

THE FRIENDS OF GLOUCESTER CATHEDRAL CONSTITUTION

PREFACE

The Friends of Gloucester Cathedral was formed, with agreement of the Dean and Chapter of the Cathedral Church of Saint Peter and the Holy and Indivisible Trinity at Gloucester, as an independent Society in 1936.

The Society was recognised and registered as a charity by the Charity Commissioners in July 1962 with the ‘objects’ now embodied in the Constitution.

This print incorporates the amendments made up to 9 July 2022.

INTERPRETATION

In these articles, unless the contrary intention appears:

Words in the singular shall include the plural and words in the plural shall include the singular.

Words denoting the masculine shall be deemed to include the feminine.

‘Council’ means the body of ‘charity trustees’ as defined in Section 46 of the Charities Act 1960.

1. The name of the Charity (hereinafter called ‘the Charity’) shall be the ‘Friends of Gloucester Cathedral’.
2. The objects of the Charity are to ensure the material well-being and to extend the spiritual influence of the Cathedral Church of Saint Peter and the Holy and Indivisible Trinity at Gloucester (“the Cathedral”).
3. In the furtherance of these charitable objects the Charity shall cooperate with the Chapter in:
 - (a) maintaining, conserving and improving the fabric, fittings, ornaments, furniture and monuments of and in the Cathedral Church and its precincts.
 - (b) supporting the religious and musical standards of the Cathedral Church.
 - (c) offering voluntary services to assist in the work of the Cathedral Church.
4. The Charity shall have the following powers in furtherance of the objects but not further or otherwise:

- (a) to raise funds and to invite and receive subscriptions, donations and legacies from any person or persons whatsoever provided that the Charity shall not undertake permanent trading activities in raising funds for the said objects.
- (b) to do all such other lawful things as are necessary to further the said objects.

5. MEMBERS

5.1 Membership of the Charity shall be in one of the following categories:

Honorary member

Life member

Individual annual member

Group annual members:-

Family,

Parishes,

Church Societies,

Schools and colleges,

Associations and societies,

Business and corporate annual members.

Any individual shall be entitled to life membership who shall have paid a single subscription of such minimum sum as shall be fixed from time to time by Council and whose subscription shall have been accepted

5.2 Any individual, group or business (whether corporate or unincorporate) shall be entitled to annual membership who shall have paid a first subscription of such minimum sum as shall be fixed from time to time by Council and whose subscription shall have been accepted by an Officer of the Charity. Such membership shall last for one calendar year from the date of such acknowledgement and shall thereafter be renewable on the anniversary date or on such other date as shall be determined by Council. Membership shall lapse if a subscription is unpaid three months after the anniversary date for that member.

Where a group or business becomes a Member the duly appointed representative of the group or business from time to time shall be deemed to be a Member for all purposes of this Constitution.

5.3 A Member shall be entitled to have voice and vote at the Annual General Meeting of the Charity and at any other General Meeting which may be called from time to time.

5.4 The Council may create other categories of membership, which may but need not carry all or any of the rights, privileges and obligation set out in this section.

HONORARY APPOINTMENTS

6. PATRON

The Patron of the Charity shall be a person of eminence in the life of the United Kingdom, the County of Gloucestershire or the Diocese of Gloucester. He shall be invited to accept the honorary appointment by the members in General Meeting and shall hold the office until he resigns.

7. PRESIDENT

The President of the Charity shall be a person of prominence in the life of the Cathedral, or of the Diocese of Gloucester, or a person who has rendered outstanding service to the Charity. He shall be invited by the members in General Meeting and shall hold office for a period of five years, or (if earlier) until he resigns or ceases to hold any office designated in that behalf by the General Meeting at which he was invited. He shall be entitled to preside at General Meetings.

8. VICE - PRESIDENTS

The Council may invite leaders of the Church and of the community to accept a position as a Vice-President of the Charity. A Vice-President shall hold office for a period of five years, or (if earlier) until he resigns.

HONORARY OFFICERS

9. HONORARY SECRETARY

The Secretary shall be the chief executive officer of the Charity. He shall be elected by the Members in General Meeting and shall hold office until the Annual General Meeting next ensuing when he shall be eligible for re-election. He shall be responsible for keeping the Minutes of all General Meetings and of all meetings of the Council.

