in the Chapter’s conflict of interest policy maintained under Article 8(2) above.
- (11) 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 paragraph (6)).
- (12) 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) 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.
- (14) The Chapter members shall cause minutes to be made of:
  - (a) All appointments of non-executive Chapter members made by the Chapter;
  - (b) The names of Chapter members present at each Chapter meeting; and
  - (c) All resolutions and proceedings at all meetings of the Chapter.
- (15) Any minutes of any meeting, if purporting to be signed by the chair of that meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without further proof of the facts stated in such minutes.
- (16) Minutes prepared pursuant to paragraph (14), or extracts thereof, may at the Chapter’s discretion be provided to interested parties.



### **Decisions without a meeting**

- 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.
- (2) A member of the Chapter may signify agreement to a proposed written resolution—
- (a) by signing a hard copy,
  - (b) by email sent from the email address which the member usually uses in connection with the affairs of the Chapter, or
  - (c) if the Chapter has approved the use of some other electronic means for this purpose, by that electronic means.
- (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.
- (4) A decision taken in the way described in paragraph (3) must be duly reported and minuted at the next meeting of the Chapter.
- (5) A decision taken in the way described in paragraph (3) may (but need not) take the form of a written resolution passed in accordance with paragraph (1).

### **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.
- (2) Before deciding who to invite to a special meeting under paragraph (1) (apart from the members of the Chapter and the Bishop), the Chapter must consult the Bishop.

### **The Seal**

- 15.** (1) The application of the Chapter's seal must be 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.
- (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***

#### **The Bishop**

- 16.** (1) The Bishop continues to have the principal seat and dignity in the Cathedral.

- (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.
- (3) The Bishop may seek the advice of the Chapter on any matter.
- (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.

### **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.
- (2) The Bishop as Visitor must determine any question which arises on the construction of this Constitution or the Statutes.
  - (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.
  - (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.
  - (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 residentiary canon.
  - (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.

### **The Dean**

- 18.** (1) The Dean is appointed by His Majesty.
- (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.
- (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.
- (4) In the case of a decision taken by the Chapter on a matter other than the matters mentioned in paragraph (3)(a) and (b), the Dean is to be taken as having given consent for the purposes of paragraph (3)(c) after the expiry of one month beginning with the day after that on which the decision was taken.
- (5) But paragraph (4) does not apply if, during the one-month period referred to in that paragraph, 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.
- (6) The Dean is, in respect of functions relating to the Cathedral, accountable to the Chapter in accordance with arrangements made by the Chapter.

#### **Interim dean**

- 19.** 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.

#### **Residentiary canons**

- 20.** (1) The Residentiary Canons are appointed by His Majesty.
- (2) The number of Residentiary Canonries shall not be reduced below four save that the Bishop may, for financial or other reasons and after consultation with the Dean and the Chapter, request His Majesty to suspend a vacant Residentiary Canonry and His Majesty may thereupon if he thinks fit suspend and refrain from filling the Residentiary Canonry.
- (3) The Bishop may at any time, and shall at the request of His Majesty, consult the Dean and the Chapter as to the revival of a suspended Residentiary Canonry and may after such consultation request His Majesty to revive the Residentiary Canonry and His Majesty may thereupon revive and appoint to the Residentiary Canonry.
- (4) At least two full-time equivalent residentiary canons must be engaged exclusively on cathedral duties.

#### **Non-residentiary canons**

- 21.** (1) The Bishop may, after consultation with the Dean, appoint non-residentiary canons in accordance with this Article 21.
- (2) Non-residentiary canons appointed in accordance with this Article 21 are known as "Honorary Canons" but shall for the avoidance of doubt be canons of the Cathedral and members of the College of Canons.
- (3) The Honorary Canons shall number as follows:
- (a) not more than 17 shall be clerks in Holy Orders beneficed or licensed in the Diocese; and
- (b) a further one Canon shall be a clerk in Holy Orders not beneficed or licensed in the Diocese.
- (4) In addition to the Honorary Canons listed in paragraph (3):
- (a) a further five Honorary Canons may be appointed from among clerks in Holy Orders (not being residentiary canons) serving as non-executive members of the Chapter;
- (b) any bishop suffragan, full-time stipendiary assistant bishop, or archdeacon (not being a residentiary canon) serving in the Diocese shall be an Honorary Canon;
- (c) a further two Honorary Canons may be appointed from among the superiors or other members of not more than two religious communities of the Church of England established in the Diocese.
- (5) Subject to paragraph (6), an Honorary Canon holds office for such period as the Bishop specifies in the instrument appointing him or her to the office (which period may be stated by reference to the period in which the Honorary Canon holds some other office).
- (6) A person's office as an Honorary Canon is vacated automatically (without requiring the execution of any instrument of resignation) upon that person:
- (a) ceasing to be beneficed or licensed in the Diocese (if appointed under paragraph 3(a));
- (b) ceasing to hold a benefice or licence (if any) held in another Diocese at the time of appointment (if appointed under paragraph 3(b));
- (c) ceasing to hold the office or membership with which the canonry is associated (if appointed under paragraph (4)).
- (7) The Bishop may, by instrument in writing and after consultation with the Dean, direct that a person's office as an Honorary Canon shall not be vacated under paragraph (6) but should instead be extended for a period specified in the instrument.

### **Lay canons**

- 22.** (1) The Bishop may, after consultation with the Dean, appoint lay canons in accordance with this Article 22.

