
CONSTITUTION OF
The Cathedral Church of St Woolos, Newport
Mae Eglwys Gadeiriol Sant Gwynllyw, Casnewydd
A CHARITABLE INCORPORATED ORGANISATION (ASSOCIATION MODEL)
WITH REGISTERED CIO NUMBER: 1202787

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Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees

(‘Association’ Model Constitution)

Date of constitution (last amended):

..... 20 April 2023

1. Name

The name of the Charitable Incorporated Organisation (“the CIO”) is

The Cathedral Church of St Woolos, Newport

2. National location of principal office

The CIO must have a principal office in England or Wales. The principal office of the CIO is in Wales.

3. Object

The object of the CIO is the promotion of the whole mission of the Church, pastoral, evangelistic, social and ecumenical, in the Cathedral.

4. Powers

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO’s powers include power to:

- (1) borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use (including ensuring the necessary repairs, maintenance and insurance in respect of the Cathedral and its contents are carried out);
- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011(4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate

a member of Chapter only to the extent that it is permitted to do so by clause 6 (Benefits and payments to member of Chapter and connected persons) and provided it complies with the conditions of those clauses;

- (4) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (5) to establish or acquire a trading company or companies.

4A The Cathedral

- (1) The Bishop may, with the agreement of the Dean, hold Ordinations, Confirmations, Synods and Visitations in the Cathedral at such times and in such manner as he or she shall determine.
- (2) With the consent of the Dean he or she may also hold other special services in the Cathedral, but not so as to interfere with the divine worship of the Cathedral.
- (3) The Bishop shall have the right to take such part in Divine Service and to preach at such times in the Cathedral as he or she shall think reasonable, with the agreement of the Dean.
- (4) Subject to (1) to (3) above, the Dean shall control the use of the Cathedral in furthering the purposes of the CIO and with Chapter may make Regulations in that respect.

4B The Bishop

- (1) The Bishop shall have the principal seat and dignity in the Cathedral.
- (2) The Bishop shall continue to exercise the powers of a Visitor (in relation to ensuring the sound governance of the Cathedral and the proper conduct of trustees) and his or her Ordinary Jurisdiction over the Cathedral, the Dean and Canons, and Chapter.
- (3) The Bishop may at any time seek the advice of Chapter on any matter.
- (4) If there is no Bishop, the Archbishop may exercise all of the powers of the Bishop in this constitution, and if there is no Archbishop, then the Senior Bishop of the Church in Wales may so act.

4C The Dean

- (1) The Dean shall be appointed by the Bishop in accordance with the Constitution of the Church in Wales. No person who is not eligible for appointment under that Constitution may be appointed by the Bishop.
- (2) The Dean shall retire in accordance with the provisions of the Constitution of the Church in Wales as amended from time to time.
- (3) The Bishop shall appoint (and may remove) an Acting Dean when there is no Dean. Any power or privilege accorded to the Dean in this constitution shall be exercisable by the Acting Dean for the period of his or her appointment.
- (4) An Acting Dean ceases to hold that office on the appointment of a Dean or if there is no Dean, when the Bishop decides to remove them.
- (5) The Dean, by virtue of his or her office, shall be the principal dignitary of the Cathedral, next after the Bishop.
- (6) The Dean:
 - (a) has a duty to
 - (i) ensure that divine service is duly performed in the Cathedral;
 - (ii) maintain good order and proper reverence in the Cathedral;
 - (iii) secure the pastoral care of all members of the Cathedral community;
 - (b) may take all decisions necessary to deal with any emergency affecting the Cathedral pending consideration of the matter by Chapter.
 - (c) must set the order of precedence in the Cathedral.

4D Canons

(1) The Canons

- (a) The Canons shall be appointed by the Bishop, after consultation with the Dean. The number of Canons that may be appointed will be in accordance with the following provisions.
- (b) Canons shall retire in accordance with the provisions of the Constitution of the Church in Wales.
- (c) The Bishop and the Dean may designate a Canon as 'Vice Dean' for such term as they determine and may withdraw the designation at their discretion. The Vice Dean shall act in place of the Dean when the Dean is unable to act or is temporarily absent.

