

# SOUTHWARK

◆ CATHEDRAL ◆

## **Draft Constitution**

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After approval by Chapter, pending public consultation and final Council approval

# The Cathedral and Collegiate Church of Saint Saviour and Saint Mary Overie, Southwark

## Preamble

The Church of Saint Saviour, Southwark, originally the Collegiate Church of the Priory of Saint Mary Overie, served as the church of a parish established by a Statute of Henry VIII in the year 1541 out of two previously existing parishes. The property of the Wardens of those two parishes was vested in a body of six Wardens, who were to be elected by the parishioners of the new parish.

The rectory, church, burying-ground and certain other property in the parish were granted by James I in 1611 to certain persons, and by those persons conveyed in 1614 to a body of Trustees on trust for the employment of two preaching Chaplains and other purposes. The Saint Saviour's Southwark, Chaplaincy Act 1868, reduced the number of these Chaplains to one, who was required to maintain a curate.

The Saint Saviour's, Southwark (Church Rate Abolition) Act 1883 vested the right of perpetual presentation to the office of Chaplain in the Bishop of the diocese in which the parish church was or might be situated and enacted that the holder of the said office should be styled Rector. It confirmed the Wardens in the capacity as a body corporate and in their rights, but regulated the method of electing the Wardens, including the Warden of the Great Account, and made provision for the election of a further Warden, to be called the Rector's Warden, and his inclusion in the body corporate. It added the Rector to the then existing Trustees, and made new provisions for election of the elected Trustees; and it vested in the Trustees (commonly called "the Rectory Trustees"), in addition to the property of which at that time they stood possessed, the sum of seven thousand pounds paid by the Bishop of Rochester for the right of presentation to the office of Chaplain (thenceforward styled Rector) and certain other property detailed in the First Schedule to the Act; but it provided that, with one exception, the income derived from these sources and from any other property which from time to time might be vested in the said Trustees should be paid over to the Wardens and by them expended upon the stipends of the Rector, the Schoolmaster and the Usher of the Grammar School of Saint Saviour in Southwark, and towards defraying the expenses of the repair and maintenance of the Church and other expenses in connection therewith as the Wardens should think proper.

These arrangements were, in part, materially changed by the Borough of Southwark (St Saviour) Scheme 1901, made in pursuance of the London Government Act, 1899. This Scheme provided inter alia for two Churchwardens, one of whom was to be the Rector's Warden, to whom was transferred any power, duty, property or liability of the Court of Wardens connected with the affairs of the Church; and it made the Rectory Trustees not merely trustees but also the administrators (but subject to the conditions contained in the Act of 1883 in respect of the objects to which it was applicable) of the income of the property vested in them. In other respects the rights of the Court of Wardens were fully maintained. The election of five members of the Court of Wardens (other than the Rector's Warden) was thenceforward to be entrusted to the Council of the Metropolitan Borough of Southwark, and that of the Rectory Trustees to the inhabitants of the ecclesiastical district for the time being attached to the Church of Saint Saviour.

Meanwhile changes had taken place within the Church itself. In 1896 the Vestry resolved that the Lady Chapel sufficiently provided for the needs of the parish and approved a proposal to apply for a faculty

for fitting up that Chapel as a parish church and to use the remainder of the Church as a collegiate church, subject to the Warden of the Great Account and the Rector's Warden being members of the Chapter. In pursuance of this resolution, the Bishop of Rochester, in 1897, entered into an agreement under seal with the Rector whereby the Lady Chapel was thenceforth to be deemed the parish church and the Rector renounced all his rights to the use of the remainder of the Church, save in respect of solemnizations of baptism and marriage, the receipt of fees therefore, the joint use of the vestry and the bells, and access to the Parish Church. In the same year a faculty was given for effecting the necessary alterations, and the Bishop promulgated Statutes for the Collegiate Church. The Saint Thomas Southwark and Saint Saviour Southwark Act 1898, which united the two parishes, designates the Church of Saint Saviour as a Collegiate Church.