- (2) Subject to paragraph (3), there shall be not more than six lay canons, each of whom shall be actual communicants.
- (3) In addition to lay canons appointed under paragraph (2), not more than five further lay canons may be appointed from among lay persons serving as non-executive members of the Chapter.
- (4) Subject to paragraph (5), a lay canon holds office for five years **OR** such period as the Bishop specifies in the instrument appointing him or her to the office (which period may be stated by reference to the period in which the Honorary Canon holds some other office).
- (5) A lay canonry appointed under paragraph (3) is vacated automatically (without requiring the execution of any instrument of resignation) upon the lay canon ceasing to serve as a non-executive member of the Chapter.
- (6) The Bishop may, by instrument in writing and after consultation with the Dean, direct that a person's office as an lay canon shall not be vacated under paragraph (5) but should instead be extended for a period specified in the instrument.

### ***Senior management and other appointments***

#### **Chief officers**

- 23.** (1) The Chapter must appoint 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. The chief operating officer may also be known by the ancient title of Cathedral Steward.
- (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.

#### **Architect or surveyor**

- 24.** (1) The Chapter must appoint an architect or surveyor of the fabric of the Cathedral.
- (2) A person may not be appointed under paragraph (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.
- (3) Before making a decision about the qualifications and expertise required for the purposes of paragraph (2), the Chapter must consult—
- (a) the Cathedrals Fabric Commission for England, and
  - (b) whichever other persons or bodies the Chapter considers appropriate.

#### **Auditor**

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

#### **Director of Music**

- 26.** The Chapter must appoint a Director of Music (or Master of the Choristers and Organist) to supervise music in the Cathedral.

## ***Committees***

### **Nominations Committee**

- 27.** (1) There is to be a committee known as “the Nominations Committee”.
- (2) The Chapter must appoint the members and chair of the Nominations Committee.
- (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).
- (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.

### **Finance Committee**

- 28.** (1) There is to be a committee known as “the Finance Committee”.
- (2) The Chapter must appoint the members of the Finance Committee.
- (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.

### **Arrangements for managing internal audit and risk**

- 29.** (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.
- (2) Section 5(6) of the Measure requires the Chapter, in making arrangements under paragraph (1), to have due regard to any guidance issued by the Church Commissioners on the financial affairs of cathedrals.

### **Congregational Committee**

- 30.** (1) There is to be a committee known as “the Congregational Committee”.
- (2) The Chapter must appoint the members of the Congregational Committee and those members may include persons who are not members of the Chapter.
- (3) The composition, chairing, functions and proceedings of the Congregational Committee are set out in the Statutes.
- (4) The terms of reference provided by the Chapter for the Congregational 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.

### **Safeguarding Committee**

- 31.** (1) There is to be a committee known as “the Safeguarding Committee”.

- (2) The Chapter must appoint the members of the Safeguarding Committee and those members may include persons who are not members of the Chapter.
- (3) The composition, chairing, functions and proceedings of the Safeguarding Committee are set out in the Statutes.
- (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.

### **Other committees**

- 32.** (1) The Chapter may from time to time establish committees or sub-committees of the Chapter.
- (2) Any committee or sub-committee so established may include persons who are not members of the Chapter.
  - (3) The composition, chairing and proceedings of any such committees or sub-committees are set out in the Statutes.
  - (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***

#### **Advisory bodies**

- 33.** (1) There is to be an advisory body known as the Council of Reference.
- (2) The Council of Reference is not a committee of the Chapter.
  - (3) Provision as to the composition, functions and proceedings of the Council of Reference is included in the Statutes and any terms of reference.
  - (4) The terms of reference provided by the Chapter for the Council of Reference 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***

#### **Community roll**

- 34.** (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.
- (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.
- (3) The second declaration is that the person—
  - (a) is a member in good standing of a Church which is not in communion with the Church of England but subscribes to the doctrine of the Holy Trinity,
  - (b) is also a member of the Church of England, and
  - (c) has habitually attended public worship at the Cathedral during the preceding six months.
- (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***

#### **Establishment**

- 35.** (1) There continues to be a body called the College of Canons.
- (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.
- (3) 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.
- (4) In paragraph (3)(c), “canon” includes a lay canon and a non-residentiary canon but not a minor canon; and “non-residentiary canon” includes a prebendary who is not a residentiary canon.
- (5) 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.



- (6) The College of Canons has the following functions—
  - (a) to share in the Cathedral’s corporate, spiritual and worshipping life;
  - (b) to promote the Cathedral’s mission and service in the Diocese.
- (7) The College of Canons must make provision for its proceedings and must meet at least once per year.

### ***Amendments to Constitution***

#### **Amendments**

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

### ***Interpretation***

#### **Interpretation**

- 37.** (1) In this Constitution—
  - “the Bishop” means the Bishop of Worcester (but see paragraph (2));
  - “the Cathedral” means the Cathedral Church of Christ and the Blessed Mary the Virgin of Worcester;
  - “child” means a person aged under 18;
  - “the Diocese” means the diocese of Worcester and “diocesan” is to be read accordingly;
  - “electronic means” has the meaning given to it in section 1168 of the Companies Act 2006;
  - “the Measure” means the Cathedrals Measure 2021;
  - “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 34 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 34 above;
- (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.

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- (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.
- (4) Subject to that, the Interpretation Act 1978 applies to this Constitution.

### ***Revocation***

#### **Revocation**

**38.** The Constitution of the Cathedral made on 1 May 2001 ceases to have effect.