(2) Clerical Canons

Clerical Canons (other than the Canon Theological if ordained) shall be persons who are beneficed or licenced in the Diocese. They shall cease to hold office as Clerical Canons on the day they cease to be licenced or beneficed in the Diocese.

(3) Ecumenical Canons

Two Ecumenical canons (1 lay and 1 clerical) may be appointed by the Bishop for a term not exceeding 5 years, after consultation with the Dean.

(4) Canon Theologian

A Canon Theologian may be appointed as either a lay or a clerical canon

(5) Residentiary Canons

- (a) There shall be at least one Residentiary Canon.
- (b) Residentiary Canons shall normally be wholly engaged in the life and ministry of the Cathedral.
- (c) Chapter may authorise the Residentiary Canon to undertake other duties outside of the Cathedral at their discretion.

(6) Lay Canons

Lay Canons shall (except for Ecumenical Canons) be actual communicants and shall be appointed for such term as the Bishop, after consultation with the Dean, determines.

4E The College of Canons

- (1) The College of Canons shall normally consist of
 - (a) The Dean
 - (b) The Residentiary Canon or Canons
 - (c) The Canon Theologian (who may be a Clerical or a Lay Canon)
 - (d) Every Archdeacon of the Diocese
 - (e) Not more than 8 Clerical Canons (1 of whom may be an Ecumenical Canon)
 - (f) Not more than 8 Lay Canons (1 of whom may be an Ecumenical Canon) of which:

- (i) 2 shall be the Cathedral Wardens (elected for terms of 3 years by the Annual Cathedral Congregation Meeting in accordance with regulations made by Chapter); and
 - (ii) not more than 2 appointed by Chapter (having consulted the Bishop); and
 - (iii) not more than 2 appointed by the Bishop (having consulted Chapter).
 - (iv) A maximum of 2 further Lay Canons may be appointed by the Bishop after consultation with the Dean from among lay persons in particular those lay persons who have given distinguished service to the Cathedral, the Diocese or the Church in Wales.
- (2) The Dean (or the nominee of the Dean being a member of the College) shall call and preside over all meetings of the College.
- (3) The College of Canons shall meet at least once in each calendar year.
- (4) The College of Canons shall support the life, mission and ministry of the Cathedral in the Diocese, including, where authorised, preaching in the Cathedral, subject to any Regulations established by Chapter for that purpose.
- (5) Chapter may make such Regulations as it sees fit for the calling, holding, and conduct of meetings.

5. Application of income and property

- (1) The income and property of the CIO must be applied solely towards the promotion of the objects.
- (a) A member of Chapter is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the CIO.
 - (b) A member of Chapter may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a member of Chapter receiving:
- (a) a benefit from the CIO as a beneficiary of the CIO;
 - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.

- (3) A member of Chapter (including the Dean) who is a clerk in holy orders may receive from the CIO any benefit or benefits (financial or otherwise, including accommodation) as determined by the CIO in connection with or by virtue of holding an ecclesiastical office in the Diocese.
- (4) Nothing in this clause shall prevent a member of Chapter or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to members of Chapter (charity trustees) and connected persons

(1) General provisions

No member of Chapter or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by clause 5(3) or sub-clause (2) of this clause, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees’ or connected persons’ benefits

- (a) A member of Chapter or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (b) A member of Chapter or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a member of Chapter or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the member of Chapter or connected person.

- (d) A member of Chapter or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A member of Chapter or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The member of Chapter concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A member of Chapter or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.
- (g) A connected person (but not a member of Chapter) may be employed by the CIO only where:
 - (i) Their employment was a result of fair and open competition; or
 - (ii) Is of a temporary nature not exceeding 12 months, provided that:
 - (iii) The members of Chapter who are connected to the person play no part in the recruitment or appointment; and
 - (iv) the connected person is not to be subject to the management or control of the connected member of Chapter in the discharge of their duties under their contract of employment.