The bishopric of Southwark was founded by an Order in Council made on the 20th day of March, 1905, in pursuance of the Bishopsrics of Southwark and Birmingham Act 1904, the Second Schedule to which declared the Church of Saint Saviour, Southwark, to be the cathedral church of the diocese of Southwark.

By an Order in Council made on the 29th day of April, 1915, the benefices of Saint Saviour and of Saint Peter, in Southwark, were united

In 1922 the Bishop of Southwark promulgated new Statutes in amendment of those in 1897. These bodies of Statutes, though not binding in law, were generally followed. In accordance with these Statutes, the Bishop was Dean and a Bishop Suffragan Sub-Dean, and the number of Canons was limited to six, with Dignities (apart from that of Sub-Dean) of Precentor, Chancellor and Missioner. The Chapter was constituted so as to include the Dean, the Sub-Dean, the Canons, the Warden of the Great Account, the Rector's Warden, the Treasurer and the Assistant Treasurer. While the clerical members of this Chapter controlled all matters relating to the ministering of the Word and Sacraments and the conduct of Divine Worship, the Chapter as a whole had, among other powers, that of appointing, dismissing, and regulating the duties of, all persons (save the Canons and others appointed by the Bishop) employed in the Cathedral and of fixing and altering their remuneration.

A new Constitution and Statutes were framed by the Cathedral Commissioners for England appointed under the Cathedrals Measure 1931 to bring the governance of the Cathedral into accord with the Cathedral Measures 1931 and 1934. This Constitution and Statutes were set out in the First Schedule to the Southwark Cathedral Measure 1937.

The further Constitution and Statutes were framed by the Cathedrals Commission appointed under section 1 of the Cathedrals Measure 1963 in substitution for the aforementioned Constitution and Statutes, bringing the governance of the Cathedral into accord with the provisions of the said Measure of 1963. The whole of the Cathedral was both the cathedral church of the Diocese of Southwark and the parish church of Saint Saviour, Southwark.

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. These became effective on Easter Day 2000 (the

feast day of St. George and the anniversary of the birth and death of William Shakespeare) when the Transitional Council ceased to exist.

In 2008, at a joint meeting of the Chapter and the Cathedral Council, revisions to the Constitution and Statutes were discussed. Amendments concerning the membership of the Cathedral Council and Finance Committee were proposed along with the formation of a Nominations Committee and changes to the Order of Precedence.

These amendments were formally approved by the Cathedral Council at their meeting in April 2009 following the period of statutory public consultation. The Constitution and Statutes were revised accordingly.

A further review was undertaken in 2012 /13. A number of changes were approved by the Cathedral Council at their meeting in 2013 following the requisite consultation. These included new provisions for the appointment of Ecumenical Canons, alterations to reflect the introduction of the Ecclesiastical Offices (Terms of Service) Measure 2009 and Common Tenure, the redesignation of the Administrator as the Comptroller, the designation of the Succentor as a Minor Canon, the designation of Cathedral Chaplains as Honorary Minor Canons, together with various consequential and other amendments.

A new Constitution and Statutes were developed to bring the governance of the Cathedral into accord with the Cathedral Measure 2021. These new documents were formally approved by the Cathedral Council at their meeting on [ 2022] following the period of statutory public consultation. The previous Constitution and Statutes were revoked.

The present Constitution and Statutes now follow—

# Introductory

## 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

## 2. Establishment and governance

- (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.

## 3. Objects

- (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; and
  - (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; and

“**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.

## 4. Membership: general

- (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).

## 5. **Membership: non-executives**

- (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.
- (4) When making appointments under paragraph (3) above, the Chapter shall first give consideration (having regard to the recommendations of the Nominations Committee) as to whether to appoint any person elected as a Cathedral Warden as a non-executive member of the Chapter for a term not less than the duration of that person's services as a Cathedral Warden. A person so appointed is referred to in this Constitution as a **Cathedral Warden Member**.
- (5) But each appointment under paragraph (3) above—
  - (a) requires the prior approval of the Bishop; and
  - (b) is subject to article 6 below.
- (6) A non-executive member may not be appointed for a term exceeding 4 years but, subject to paragraphs (7) and (8), a non-executive member may be reappointed.
- (7) A person who has served as a non-executive member for a continuous period of eight years is not eligible to be appointed as a non-executive member again until at least 12 months have passed since he or she last ceased to hold office as a non-executive member of the Chapter.
- (8) A person may not be appointed as a non-executive member for a term which, if served in full, would cause that person to have served as a non-executive member for a continuous period of more than eight years.
- (9) Paragraphs (7) and (8) shall not restrict a person's appointment as a Cathedral Warden Member (but see section 3 of the Churchwardens Measure 2001).
- (10) But a person's past service as a Cathedral Warden Member is to be counted for the purpose of establishing whether paragraphs (7) or (8) restrict that person's appointment as a non-executive member otherwise than as a Cathedral Warden Member.