10. HONORARY TREASURER

The Treasurer shall be the chief financial officer of the Charity. He shall be elected by the Members in General Meeting and shall hold office until the Annual General Meeting next ensuing, when he shall be eligible for re-election.

11. ASSISTANT HONORARY OFFICERS

The Council may appoint an Assistant Honorary Secretary and an Assistant Honorary Treasurer and such other Assistant Honorary Officers as the Council may from time to time deem appropriate.

12. EXPENSES

The Council shall have power to reimburse the reasonable out-of-pocket expenses incurred by the Officers of the Charity.

13. CASUAL VACANCIES

A casual vacancy for an honorary appointment may be filled by the Council.

14. SALARIED OFFICERS

The Council shall have the power at its discretion to appoint salaried officers on terms of service that shall be agreed between the Council and the officer concerned. Under such circumstances the two offices of Secretary and Treasurer may be combined in one person and so long as any such agreement remains in force its terms shall supersede the Charity's powers of election in General Meeting. Provided always that no salaried Officer shall be eligible for election to the Council.

GOVERNANCE

15. COUNCIL

- 15.1 The Council shall be the governing body of the Charity exercising the general control and management of the administration of the Charity. The Council shall consist of twelve persons namely:-

15.1.1 Chairman - elected triennially at an Annual General Meeting. The Chairman may hold office for a maximum of two terms of three years. Thereafter a period of not less than three years must elapse before such person shall be eligible for re-election as Chairman.

15.1.2 Elected Members - not exceeding seven in number who shall serve for three years with one third (or a minimum of two, such that each Elected Member shall retire after no more than three years) retiring annually. Members of the Cathedral Chapter shall not be eligible to become Elected Members.

15.1.3 Ex-officio Members - The Dean
The Honorary Treasurer
The Honorary Secretary

15.1.4 One Member of Council co-opted by the Members of Council appointed under clause 15.1.1 – 15.1.3 from among the members of the Chapter.

- 15.2 Nominations for election to the Council shall only be made with the consent of the nominee and, having been seconded, shall be submitted in writing to the Honorary Secretary to be received twenty-one days before the date of the Annual General Meeting. A retiring member shall be eligible for re-election up to a maximum of two terms of three years. Thereafter a period of not less than three years must elapse before such person shall be eligible for re-election as an Elected Member of Council.

- 15.3 The Council shall meet at least twice per year. A quorum for the conduct of business shall be a minimum of seven members, which must include at least three elected members and every decision shall be determined by the majority of the members present. When necessary the Chairman of the meeting shall exercise a second or casting vote.
- 15.4 The Council shall have power to co-opt not more than two additional members to fill vacancies who may remain members until the next Annual General Meeting provided this shall not take the total number of members of Council to more than 12. Co-opted members shall exercise a vote in Council proceedings. Co-opted members may be nominated for election at the following Annual General Meeting.
- 15.5 The Council may invite any person to attend and to address a meeting of the Council but such a person shall not exercise a vote unless a member of the Council.
- 15.6 In addition to their statutory powers, the Council may delegate any of their tasks or functions to a committee consisting of one or more members of Council together with such other persons who are not members of the Council as may be determined by the Council. A committee must act in accordance with any directions given by the Council. It must report its decisions and activities fully and promptly to the Council. It must not incur any expenditure on behalf of the Charity except in accordance with the budget previously agreed by the Council.
- 15.7 The Council must consider from time to time whether the tasks or functions which they have delegated to a committee should continue to be delegated.
- 15.8 At the meeting of Council next following each Annual General Meeting the Council shall appoint one of the Elected Members to be Vice Chairman for a term of one year. Such Elected Member may be re-appointed up to a maximum of six years. Thereafter a period of three years must elapse before such person may be re-appointed as Vice Chairman.
- 15.9 Any decision of the Council may be taken either at a meeting or by a resolution in writing or electronic form agreed by a majority of all the members of Council. This may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of members of Council have signified their agreement. Such a resolution shall be effective provided that a copy of the proposed resolution has been sent at the same time (or as near as reasonably practicable) to all members of Council and the majority of members of Council have signified their agreement to the resolution either by their signature or in such other manner as Council has resolved. This shall include agreement contained in an email sent by a Council member from the email address which has been notified by such Council member to the Honorary Secretary.
- 15.10 A meeting of Council may be held by suitable electronic means agreed by Council in which each participant may communicate with all the other participants. Any member of Council participating in a meeting by such electronic means shall qualify as being present at the meeting. Meetings held by electronic means must comply with the rules for meetings including chairing and taking of minutes.