(3) Payment for supply of goods only – controls

The CIO and the members of Chapter may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the member of Chapter or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other member of Chapter are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a member of Chapter or connected person. In reaching that decision the member of Chapter must balance the advantage of contracting with a member of Chapter or connected person against the disadvantages of doing so.

- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them or it with regard to the supply of goods to the CIO.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of member of Chapter is present at the meeting.
 - (f) The reason for their decision is recorded by the member of Chapter in the minute book.
 - (g) A majority of the member of Chapter then in office are not in receipt of remuneration or payments authorised by clause 6.
- (4) In sub-clauses (2) and (3) of this clause:
- (a) “the CIO” includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company;
 - (b) “connected person” includes any person within the definition set out in clause 30 (Interpretation);

7. Conflicts of interest and conflicts of loyalty

- (1) A member of Chapter must:
- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
 - (b) absent themselves from any discussions of Chapter in which it is possible that a conflict of interest will arise between their duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).
- (2) In respect of transactions between the CIO and The Cathedral Church of St Woolos, Newport (registered charity 1133935), no conflict of interest or loyalty arises only by virtue of a trustee also being a trustee of The Cathedral Church of St Woolos, Newport.

- (3) Any member of Chapter absenting themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the member of Chapter on the matter.

8. Liability of members to contribute to the assets of the CIO if it is wound up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

(1) Members

- (a) The Diocesan Bishop for the Diocese of Monmouth and the members of Chapter (appointed under clause 13) shall be the members, ex-officio.
- (b) No other persons shall be admitted into membership .

(2) Transfer and termination of membership

Membership of the CIO cannot be transferred to anyone else. Membership terminates when the member ceases to hold the relevant ex-officio position.

(3) Duty of member

It is the duty of the member of the CIO to exercise their powers as a member of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO.

10. Members' decisions

(1) General provisions

- (a) Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of the CIO may be taken either at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.
- (b) A member of the CIO may request Chapter to make a proposal for decision by the members.
- (c) Chapter must within 21 days of receiving such a request comply with it if:

- (i) the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
- (ii) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the member; and
- (iii) effect can lawfully be given to the proposal if it is so agreed.

(2) Taking ordinary decisions by resolution

Subject to sub-clause (4) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting.

(3) Taking ordinary decisions by written resolution without a general meeting

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting, shall be effective.
- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement. A resolution in writing is passed if a simple majority of members signify agreement within 28 days of circulation of the resolution.
- (c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated.

(4) Decisions that must be taken in a particular way

- (a) Any decision to remove a member of Chapter must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution).
- (d) Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

(5) Quorum

The quorum at a general meeting is three members one of whom must be the Bishop.

11. General meetings of the members

(1) Types of general meeting

- (a) There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the annual report of Chapter (as charity trustees).
- (b) Other general meetings of the members of the CIO may be held at any time.
- (c) All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) Chapter (as charity trustees):
 - (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
 - (ii) may call any other general meeting of the members at any time.
- (b) Chapter (as charity trustees) must, within 21 days, call a general meeting of the members of the CIO if it receives a request to do so from a member and the request states the general nature of the business to be dealt with at the meeting.
- (c) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (d) Any general meeting called by Chapter (as charity trustees) at the request of a member of the CIO must be held within 28 days from the date on which it is called.
- (e) If Chapter (as charity trustees) fail to comply with this obligation to call a general meeting at the request of a member, then the member may themselves call a general meeting.
- (f) The CIO must reimburse any reasonable expenses incurred by the member calling a general meeting by reason of the failure of Chapter (as charity trustees) to duly call the meeting, but the CIO shall be entitled to be indemnified by the members of Chapter who were responsible for such failure.