## 6. **Membership: eligibility**

- (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.

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

- (1) A non-executive member of the Chapter (other than the one appointed by the Bishop) 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 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).
- (4) A person's office as a Cathedral Warden Member shall be vacated automatically and without execution of any instrument of resignation immediately upon that person ceasing to be a Cathedral Warden (but this shall not in itself prevent that person's re-appointment as a non-executive member otherwise than as a Cathedral Warden Member).
- (5) A person's office as a Cathedral Warden Member shall be vacated automatically and without execution of any instrument of resignation immediately upon that person being suspended from the office of Cathedral Warden under the Churchwardens Measure 2001. On the lifting of any such suspension, the person shall be re-appointed as a Cathedral Warden Member only if—
  - (a) he or she otherwise remains eligible for appointment as a Churchwarden Member; and
  - (b) the Chapter is at that time permitted to make an appointment without contravening article 4(6) above.
- (6) Subject to the provision made by 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.



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

- (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 or sub-committee 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 those parts of any meeting at which there is discussion about the conflict or the proposed or actual transaction or arrangement giving rise to it.

## **9. Functions**

- (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; and
  - (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).

#### **10. Statutes**

- (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.

#### **11. Safeguarding**

- (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) The Chapter is required by section 5 of the Safeguarding and Clergy Discipline Measure 2016 to have due regard to guidance issued by the House of Bishops on matters relating to the safeguarding of children and vulnerable adults.
- (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.

#### **12. Chapter meetings**

- (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 seven meetings in each financial year to enable the efficient transaction of its business.
- (4) The Dean, the senior non-executive member or not less than three other non-executive 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) Subject to paragraph (9), the quorum of the Chapter is eight members.
- (9) If in relation to an item of business there are fewer than eight members 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 paragraph (9) above, a **precluded member** in relation to an item of business is a member precluded from forming part of the quorum for that item of business by virtue of—
  - (a) the rule in article 8(5) above; or
  - (b) 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.
- (14) A chief officer, when attending the whole or part of a meeting of the Chapter, may speak but may not vote.

### **13. Decisions without a meeting**

- (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).

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

- (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.

### **15. The Seal**

- (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

### 16. The Bishop

- (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.

### 17. The Visitor

- (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.

### 18. The Dean

- (1) The incumbent of the benefice which comprises the Parish is to continue to be the Dean.
- (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; and
  - (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; or
  - (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 that 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.

**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.

**20. Residentiary canons**

- (1) The number of residentiary canons shall not exceed five at any one time.
- (2) The Bishop must, with the approval of the Dean, appoint each residentiary canon who is not appointed by the Crown.
- (3) At least two full-time equivalent residentiary canons must be engaged exclusively on cathedral duties.
- (4) The Bishop may for financial or other reasons (but only with the consent of the Chapter) suspend and refrain from filling a residentiary canonry which has fallen vacant and may with the like consent revive and appoint to such residentiary canonry.