16 TERMINATION OF MEMBERSHIP OF THE COUNCIL

A member of Council shall cease to hold office if he or she:-

- 16.1 is disqualified from acting as a trustee of a charity by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or modification of that provision;
- 16.2 becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs;
- 16.3 is absent without the permission of the members of Council from all their meetings held within a period of one year and the members of Council resolve that his or her office be vacated; or
- 16.4 notifies to the Council a wish to resign (but only if enough members of Council will remain in office when the notice of resignation takes effect to form a quorum for meetings).

17 MEETINGS

The Council shall arrange at each of their meetings, the time date and place of the next meeting, unless arrangements have already been made. Ordinary meetings may also be called at any time by the Chairman or Honorary Secretary or by any two members of Council. In the latter case, not less than 10 clear days' notice must be given to the other members of the Council.

18 CONFLICT OF INTEREST

- 18.1 A member of Council must absent himself or herself from any discussions of the Council in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal or financial interest).
- 18.2 A Member of Council must declare the nature and extent of any interest, direct or indirect which he or she has in any proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared.
- 18.3 The Dean and the Member of Council co-opted under clause 15.1.4 shall not be deemed to have a personal or financial conflict of interest in relation to any proposed grant or gift to, or contract or arrangement with, the Chapter.

19. MANAGEMENT

- 19.1 The Council may appoint a corporate body or other suitable person as the Council's nominee to hold the investments of the Charity. The Council may allow investments to be held in the name of the nominee and pay reasonable remuneration for the service provided. Any corporate body appointed must be incorporated in, or have established

a branch or place of business in the United Kingdom. Any person appointed must be able to provide nominee services in the United Kingdom by way of business without contravening the law.

19.2 The Council shall maintain the following funds:-

19.2.1 RESTRICTED FUNDS

Endowed funds

- (a) Purpose endowment funds, where only the income from the capital may be used, and only applied for a specific purpose within the objects specified by the donor; and
- (b) Non purpose endowed funds where only the income from the capital may be used, but may be applied for the general purposes within the Charity's objects and where no restriction of use has been specified by the donor.

Non endowed purpose funds:

- (a) Gifts, assets or funds which can be fully expended, but where the donor has placed a restriction for a specific use within the Charity's objects;

19.2.2 UNRESTRICTED FUNDS

- (a) Gifts, assets or funds which can be fully expended for the general purposes of the Charity's objects.

19.3 POWER TO DESIGNATE FUNDS AND TO CREATE RESERVES

- (a) The Council may designate for a particular purpose or project either income from non purpose endowment funds, or from unrestricted funds, for a particular purpose or project. Council may later cancel the designation if Council shall decide not to proceed with the project or purpose for which the funds were designated.
- (b) The Council may create a reserve fund or funds, provided that the continuation of any such reserve will be reviewed at least annually.

19.4 The Council may at their absolute discretion retain in their present state of investment property, securities and other assets donated or bequeathed to the Charity and specified by the donor to be retained as endowment.

19.5 The Council may invest the funds in the purchase of or at interest upon the security of such stocks funds shares securities or other investments of whatever nature or wheresoever as the Council shall in their absolute discretion think fit and may from time to time vary and transpose such investments.

19.6 Documents of title shall be deposited in such place or places as the Council shall from time to time determine.

- 19.7 The Council shall pay the administrative costs and disbursements incurred by the Charity together with any reasonable expenses incurred by the Council.
- 19.8 The Council shall have power from time to time to appoint on such terms (including provision for reasonable remuneration) as the Council shall in their discretion think fit any person or persons hereinafter called ‘the Investment Manager’ having 15 years’ experience in the City of London or other appropriate financial centre of the United Kingdom of one or more of the businesses of stockbrokers, merchant bankers, finance houses and issuing houses who is entitled to carry on investment business under the Financial Services Act 1986 whom the Council reasonably believe to be qualified by his ability in and practical experience of financial matters to be their investment adviser for the purpose of advising them in relation to the investments of the Charity and managing such investments but subject to the following conditions:
- I. the delegated powers shall be exercisable only within clear policy guidelines and investment objectives drawn up in advance by the Council and within the powers of investment applicable to the Charity;
 - II. every transaction carried out by the Investment Manager under delegated powers shall be reported to the Council within 14 days;
 - III. the Investment Manager shall report generally at regular intervals upon the current state, past performance and future prospects of the investments of the Charity;
 - IV. the Council shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms thereof; and
 - V. the Council shall be bound to review the arrangements for delegation and the policy and objectives at least once in every twelve months.

20. FINANCIAL POWERS

Grants to the Dean and Chapter of the Cathedral may be made from the funds of the Charity from time to time as shall be determined by the Council for specific purposes within the provisions set out in clause 3 against a proper receipt from the Cathedral.

21. ACCOUNTS

- 21.1 The Honorary Treasurer shall be responsible for maintaining proper books of accounts for the Charity, for the preparation of income and expenditure accounts and a balance sheet each year. ‘Proper books’ are such books of accounts as are necessary to give a true and fair view of the state of the Charity’s affairs and to explain the transactions.
- 21.2 The Honorary Treasurer shall present the duly audited or independently examined accounts of the Charity to the Council and to the Annual General Meeting.

- 21.3 The Council shall cause the books of account to be available for inspection by any member of the Charity at the registered office during normal business hours by appointment.

22. FINANCIAL YEAR

The Financial Year for the accounts of the Charity shall be from the first day of January to the thirty-first day of December.

23. AUDIT

The Council shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the auditing or independent examination of the Statement of Accounts of the Charity.

24. FINANCIAL AUTHORITY

Cheques and bank authorisations may be signed by any two of the following

Officers:

Chairman of the Council

Vice Chairman of the Council

Honorary Treasurer

Assistant Honorary Treasurer

Honorary Secretary

25. GENERAL MEETINGS

- 25.1 All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of :-

- (a) the consideration of the accounts, balance sheet and auditors' report on the accounts for the last financial year.
- (b) the reports by the Honorary Officers.
- (c) the election of members to the Council.
- (d) the appointment of auditors.

- 25.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum shall be twenty-five members present in person or by proxy. A proxy must be a member of the Charity.

- 25.3 No resolution shall be proposed at a General Meeting by a member unless the member making such proposition has notified the Secretary of his proposed resolution not less than 35 days before the date of the meeting.

- 25.4 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands and a count of proxy votes unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the Chairman, or
 - (b) by at least five members present in person or by proxy.
- 25.5 Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minute book of this shall be conclusive evidence of the decision of the meeting on that resolution.
- 25.6 In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote. Every member present in person or by proxy shall be entitled to vote.
- 25.7
- (a) A poll demanded must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (b) The poll must be taken within thirty days after it has been demanded.
 - (c) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (d) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 25.8 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which :
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by the member appointing the proxy;
 - (d) is delivered to the Charity in accordance with any instructions contained in the notice of the general meeting to which they relate.
- 25.9 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 25.10 A proxy notice may specify how the proxy appointed under it is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 25.11 Unless a proxy notice indicates otherwise, it must be treated as :

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

25.12 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person, but his or her proxy may not be exercised.

25.13 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by the person by whom the proxy notice was given.

25.14 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

26. ANNUAL GENERAL MEETING

26.1 The Annual General Meeting shall be held not later than the thirtieth day of October each year and not more than fifteen months shall elapse between Annual General Meetings.

26.2 A copy of every balance sheet which is to be laid before the Charity in General Meeting, together with supporting statements, and a copy of the Auditors' Report on the accounts shall, not less than twenty-one days before the date of the meeting, be sent to every member.

27. EXTRAORDINARY GENERAL MEETINGS

An Extraordinary General Meeting may be called by the Council or shall be called by the Honorary Secretary within twenty-eight days of a request in writing from at least twenty five members.

28 MINUTES

The Council shall keep minutes of all meetings of the Council and of the members in general meeting in books kept for the purpose or by such other means as the Council shall decide. In the minutes, Council shall record their decisions and those of the members in general meeting and, where appropriate, the reasons for those decisions. The Council shall approve the minutes in accordance with procedures adopted for that purpose by the Council.

29 GENERAL POWER TO MAKE REGULATIONS

The Council may from time to time make regulations for the management of the Charity and or the conduct of their business, including:

- 29.1 the calling of meetings;
- 29.2 methods of making decisions in order to deal with cases of urgency when a meeting is impractical;
- 29.3 the deposit of money at a bank;
- 29.4 the custody of documents; and
- 29.5 the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and require the Council to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- 29.6 the formation and running of a group for young people called “Keystones”.

The Council must not make regulations which are inconsistent with anything in this Constitution.

30 MEMBERS OF THE COUNCIL NOT TO BENEFIT FINANCIALLY

- 30.1(a) No member of Council may buy goods or services from the Charity, or sell goods or services to the Charity, or receive remuneration, or receive any other financial benefit from the Charity or from any trading company owned by the Charity, except in accordance with this Constitution and subject to sections 73A-C of the Charities Act 1993 or with the prior written approval of the Charity Commission and any conditions it prescribes.
- (b) The members of Council may employ, or enter into a contract for the supply of goods or services with, one of their number. Before doing so, the members of Council must be satisfied that it is in the best interest of the Charity to employ, or contract with, that member of Council rather than someone who has no connection with the Charity. In reaching that decision, they must balance the advantage of employing a member of Council against the disadvantages of doing so (especially the loss of the member of Council's services as a result of dealing with the member of Council's conflict of interest as required by the next sub-clause). The remuneration or other sums paid to the member of Council must not exceed an amount that is reasonable in all the circumstances. The members of Council must record the reason for their decision in their minute book.
- (c) A member of Council must be absent from the part of any meeting at which his or her employment or remuneration, or any matter concerning the contract, are discussed. He or she must also be absent from the part of any meeting at which his or her performance in that employment, or his or her performance of the contract, is considered. He or she must not vote on any matter relating to his employment or the contract and must not be counted when calculating whether a quorum of members of Council is present at a meeting.
- (d) At no time may a majority of the members of Council benefit under this provision.

30.2 This clause applies to a firm or company of which a member of Council is:

- (a) a partner;
- (b) an employee;
- (c) a consultant;
- (d) a director; or
- (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the member of Council holds less than 1% of the issued capital, as it applies to a member of Council personally.

30.3 In this clause:

- (a) “Charity” shall include any company in which the Charity:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors of the Board of the company.
- (b) “member of Council” shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the member of Council or any person living with the member of Council as his or her partner.

31 EXPENSES

The Council may use the Charity’s funds to meet any necessary and reasonable expenses which they incur in the course of carrying out their responsibilities as members of the Council.

32. NOTICES

32.1 Twenty one days notice in writing setting out an agenda and details of any resolution which it is intended to propose at such meeting shall be given for every Extraordinary and Annual General Meeting. A notice may be given by the Charity to any member personally or by sending it by post to him at his address as registered in the list of members or by electronic communication to the member’s electronic address (with the consent of such member).

32.2 [Deleted by resolution at the AGM 26 May 2012.]

32.3 A notice of every General Meeting shall be given to the auditor or independent examiner for the time being of the Charity.

32.4 A member present in person at any meeting with the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

32.5 A notice shall be deemed to be given:

- a) 48 hours after the envelope containing it was posted; or
- b) in the case of an electronic communication, 48 hours after it was sent, provided no failure notice has been received by the sender.

33. AMENDMENTS TO THE CONSTITUTION

- 33.1 The authority for this Constitution rests in the Members of the Charity in General Meeting. No alteration to this Constitution shall be made except by and with the authority of a Resolution of the Charity passed at a duly convened General Meeting, of which General Meeting and proposed alterations at least twenty-one days' notice shall have been duly given, by not less than a two-thirds majority of those voting at such General Meeting.
- 33.2 No amendment may be made to clauses 2, 3, clause 29, clause 34 or this clause without the prior consent in writing of the Charity Commission; and
- 33.3 The Council must send to the Charity Commission a copy of the duly passed resolution effecting any amendment made under this clause within one month of it being made.
- 33.4 No amendment shall be made to the Constitution which would cause the Charity to cease to be a charity in law.

34. DISSOLUTION OF THE CHARITY

- 34.1 The Charity may be dissolved by a resolution passed by a majority of those present and voting at an Annual or an Extraordinary General Meeting.
- 34.2 In the event of dissolution any property or funds of the Charity remaining after the payment of all debts and liabilities shall be transferred to the Dean and Chapter of the Cathedral Church of Saint Peter and the Holy and Indivisible Trinity at Gloucester or to the Friends of Gloucester Cathedral CIO for any purpose included in the objects of the Charity.