(3) Notice of general meetings

- (a) Chapter (as charity trustees), or, as the case may be, the member of the CIO, must give at least 14 clear days notice of any general meeting to the members, and to any member of Chapter of the CIO.
- (b) The notice of any general meeting must:
 - (i) state the time and date of the meeting;
 - (ii) give the address at which the meeting is to take place;
 - (iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (iv) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
 - (v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons proposed for appointment or re-appointment as trustee, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the CIO's website.
- (c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(4) Chairing of general meetings

The Bishop shall preside as chair of the meeting.

12. Chapter (Charity trustees)

(1) Powers Functions and Duties of Chapter as charity trustees

Chapter shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. Every member of Chapter is a member of the College of Canons and may be styled Chapter Canon. It is the duty of each member of Chapter:

- (a) to exercise their powers and to perform their functions as a trustee of the CIO in the way they decide in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- (i) any special knowledge or experience that they have or hold themselves out as having; and
 - (ii) if they act as a member of Chapter of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- (2) Chapter shall have the power subject to clauses 5 and 6 to employ such persons as it deems necessary (including a Chief Operating Officer), in particular a Clerk to Chapter, an Architect of the Cathedral and a Director of Music. Chapter shall set the scope of duties, terms and conditions of any such employment.

(3) Eligibility for trusteeship

- (a) Every member of Chapter must be a natural person.
- (b) No one may be appointed as a member of Chapter:
 - (i) if they are under the age of 16 years; or
 - (ii) if they would automatically cease to hold office under the provisions clause 15(1)(f).
- (c) No one is entitled to act as a member of Chapter whether on appointment or on any re-appointment until they have expressly acknowledged, in whatever way Chapter decides, their acceptance of the relevant office and the fact that appointment to Chapter means they will be acting as a charity trustee.

(4) The constitution of Chapter

The Chapter of the Cathedral shall be its charity trustees. Chapter shall consist of the following:

- (a) Subject to clause 13(1)(c) there should be not more than 12 members, being:
 - 4 ex officio members; and
 - 2 elected members; and
 - 5 appointed members
- (b) There must be at least three members of Chapter. If the number falls below this minimum, the remaining member or members may act only to call a meeting of Chapter, or appoint a new member.
- (c) The maximum number of members that can be appointed is as provided in sub-clause (a) of this clause. No appointment may be made in excess of these provisions.

(5) First members

The first members of Chapter of the CIO are –

Very Revd Ian Black - Dean

Mrs Fay Howe – Cathedral Warden

Major Colin Walsh – Cathedral Warden

Revd Canon Andrew Lightbown – Residentiary Canon

The Venerable Jonathan Williams (Archdeacon and elected member)

Rev Canon Mark Owen (elected member)

Mr Rod Davies (appointed member)

Mr Peter Lea (appointed member)

Ms Caroline Woollard (appointed member)

13. Appointment of members of Chapter (charity trustees)

(1) Ex officio members

- (a) The Dean of Newport Cathedral
- (b) Two Cathedral Wardens
- (c) The Residentiary Canon (if there are two or more Residentiary Canons, all of them)

for the time being (“the office holders”). The office holders shall automatically, by virtue of holding that office (“ex officio”), be a member of Chapter and a charity trustee.

(2) Elected members of Chapter

- (a) Subject to the provisions of clause 13(4), the two elected members shall be:
 - 1 Archdeacon elected by and from amongst the Archdeacons for the diocese of Monmouth (where there is only 1 Archdeacon, that Archdeacon).
 - 1 clerical canon elected by the clerical members of the College of Canons.
- (b) Any appointment must be made in writing by the appointing body.
- (c) Each appointment must be for a term of 3 years.
- (d) The appointment will be effective from the later of:

- (i) the date of the vacancy; or
- (ii) the date on which the CIO is informed of the appointment.