## 21. Non-residentiary canons

- (1) Subject to the following provisions of this article there shall be not more than thirty-six non-residentiary canons who shall be appointed by the Bishop after consultation with the Chapter from among persons in Holy Orders who are beneficed or licensed in the Diocese.
- (2) Such non-residentiary canons shall be known as **honorary canons** but for the avoidance of doubt shall be canons of the Cathedral and members of the College of Canons.
- (3) Honorary canons shall seek to contribute to the corporate life of the Cathedral and to promote its mission and service in the Diocese, in accordance with any policies issued by Chapter from time to time.
- (4) Any suffragan bishop, area bishop or archdeacon holding office in the Diocese, not being a residentiary canon, shall be a supernumerary honorary canon and shall have a seat in the chancel of the Cathedral.
- (5) An honorary canonry shall be vacated automatically and without execution of any instrument of resignation on upon the holder ceasing to be beneficed or licensed in the Diocese unless the Bishop by instrument in writing extends that person's appointment after consultation with the Chapter. Any such extension shall be for a fixed period of not more than two years but may be renewed for one or more further such fixed periods by the Bishop after consultation with the Chapter.

## 22. Lay canons

- (1) There shall be not more than twelve lay canons who shall be appointed by the Bishop after consultation with the Chapter from among lay persons who have given distinguished service to the Diocese or the Cathedral and who are actual communicants.
- (2) A lay canon shall seek to contribute to the corporate life of the Cathedral and to promote its mission and service in the Diocese, in accordance with any policies issued by Chapter from time to time.
- (3) Subject to paragraph (4), a lay canon shall hold office for an initial period of five years but shall be eligible for re-appointment for further such periods.
- (4) The Bishop shall have power, after consultation with the Chapter, to determine that a lay person shall hold one of the lay canonries referred to in paragraph (1) during the time that such person holds an office or title within the Diocese, but the lay canonry shall be vacated when such office or title is relinquished.
- (5) Lay canons shall be designated in the following way: "*[John Smith] (Lay Canon)*" or "*[Mary Jones] (Lay Canon)*" and, for the avoidance of confusion with ordained canons, the word "Canon" shall not precede a lay canon's name.

## Senior management and other appointments

### 23. Chief officers

- (1) The Chapter must appoint persons to undertake administration in the Cathedral through carrying out the role of chief operating officer and the role of a chief finance officer.
- (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.

### 24. Architect or surveyor

- (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.

### 25. 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.

### 26. Music supervisor

The Chapter must appoint a person to supervise music in the Cathedral.



# Committees

## 27. Nominations Committee

- (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.

## 28. Finance Committee

- (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.

## 29. Audit and Risk Committee

- (1) There is to be a committee known as “the Audit and Risk Committee”.
- (2) The Chapter must appoint the members of the Audit and Risk Committee.
- (3) The terms of reference provided by the Chapter for the Audit and Risk 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.

## 30. Other committees

- (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.

**31. Community roll**

The Chapter may form and maintain a roll which contains the name of each person—

- (a) who is not eligible for inclusion on the church electoral roll of the Parish, but who is a member of the cathedral community; and
- (b) whose application for enrolment for the purposes of section 6(5) of the Measure has been granted.

# The College of Canons

## 32. Establishment

- (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 receive and consider the annual report and audited accounts of the Cathedral;
  - (b) to discuss such matters concerning the Cathedral as may be raised by any of its members;
  - (c) at the request of the Bishop, to give advice to the Bishop on any matter affecting the Cathedral or the Diocese; and
  - (d) to make provision for its proceedings.

## Amendments to this Constitution

### 33. Amendments

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

# Interpretation

## 34. Interpretation

- (1) In this Constitution—
- “**the Bishop**” means the Bishop of Southwark (but see paragraph (2));
- “**the Cathedral**” means the Cathedral and Collegiate Church of St Saviour and St Mary Overie in Southwark;
- “**Cathedral Warden**” means a person serving as a churchwarden of the Parish (but not a person serving as a deputy or assistant churchwarden);
- “**Cathedral Warden Member**” has the meaning given in article 5(4) above;
- “**child**” means a person aged under 18;
- “**the Diocese**” means the diocese of Southwark 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;
- “**the Parish**” means the ecclesiastical parish of St Saviour with All Hallows, Southwark, being the parish for which the Cathedral or part of it is the parish church;
- “**vulnerable adult**” has the same meaning as in the Safeguarding and Clergy Discipline Measure 2016; and
- “**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.
- (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.
- (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

## 35. Revocation

The Constitution of the Cathedral made on Easter Day 2000 (23 April 2000) ceases to have effect.