(3) Appointed members of Chapter

- (a) The Bishop shall, after consultation with the Dean appoint not more than 5 lay members of Chapter.
 - (b) Any appointment must be made in writing by the Bishop.
 - (c) Each appointment must be for a term of not more than 3 years.
 - (d) A member appointed by the Bishop has the same duty under Clause 12(1) as the other member to act in the way they decide in good faith would be most likely to further the purposes of the CIO.
- (4) In selecting individuals for election or appointment, the appointing body must have regard to the skills, knowledge and experience needed for the effective administration of the CIO

14. Information for new members of Chapter

Chapter will make available to each new member, on or before their first appointment:

- (a) a copy of this constitution and any amendments made to it; and
- (b) a copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and removal and qualifications of members of Chapter

- (1) A member of Chapter (other than an ex-officio member) ceases to hold office if they:
- (a) retire by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) are absent without the permission of Chapter from all their meetings held within a period of six months and Chapter resolves that their office be vacated;
 - (c) die;
 - (d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person have become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

- (e) are removed by resolution of the members of the CIO in accordance with clause 15(3) of this constitution; or
 - (f) are disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) No lay person may be appointed to be a member of Chapter unless they are
- (a) an actual communicant member of the Church in Wales; or
 - (b) on the Cathedral Electoral Roll or on a church electoral roll of a parish in the Diocese.
- (3) A resolution to remove a member of Chapter in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the CIO.

16. Reappointment of members of Chapter

Any person who retires as a member of Chapter at the end of their term of office, or by giving notice to the CIO is eligible for reappointment. A member who has served for three consecutive terms may not be reappointed for a fourth consecutive term (except in exceptional circumstances and only with the approval of the Bishop and the Dean) but may be reappointed after an interval of at least 1 year.

17. Taking of decisions by Chapter

Any decision may be taken either:

- (a) at a meeting of Chapter; or
- (b) by resolution in writing or electronic form agreed by a majority of all of the members of Chapter, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the member of Chapter has signified their agreement. Such a resolution shall be effective provided that
 - (i) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the members of Chapter; and
 - (ii) the majority of all of the members of Chapter have signified agreement to the resolution in a document or documents which has or have been

authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as Chapter has previously resolved, and delivered to the CIO at its principal office or such other place as Chapter may resolve within 14 days of the circulation date.

18. Delegation by Chapter

- (1) Chapter may delegate any of their powers or functions to the Dean, a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. Chapter may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to Chapter as charity trustees, but is subject to the following requirements –
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a member of Chapter;
 - (b) the acts and proceedings of any committee must be brought to the attention of Chapter as a whole as soon as is reasonably practicable; and
 - (c) Chapter shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of Chapter

(1) Calling meetings

- (a) The Dean shall call all meetings of Chapter.
- (b) The Dean shall call a meeting of Chapter at the request of any member of Chapter. Any such meeting shall be held within 14 days of the Dean receiving the request.
- (c) Subject to that, Chapter shall decide (including by making Regulations) how their meetings are to be called, their frequency and what notice is required.

(2) Chairing of meetings

The Dean shall chair all meetings of Chapter. If the Dean is not willing to act as chair or is not present at a meeting within 10 minutes of the scheduled start time, the Vice

Dean or if there is no Vice Dean or the Vice Dean is not present or is unwilling to act, Chapter shall elect a chair from among their number to chair the meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three. A member of Chapter shall not be counted in the quorum present when any decision is made about a matter upon which they are not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by Chapter in which each participant may communicate with all the other participants.
- (b) Any member of Chapter participating at a meeting by suitable electronic means agreed by Chapter in which a participant or participants may communicate with all the other participants, shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

(5) Clerk

Chapter shall appoint (or employ) a Clerk to Chapter who shall not be a member of Chapter and who shall be present at any meeting of Chapter (except during any discussion concerning the Clerk). The Clerk may, if requested, speak at any meeting.

20. Saving provisions

- (1) Subject to sub-clause (2) of this clause, all decisions of Chapter, or of a committee of Chapter, shall be valid notwithstanding the participation in any vote of a member of Chapter:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

- (d) if, without the vote of that member of Chapter and that member of Chapter being counted in the quorum, the decision has been made by a majority of the members of Chapter at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a member of Chapter to keep any benefit that may be conferred upon them by a resolution of Chapter or of a committee of Chapter if, but for clause (1), the resolution would have been void, or if the member of Chapter has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

- (1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the members of Chapter.
- (3) If the CIO has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) it must only be used by the authority of the members of Chapter or of a committee of Chapter duly authorised by Chapter. Chapter may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two members of Chapter.

22. Use of electronic communications

(1) General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

(2) To the CIO

Any member of the CIO or any member of Chapter of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(3) By the CIO

- (a) Any member or member of Chapter of the CIO, by providing the CIO with their email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO their unwillingness to receive such communications in that form.
- (b) Chapter may, subject to compliance with any legal requirements, by means of publication on its website –
 - (i) provide the member with the notice referred to in clause 11(3) (Notice of general meetings);
 - (ii) give members of Chapter notice of their meetings in accordance with clause 19(1) (Calling meetings);
- (c) Chapter must:
 - (i) take reasonable steps to ensure that the member of the CIO and members of Chapter are promptly notified of the publication of any such notice or proposal;
 - (ii) send any such notice or proposal in hard copy form to any member of the CIO or member of Chapter who has not consented to receive communications in electronic form.

23. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and members of Chapter.

24. Minutes

Chapter must keep minutes of all:

- (1) appointments of officers made by Chapter;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the members of Chapter and committees of Chapter including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings; and

- (c) where appropriate the reasons for the decisions;
- (4) decisions made by the members of Chapter otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1) Chapter must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) Chapter must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules and Regulations

Chapter may from time to time make such reasonable and proper rules, Regulations or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO and the operation of the Cathedral, but such Regulations, rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

27. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1) This constitution can only be amended: by resolution agreed in writing by the members of the CIO
- (2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for

any benefit to be obtained by member of Chapter or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

- (3) No amendment that is
 - (i) inconsistent with the provisions of the Charities Act 2011 or the General Regulations;
 - (ii) contrary to any provision in the Constitution of the Church in Wales may be made.
- (4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts:
 - (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, Chapter must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

- (a) Chapter must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by Chapter that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - (iii) a statement by Chapter setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) Chapter must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any member of Chapter of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

‘Actual communicant’ means a person who has received Holy Communion according to the use of the Church in Wales or a church in full communion with the Church in Wales at least three times within the preceding 12 months.

‘Bishop’ means the Bishop of Monmouth

‘Canon’ means a Canon of the Cathedral appointed by the Bishop

‘Cathedral’ means the Cathedral Church of St Woolos, Newport

‘Chapter’ means the Chapter of the Cathedral Church of Saint Woolos Newport. The members of Chapter are the charity trustees of the CIO.

‘Church’ means the Church in Wales as established and regulated by the constitution of the Church in Wales; the Royal Charter 1919; The Welsh Church Act 1914 and the Welsh Church (Temporalities) act 1919

‘Communications Provisions’ means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations

‘connected person’ means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the member of Chapter;
- (b) the spouse or civil partner of the member of Chapter or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the member of Chapter or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by the member of Chapter or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which –
 - (i) the member of Chapter or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

‘the Constitution of the Church in Wales’ means the Constitution adopted by the Church in Wales from time to time

‘Diocese’ means the Diocese of Monmouth

‘Dissolution Regulations’ means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

‘General Regulations’ means the Charitable Incorporated Organisations (General) Regulations 2012.

‘member of Chapter’ means a charity trustee of the CIO.

‘Regulations’ means (unless the context indicates otherwise) Regulations made by the Dean or the Chapter in relation to any powers duties or functions set out in this constitution

Section 118(3) of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution