



**The Cathedral Church of
Christ and the Blessed Virgin Mary
Rochester**

STATUTES

Effective from 6 November 2023

THE STATUTES

Office holders

The Bishop

1.

- (1) The Bishop has the principal seat and dignity in the Cathedral.
- (2) The Bishop may, after consultation with the Chapter and subject to the following provisions, officiate in the Cathedral and use it in the Bishop's work of teaching and mission, for ordinations and synods and for other diocesan occasions and purposes.
- (3) The Bishop may—
 - (a) celebrate the Holy Communion in the Cathedral on Christmas Day or Easter Day;
 - (b) preach at or appoint the preacher at one of the services in the Cathedral on Christmas Day or Easter Day and, in consultation with the Dean, on three other Sundays of his or her choice each year; and
 - (c) preach at or appoint the preacher at ordination services.

The Dean

2.

- (1) The Dean is the principal dignitary of the Cathedral, next after the Bishop.
- (2) The Dean must occupy the Deanery, or some other residence approved or provided by the Chapter.

Residentiary Canons

3.

- (1) After consultation with the Chapter the Dean may appoint a residentiary canon as the Vice Dean.
- (2) The Vice Dean will exercise functions on behalf of the Dean as requested to do so by the Dean.
- (3) Paragraphs 1 and 2 above are without prejudice to the rights and duties of the Bishop in connection with the appointment of an interim dean.
- (4) The residentiary canons must undertake such duties in the Cathedral as are agreed by Chapter at the time of their appointment. These duties may be varied thereafter as the Chapter determines after consultation with the residentiary canon concerned.
- (5) The residentiary canons must endeavour to strengthen the corporate life, work and worship of the Cathedral and to promote its mission and ministry in the Diocese and civic life.
- (6) Each full-time residentiary canon must occupy a house provided or approved by the Chapter.
- (7) If a part-time residentiary canon also holds a substantive Diocesan office, the Chapter will agree the housing arrangements of that residentiary canon with the Diocese.

The Chapter: general

Corporate and spiritual life

4.

- (1) The Chapter is to act as a collegiate body in exercising its responsibilities for the Cathedral and will arrange collective worship and specific periods of reflection to strengthen its behaviour as a single entity.
- (2) The Chapter is at heart of the Cathedral's common life. Its members pray regularly for the Cathedral, its mission, each other and the communities which the Cathedral serves.
- (3) All members of the Chapter, its committees and its sub-committees work together to support and nurture the Cathedral's identity, mission and values through their governance and strategic direction of its common life.

The College of Canons

5.

- (1) The College of Canons must meet in May each year, save in exceptional circumstances.
- (2) The College may also meet at St Andrew's Tide when the Foundation Callover takes place.
- (3) Not less than 28 days' notice must be given to members of the College of meetings of the College.

Nominations Committee

Composition etc.

6.

- (1) The Nominations Committee must have at least four members and a maximum of five members.
- (2) It is for the Chapter to appoint the members of the Nominations Committee, at least one of whom must be a non-executive member of the Chapter, and at least one of whom must have specific experience and background in diversity matters.
- (3) It is for the Chapter to appoint the chair of the Nominations Committee; but that person may not be an executive member of the Chapter.
- (4) The Chapter may remove a member of the Nominations Committee from office if—
 - (a) at least 75% of members present and voting vote in favour of the removal; and
 - (b) the removal decision is accompanied by a written record of the Chapter's reasons for removing the member of the Nominations Committee.
- (5) A member of the Nominations Committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three consecutive terms is not eligible for appointment as a member, until at least one year has passed since the member last ceased to hold office as such.
- (6) A chief officer, any member of the Chapter, the Dean or the senior non-executive member is entitled to attend the whole or part of any meeting of the Nominations Committee and is entitled to speak but not vote.
- (7) If, at the invitation of the Nominations Committee, any other person attends the whole or part of a meeting of the Committee, the person may speak, but only at the discretion of the chair, and may not vote.

Functions

7.

- (1) The Nominations Committee must advise the Chapter on—
 - (a) the recruitment of non-executive members,
 - (b) the recruitment of members of committees of the Chapter,
 - (c) the training needs of members of the Chapter, and
 - (d) the recruitment of members of an advisory body.
- (2) The Nominations Committee must—
 - (a) keep under review the skills, knowledge, and experience of, and the diversity among, members of the Chapter, members of each committee (including the Nominations Committee itself) and members of each sub-committee and members of the Rochester Cathedral Advisory Council, and
 - (b) where, in light of a review under sub-paragraph (a), the Nominations Committee identifies areas where improvements are required, make recommendations to the Chapter on how to make those improvements.
- (3) The Nominations Committee must liaise and co-operate with each other committee and each sub-committee of the Chapter.
- (4) The Nominations Committee must recommend to the Bishop candidates for the role of senior non-executive member.

Proceedings

8.

- (1) It is for either of the chief officers, at the request of the chair of the Nominations Committee, to convene a meeting of the Nominations Committee.
- (2) The Nominations Committee must meet at least twice each year.
- (3) Notice of a meeting of the Nominations Committee must, unless otherwise agreed, be given to each member of the Committee, and to each person entitled to attend the meeting by virtue of Article 6(6) above, at least seven working days before the date of the meeting.
- (4) In the case of each person invited to attend a meeting of the Nominations Committee by virtue of Article 6(7) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) Notice of a meeting of the Nominations Committee—
 - (a) must specify when and where the meeting is to be held,
 - (b) must include an agenda for the meeting, and
 - (c) must, subject to paragraph (6), be accompanied by the relevant papers for the meeting.
- (6) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Nominations Committee to accompany the notice of the meeting, the papers must as soon as reasonably practicable be given to each person to whom the notice was given.
- (7) The quorum for a meeting of the Nominations Committee is three members, at least one of whom must be a non-executive member of the Chapter. A member does not form part of the quorum in relation to an item of business if that member is precluded from forming part of the quorum by virtue of the Chapter's conflict of interest policy maintained under Article 8(2) of the Constitution.
- (8) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the Nominations Committee as they apply to a meeting of the Chapter.

Reporting

9.

- (1) A draft of the minutes of each meeting of the Nominations Committee must be circulated promptly to each member of the Committee for approval.
- (2) Once the minutes of a meeting of the Nominations Committee are approved, the minutes:
 - (a) must be sent to every member of the Chapter and the chief officers, and
 - (b) may be sent to such other persons as the Nominations Committee thinks appropriate.
- (3) The Chapter must consider any matters arising from the minutes of a meeting of the Nominations Committee.

Terms of reference

10.

The Chapter has the power under section 15(8) of the Measure to set terms of reference for the Nominations Committee in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

Finance Committee

Composition etc.

11.

- (1) The Finance Committee must have at least five members and a maximum of seven members to include one executive member of the Chapter (other than the Dean), at least two non-executive members of the Chapter, and at least two external members.
- (2) It is for the Chapter to appoint the members of the Finance Committee, following consultation with the Nominations Committee.
- (3) It is for the Chapter to appoint the chair of the Finance Committee; and that person must be a non-executive member of the Chapter with recent and relevant financial experience.
- (4) The Chapter may remove a member of the Finance Committee from office if—
 - (a) at least 75% of members present and voting vote in favour of the removal; and
 - (b) the removal decision is accompanied by a written record of the Chapter's reasons for removing the member of the Finance Committee.
- (5) A member of the Finance Committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three consecutive terms is not eligible for appointment as a member, until at least one year has passed since the member last ceased to hold office as such.
- (6) The Dean is not a member of the Finance Committee but is entitled to attend the whole or part of a meeting of the Finance Committee; and at any meeting which the Dean attends, he or she may speak but may not vote.
- (7) The chief officers must each attend each meeting of the Finance Committee unless the Finance Committee considers that there are circumstances which justify excluding or excusing either or both of the chief officers from the whole or part of the meeting; and a chief officer, when attending the whole or part of a meeting of the Finance Committee, may speak but not vote.
- (8) If, at the invitation of the Finance Committee, any member of the Chapter attends the whole or part of a meeting of the Finance Committee, the person may speak but not vote.
- (9) If, at the invitation of the Finance Committee, any other person attends the whole or part of a meeting of the Finance Committee, the person may speak, but only at the discretion of the chair, and may not vote.

Functions

12.

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

Proceedings

13.

- (1) It is for either of the chief officers, at the request of the chair of the Finance Committee, to convene a meeting of the Finance Committee.
- (2) The Finance Committee must meet at least eight times each year.
- (3) Notice of a meeting of the Finance Committee must, unless otherwise agreed, be given to each member of the Finance Committee, and to each person entitled or invited to attend the meeting by virtue of Article 11(6), (7) and (8) above, at least seven working days before the date of the meeting.
- (4) In the case of each person invited to attend a meeting of the Finance Committee by virtue of Article 11(9) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) Notice of a meeting of the Finance Committee—
 - (a) must specify when and where the meeting is to be held,
 - (b) must include an agenda for the meeting, and
 - (c) must be accompanied by the relevant papers for the meeting.
- (6) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Finance Committee to accompany the notice of the meeting, the papers must as soon as is reasonably practicable be given to each person to whom the notice was given.
- (7) The quorum for a meeting of the Finance Committee is four members, at least one of whom must be a non-executive member of the Chapter. A member does not form part of the quorum in relation to an item of business if that member is precluded from forming part of the quorum by virtue of the Chapter's conflict of interest policy maintained under Article 8(2) of the Constitution.
- (8) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the Finance Committee as they apply to a meeting of the Chapter.

Reporting

14.

- (1) A draft of the minutes of each meeting of the Finance Committee must be circulated promptly to each member of the Committee.
- (2) Once the minutes of a meeting of the Finance Committee are approved, the minutes—
 - (a) must be sent to every member of the Chapter and the chief officers, and
 - (b) may be sent to such other persons as the Finance Committee thinks appropriate.
- (3) The Chapter must consider any matters arising from the minutes of a meeting of the Finance Committee.

Terms of reference

15.

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

Audit and Risk Committee

Composition etc.

16.

- (1) The Audit and Risk Committee must have at least three members.
- (2) It is for the Chapter to appoint the members of the Audit and Risk Committee, at least one of whom must be a non-executive member, following consultation with the Nominations Committee.
- (3) It is for the Chapter to appoint the chair of the Audit and Risk Committee; and that person must have recent and relevant financial experience and must not be a member of the Chapter.
- (4) The Chapter may remove a member of the Audit and Risk Committee from office if—
 - (a) at least 75% of members present and voting vote in favour of the removal; and
 - (b) the removal decision is accompanied by a written record of the Chapter's reasons for removing the member of the Committee.
- (5) A member of the Audit and Risk Committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three consecutive terms is not eligible for appointment as a member, until at least one year has passed since the member last ceased to hold office as such.
- (6) The Dean is not a member of the Audit and Risk Committee but is entitled to attend the whole or part of any meeting of the Audit and Risk Committee; and at any meeting which the Dean attends, he or she may speak but may not vote.
- (7) The chair may invite either or both chief officers to attend the whole or part of each meeting of the Audit and Risk Committee; and a chief officer, when attending the whole or part of a meeting of the Audit and Risk Committee, may speak but not vote.
- (8) If, at the invitation of the Audit and Risk Committee, any member of the Chapter attends the whole or part of a meeting of the Audit and Risk Committee, the person may speak but not vote.
- (9) If, at the invitation of the Audit and Risk Committee, any other person attends the whole or part of a meeting of the Audit and Risk Committee, the person may speak, but only at the discretion of the chair, and may not vote.

Functions

17.

The Audit and Risk Committee must keep under review the activities and management of the Cathedral in relation to such matters as the Chapter specifies in terms of reference for the Audit and Risk Committee.

Proceedings

18.

- (1) It is for either of the chief officers, at the request of the chair of the Audit and Risk Committee, to convene a meeting of the Audit and Risk Committee.
- (2) The Audit and Risk Committee must meet at least twice each year.
- (3) Notice of a meeting of the Audit and Risk Committee must, unless otherwise agreed, be given to each member of the Audit and Risk Committee, and to each person entitled or invited to attend the meeting by virtue of Article 16(6), (7) or (8) above, at least seven working days before the date of the meeting. Audit and Risk
- (4) In the case of each person invited to attend a meeting of the Committee by virtue of Article 16(9) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Audit and Risk Committee to accompany the notice of the meeting, the papers must as soon as is reasonably practicable be given to each person to whom the notice was given.
- (6) Notice of a meeting of the Audit and Risk Committee-
 - (a) must specify when and where the meeting is to be held,
 - (b) must include an agenda for the meeting, and
 - (c) must be accompanied by the relevant papers for the meeting.
- (7) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Audit and Risk Committee to accompany the notice of the meeting, the papers must as soon as is reasonably practicable be given to each person to whom the notice was given.
- (8) The quorum for a meeting of the Audit and Risk Committee is two members, at least one of whom must be a non-executive member of the Chapter. A member does not form part of the quorum in relation to an item of business if that member is precluded from forming part of the quorum by virtue of the Chapter's conflict of interest policy maintained under Article 8(2) of the Constitution.
- (9) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the Audit and Risk Committee as they apply to a meeting of the Chapter.

Reporting

19.

- (1) A draft of the minutes of each meeting of the Audit and Risk Committee must be circulated promptly to each member of the Audit and Risk Committee.
- (2) Once the minutes of a meeting of the Audit and Risk Committee are approved, the minutes—
 - (a) must be sent to every member of the Chapter, and the chief officers, and
 - (b) may be sent to such other persons as the Audit and Risk Committee thinks appropriate.
- (3) The Chapter must consider any matters arising from the minutes of a meeting of the Audit and Risk Committee.

Terms of reference

20.

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

Safeguarding Committee

Composition etc.

21.

- (1) The Safeguarding Committee must have at least five members.
- (2) It is for the Chapter to appoint the members of the Safeguarding Committee following consultation with the Nominations Committee, at least one of whom must be a member of the Chapter, and at least one of whom must have specific experience and background in safeguarding and diversity matters.
- (3) It is for the Chapter to appoint the chair of the Safeguarding Committee and that person may, but need not, be a member of the Chapter.
- (4) The Chapter may remove a member of the Safeguarding Committee from office if—
 - (a) at least 75% of members present vote in favour of the removal; and
 - (b) the removal decision is accompanied by a written record of the Chapter's reasons for removing the member of the Safeguarding Committee.
- (5) A member of the Safeguarding Committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three consecutive terms is not eligible for appointment as a member, until at least one year has passed since the member last ceased to hold office as such.
- (6) A chief officer, any member of the Chapter, the Dean or the senior non-executive member is entitled to attend the whole or part of any meeting of the Safeguarding Committee and is entitled to speak but not vote.
- (7) If, at the invitation of the Safeguarding Committee, any other person attends the whole or part of a meeting of the Safeguarding Committee, the person may speak, but only at the discretion of the chair, and may not vote.

Functions

22.

- (1) The Safeguarding Committee must keep under review the activities and management of the Cathedral in relation to such safeguarding matters as the Chapter specifies in terms of reference for the Safeguarding Committee. The Chair must present an annual report to Chapter which must also be shared with the Bishop.
- (2) The Safeguarding Committee must consider matters concerning the revision of safeguarding policies and all matters of safeguarding practice relating to the Cathedral.

Proceedings

23.

- (1) It is for either of the chief officers, at the request of the chair of the Safeguarding Committee, to convene a meeting of the Safeguarding Committee.
- (2) The Safeguarding Committee must meet on at least four occasions each year.
- (3) Notice of a meeting of the Safeguarding Committee must, unless otherwise agreed, be given to each member of the Safeguarding Committee, and to each person entitled to attend the meeting by virtue of Article 21(6) above, at least seven working days before the date of the meeting.
- (4) In the case of each person invited to attend a meeting of the Safeguarding Committee by virtue of Article 21(7) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) Notice of a meeting of the Safeguarding Committee—
 - (a) must specify when and where the meeting is to be held,

- (b) must include an agenda for the meeting, and
 - (c) must, subject to paragraph (6), be accompanied by the relevant papers for the meeting.
- (6) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Safeguarding Committee to accompany the notice of the meeting, the papers must as soon as reasonably practicable be given to each person to whom the notice was given.
 - (7) The quorum for a meeting of the Safeguarding Committee is four members, at least one of whom must be a member of the Chapter. A member does not form part of the quorum in relation to an item of business if that member is precluded from forming part of the quorum by virtue of the Chapter's conflict of interest policy maintained under Article 8(2) of the Constitution.
 - (8) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the Safeguarding Committee as they apply to a meeting of the Chapter.

Reporting

24.

- (1) A draft of the minutes of each meeting of the Safeguarding Committee must be circulated promptly to each member of the Committee for approval.
- (2) Once the minutes of a meeting of the Safeguarding Committee are approved, the minutes—
 - (a) must be sent to every member of the Chapter and the chief officers, and
 - (b) may be sent to such other persons as the Safeguarding Committee thinks appropriate.
- (3) The Chapter must consider any matters arising from the minutes of a meeting of the Safeguarding Committee.

Terms of reference

25.

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

Health and Safety Committee

Composition etc.

26.

- (1) The Health and Safety Committee must have at least five members.
- (2) It is for the Chapter to appoint the members of the Health and Safety Committee, following consultation with the Nominations Committee, at least one of whom must be a member of the Chapter, and at least one of whom must have specific experience and background in Health and Safety matters.
- (3) It is for the Chapter to appoint the chair of the Health and Safety Committee, and that person may, but need not, be a member of the Chapter.
- (4) The Chapter may remove a member of the Health and Safety Committee from office if—
 - (a) at least 75% of members present and voting vote in favour of the removal; and
 - (b) the removal decision is accompanied by a written record of the Chapter's reasons for removing the member of the Health and Safety Committee.
- (5) A member of the Health and Safety Committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three

consecutive terms is not eligible for appointment as a member, until at least one year has passed since the member last ceased to hold office as such.

- (6) A chief officer, any member of the Chapter, the Dean or the senior non-executive member is entitled to attend the whole or part of any meeting of the Health and Safety Committee and is entitled to speak but not vote.
- (7) If, at the invitation of the Health and Safety Committee, any other person attends the whole or part of a meeting of the Health and Safety Committee, the person may speak, but only at the discretion of the chair, and may not vote.

Functions

27.

- (1) The Health and Safety Committee must keep under review the activities and management of the Cathedral in relation to such health and safety matters as the Chapter specifies in terms of reference for the Health and Safety Committee. The Chair must present an annual report to Chapter.

Proceedings

28.

- (1) It is for either of the chief officers, at the request of the chair of the Health and Safety Committee, to convene a meeting of the Health and Safety Committee.
- (2) The Health and Safety Committee must meet on at least four occasions each year.
- (3) Notice of a meeting of the Health and Safety Committee must, unless otherwise agreed, be given to each member of the Health and Safety Committee, and to each person entitled to attend the meeting by virtue of Article 26(6) above, at least seven working days before the date of the meeting.
- (4) In the case of each person invited to attend a meeting of the Health and Safety Committee by virtue of Article 26(7) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) Notice of a meeting of the Health and Safety Committee—
 - (a) must specify when and where the meeting is to be held,
 - (b) must include an agenda for the meeting, and
 - (c) must, subject to paragraph (6), be accompanied by the relevant papers for the meeting.
- (6) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Health and Safety Committee to accompany the notice of the meeting, the papers must as soon as reasonably practicable be given to each person to whom the notice was given.
- (7) The quorum for a meeting of the Health and Safety Committee is four members, at least one of whom must be a non-executive member of the Chapter. A member does not form part of the quorum in relation to an item of business if that member is precluded from forming part of the quorum by virtue of the Chapter's conflict of interest policy maintained under Article 8(2) of the Constitution.
- (8) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the Health and Safety Committee as they apply to a meeting of the Chapter.

Reporting

29.

- (1) A draft of the minutes of each meeting of the Health and Safety Committee must be circulated promptly to each member of the Committee for approval.
- (2) Once the minutes of a meeting of the Health and Safety Committee are approved, the minutes—

- (a) must be sent to every member of the Chapter and the chief officers, and
 - (b) may be sent to such other persons as the Health and Safety Committee thinks appropriate.¹
- (3) The Chapter must consider any matters arising from the minutes of a meeting of the Health and Safety Committee.

Terms of reference

30.

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

Property and Estates Committee

Composition etc,

31.

- (1) The Property and Estates Committee must have at least five members.
- (2) It is for the Chapter to appoint the members of the Property and Estates Committee following consultation with the Nominations Committee, at least one of whom must be a member of the Chapter, and at least one of whom must have specific experience and background in property, estates and related matters.
- (3) It is for the Chapter to appoint the chair of the Property and Estates Committee, and that person may, but need not, be a member of the Chapter.
- (4) The Chapter may remove a member of the Property and Estates Committee from office if:
 - (a) at least 75% of members present and voting vote in favour of the removal; and
 - (b) the removal decision is accompanied by a written record of the Chapter's reasons for removing the member of the Committee.
- (5) A member of the Property and Estates Committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three consecutive terms is not eligible for appointment as a member, until at least one year has passed since the member last ceased to hold office as such.
- (6) A chief officer, any member of the Chapter, the Dean or the senior non-executive member is entitled to attend the whole or part of any meeting of the Property and Estates Committee and is entitled to speak but not vote.
- (7) If, at the invitation of the Property and Estates Committee, any other person attends the whole or part of a meeting of the Property and Estates Committee, the person may speak, but only at the discretion of the chair, and may not vote.

Functions

32.

- (1) The Property and Estates Committee must keep under review the activities and management of the Cathedral in relation to such property and estates matters as the Chapter specifies in terms of reference for the Property and Estates Committee.
- (2) The Property and Estates Committee must consider projects for the capital improvement of the Cathedral building itself, the precinct and to maximise the financial performance of the wider commercial and residential estate the Cathedral owns.

- (3) The Property and Estates Committee must ensure that the requirements of Section 27 of the Measure to carry out regular inspections of all Cathedral property are met.

Proceedings

33.

- (1) It is for either of the chief officers, at the request of the chair of the Property and Estates Committee, to convene a meeting of the Property and Estates Committee.
- (2) The Property and Estates Committee must meet on at least four occasions each year.
- (3) Notice of a meeting of the Property and Estates Committee must, unless otherwise agreed, be given to each member of the Property and Estates Committee, and to each person entitled to attend the meeting by virtue of Article 31(6) above, at least seven working days before the date of the meeting.
- (4) In the case of each person invited to attend a meeting of the Property and Estates Committee by virtue of Article 31(7) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (5) Notice of a meeting of the Property and Estates Committee—
 - (a) must specify when and where the meeting is to be held,
 - (b) must include an agenda for the meeting, and
 - (c) must, subject to paragraph (6), be accompanied by the relevant papers for the meeting.
- (6) In so far as it is not reasonably practicable for the relevant papers for a meeting of the Property and Estates Committee to accompany the notice of the meeting, the papers must as soon as reasonably practicable be given to each person to whom the notice was given.
- (7) The quorum for a meeting of the Property and Estates Committee is four members, at least one of whom must be a non-executive member of the Chapter. A member does not form part of the quorum in relation to an item of business if that member is precluded from forming part of the quorum by virtue of the Chapter's conflict of interest policy maintained under Article 8(2) of the Constitution.
- (8) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the Property and Estates Committee as they apply to a meeting of the Chapter.

Reporting

34.

- (1) A draft of the minutes of each meeting of the Property and Estates Committee must be circulated promptly to each member of the Committee for approval.
- (2) Once the minutes of a meeting of the Property and Estates Committee are approved, the minutes—
 - (a) must be sent to every member of the Chapter and the chief officers, and
 - (b) may be sent to such other persons as the Property and Estates Committee thinks appropriate.
- (3) The Chapter must consider any matters arising from the minutes of a meeting of the Property and Estates Committee.

Terms of reference

35.

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

Other committees and sub-committees

Committees: composition etc.

36.

- (1) A committee of the Chapter established under the Constitution must have at least three members.
- (2) The members of the committee must be appointed by the Chapter, at least one of whom must be a member of the Chapter, following consultation with the Nominations Committee.
- (3) The chair of the committee must be appointed by the Chapter, and that person may, but need not, be a member of the Chapter.
- (4) The Chapter may remove a member of the committee from office if-
 - (a) at least 75% of members present and voting vote in favour of the removal; and
 - (b) the removal decision is accompanied by a written record of the Chapter's reasons for removing the member of the Committee.
- (5) A member of the committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three consecutive terms is not eligible for election, or for appointment or co-option as a member, until at least one year has passed since the member last ceased to hold office as such.
- (6) A member of the Senior Management Group is entitled to attend the whole or part of a meeting of the committee and is entitled to speak but not vote.
- (7) A chief officer, any member of the Chapter, the Dean, and the senior non-executive member is entitled to attend the whole or part of any meeting of the committee and is entitled to speak but not vote.
- (8) If, at the invitation of the committee, any other person attends the whole or part of a meeting of the committee, the person may speak, but only at the discretion of the chair, and may not vote.

Sub-committees: composition

37.

- (1) A sub-committee established under the Constitution must have at least three members.
- (2) It is for the committee under which the sub-committee sits to appoint the members of the sub-committee.
- (3) It is for the Chapter to appoint the chair of the sub-committee.
- (4) At least one member of the sub-committee must be a member of the committee under which the sub-committee sits.
- (5) The Chapter may remove a member of the sub-committee from office if-
 - (a) at least 75% of members present and voting vote in favour of the removal; and
 - (b) the removal decision is accompanied by a written record of the Chapter's reasons for removing the member of the committee.
- (6) A member of the sub-committee holds office as such for a term of up to three years and may be reappointed; but a member who has served more than three consecutive terms is

not eligible for election, or for appointment or co-option as a member, until at least one year has passed since the member last ceased to hold office as such.

- (7) A member of the Senior Management Group is entitled to attend the whole or part of a meeting of the sub-committee and is entitled to speak but not vote.

Functions

38.

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

Proceedings

39.

- (1) It is for the chief officers, at the request of the chair of a committee or sub-committee established under the Constitution, to convene a meeting of the committee or sub-committee.
- (2) Notice of a meeting of the committee or sub-committee must, unless otherwise agreed, be given to each of its members, and to each person entitled to attend the meeting by virtue of Article 36(6) or (7) or 37(7) above, at least seven working days before the date of the meeting.
- (3) In the case of each person invited to attend a meeting of the committee by virtue of Article 36(8) above, notice of the meeting must be given to the person as soon as reasonably practicable before the meeting.
- (4) Notice of a meeting of the committee or sub-committee—
 - (a) must specify when and where the meeting is to be held,
 - (b) must include an agenda for the meeting, and
 - (c) must be accompanied by the relevant papers for the meeting.
- (5) In so far as it is not reasonably practicable for the relevant papers for a meeting of the committee or sub-committee to accompany the notice of the meeting, the papers must as soon as is reasonably practicable be given to each person to whom the notice was given.
- (6) The quorum for a meeting of the committee or sub-committee is two members.
- (7) Articles 12(6) and (7) of the Constitution (remote participation) apply to a meeting of the committee or sub-committee as they apply to a meeting of the Chapter.

Reporting

40.

- (1) The terms of reference of a committee or sub-committee established under the Constitution make provision as to the reporting of proceedings of its meetings to the Chapter.
- (2) A draft of the minutes of each meeting of the committee or sub-committee must be circulated promptly to each of its members for approval,
- (3) Once the minutes of a meeting are approved, the minutes—
 - (a) must be sent to every member of the Chapter and the chief officers and
 - (b) may be sent to such other persons as the committee or sub-committee thinks appropriate.

Terms of reference

41.

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

Advisory bodies

Terms of reference

42.

The Chapter has the power under section 18(4) of the Measure to set terms of reference for an advisory body in relation to its functions, proceedings and reporting requirements but subject to the requirements of the Measure, the Constitution and these Statutes.

Rochester Cathedral Advisory Council

43.

- (1) In accordance with Article 34 of the Constitution, there is to be an advisory body known as the Rochester Cathedral Advisory Council.
- (2) There will be up to 15 members of the Rochester Cathedral Advisory Council appointed by the Chapter consisting of representatives from local authorities, tourism, and economic development bodies and organisations covering the Diocese.
- (3) Terms of reference for the Rochester Cathedral Advisory Council are set by the Chapter and are subject to the requirements of the Measure, the Constitution and these Statutes.
- (4) The terms of reference for the Rochester Cathedral Advisory Council make provision for its composition, functions, proceedings and for its reporting to the Chapter as well as any supplementary matters in accordance with the Measure.

Senior Management

Chief officers

44.

- (1) The Chapter must appoint a Chief Operating Officer who will be the “administrator of the Cathedral” for the purpose of the Care of the Cathedral Measure 2011 on such terms as the Chapter may determine.
- (2) The functions of the Chief Operating Officer are set out in a role description and scheme of delegated authority which Chapter may from time to time amend but will include responsibility to Chapter as clerk to the Chapter and its committees and for the custody and control of the common seal of the Cathedral.
- (3) The Chapter must appoint a Chief Financial Officer on such terms as the Chapter may determine.
- (4) The functions of the Chief Financial Officer are set out in a role description and scheme of delegated authority which Chapter may from time to time amend but will include responsibility to the Chapter for the financial affairs of the Cathedral, including preparation of monthly management accounts, drafts of the annual budget and the Cathedral's annual report and accounts for consideration by the Chapter.

Establishment of management group

45.

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

Membership of the Senior Management Group

46.

The members of the Senior Management Group are—

- (a) the Dean,
- (b) each residentiary canon with responsibility for a department of the Cathedral or for part of its operations,
- (c) the chief officers, and
- (d) such other members of staff (whether lay or clergy) as the Chapter considers appropriate.

Functions of the Senior Management Group

47.

- (1) The Senior Management Group—
 - (a) is responsible to the Chapter for the day-to-day management of the Cathedral's affairs; and
 - (b) undertakes such roles and duties as are delegated to it in the Chapter's schemes of delegation.
- (2) The Chapter may issue to the Senior Management Group schemes of delegation (and may update such schemes from time to time) setting out the terms on which the Senior Management Group may take decisions on behalf of the Chapter and any associated conditions or limitations.
- (3) Schemes of delegation may authorise the Senior Management Group to further delegate such authority to committees of the Senior Management Group, individual members of the Senior Management Group or employees of the Chapter.

Proceedings of the Senior Management Group

48.

- (1) It is for the Dean or either of the chief officers to convene a meeting of the Senior Management Group.
- (2) The Senior Management Group should normally meet monthly but must meet at least ten times per year.
- (3) The Chief Operating Officer, or in the Chief Operating Officer's absence, the Chief Finance Officer, chairs the meetings of the Senior Management Group.
- (4) An agenda for each meeting must be circulated not less than seven working days in advance of each meeting.
- (5) Minutes of each meeting must be recorded and circulated to all members of the Senior Management Group and to those members of the Chapter who are not members of the Senior Management Group.
- (6) Articles 12(6) and (7) of the Constitution (participation) apply to a meeting of the Senior Management Group as they apply to a meeting of the Chapter.

Accountability of the Senior Management Group

49.

- (1) The Senior Management Group is accountable to the Chapter for the executive management and administration of the Cathedral and is responsible for formulating strategies, plans and budgets for the approval by the Chapter.
- (2) The Senior Management Group must submit a written report of its proceedings to each meeting of the Chapter.

Committees of the Senior Management Group

50.

- (1) The Senior Management Group may establish one or more committees for dealing with matters relating to the day to day running of the Cathedral.
- (2) In the case of each committee established under this Article, the Senior Management Group must specify in writing the matters which come within the committee's remit.
- (3) The Senior Management Group must appoint the members of each committee so established.
- (4) The chair of each committee so established must be a member of the Senior Management Group; but subject to that, the membership of the committee need not include a member of staff or a member of the Chapter.
- (5) Each committee so established must report to the Senior Management Group in accordance with such requirements as the Senior Management Group may specify in writing.
- (6) Each committee so established may regulated its own procedure, subject to such rules as the Senior Management Group may specify in writing.

Dignities

Ecumenical Canons of Honour

51.

- (1) The Bishop, in consultation with the Dean, may appoint up to four Ecumenical Canons of Honour from among persons who are members of Christian churches and congregations other than churches of the Anglican Communion who may be clergy or lay persons.
- (2) An Ecumenical Canon of Honour holds that title for such period as the Bishop determines in the instrument appointing him or her.
- (3) An Ecumenical Canon of Honour constitutes a dignity in the Cathedral but not an office and the holder is not by virtue of that title a canon for the purposes of the Measure nor a member of the College of Canons.

Canons Emeriti

52.

The Bishop may confer upon a Dean, a canon or an Ecumenical Canon of Honour who vacates office the title, as the case may be, of Dean Emeritus/Emerita, Canon Emeritus/Emerita or Ecumenical Canon Emeritus/Emerita. Such persons are not by virtue of their title a canon for the purposes of the Measure nor a member of the College of Canons.

Priest Vicars

53.

The Chapter may appoint one or more Priest Vicars for Cathedral duties who are clerks in Holy Orders and licensed by the Bishop and whose terms of reference, remuneration and conditions of service will be determined by the Chapter.

Vergers

54.

The Chapter must appoint a sufficient number of vergers on the basis of such requirements, qualifications and experience as the Chapter determines.

King's School Rochester

55.

King's School Rochester

- (1) Those members of the Chapter who are appointed as school governors of King's School Rochester must at all times pay due regard to and comply with Article 8 of the Constitution concerning conflicts of interest, and with the provisions of the conflicts of interests policy maintained under Article 8(2) of the Constitution, and in particular when the Chapter is required to reach decisions about matters concerning the relationship between the Cathedral and King's School Rochester.

Residence

Residence for residentiary canons

56.

- (1) Residentiary canons are required to be in residence at the Cathedral in accordance with a schedule determined by the Dean.
- (2) During their periods of residence, the residentiary canons must assume such pastoral and worship responsibilities as may be determined from time to time by the Dean in consultation with Chapter.

Worship

Divine Service

57.

- (1) The Dean and the residentiary canons must provide that morning and evening prayer is said or sung daily, and the holy Eucharist celebrated according to the rites and ceremonies of the Church of England.
- (2) Subject to the provisions regarding the Bishop in Article 1 of these Statutes, the Dean has the right to preside at a celebration of the holy Eucharist once on every Sunday.

Preaching of sermons

58.

- (1) The Bishop may preach or appoint the preacher at one of the principal Eucharists on occasions in accordance with Article 1 of these Statutes.
- (2) The Dean must preach or appoint the preacher on whichever of the two principal Eucharists on Easter Day and on Christmas Day that is not selected by the Bishop. The Dean must also preach or appoint the preacher on ten Sundays in every year.

- (3) Each full-time residentiary canon must preach or appoint the preacher on not less than five Sundays in every year.
- (4) Members of the College of Canons, being clerks in Holy Orders, may preach in the Cathedral at the Dean's invitation.
- (5) The Principal of King's Rochester School, when a clerk in Holy Orders, has the right to preach in the Cathedral once every three years.
- (6) In granting invitations to external preachers under sub-paragraphs (2) and (3), the Dean or residentiary canon must have regard to any relevant policy created by the Chapter.

Music and choir

59.

- (1) The Chapter must appoint a Director of Music in accordance with Article 26 of the Constitution, with the function of supervising music in the Cathedral under the overall direction of the Chapter.
- (2) The Chapter may also appoint an Assistant Director of Music, Principal Lay Clerks and Deputy Lay Clerks and additional musicians and other staff to support the Cathedral choirs during sung services and the music function more generally, and whose duties will be decided by the Chapter in consultation with the Director of Music.
- (3) The terms of reference, remuneration and conditions of service of such posts will be determined by the Chapter.
- (4) The Cathedral Choir will include at least twenty boy and girl treble choristers who are pupils of King's School Rochester and chosen by the Chapter in consultation with the School.
- (5) The Chapter may appoint other choirs to sing in the Cathedral on a voluntary basis.

Order of precedence

60.

The order of precedence in processions at services held in the Cathedral is determined by the Dean and is set out in the Cathedral's Customary. The Dean has the right to change the order of precedence in agreement with the Chapter.

Miscellaneous

Execution of documents

61.

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

Power to establish subsidiaries

62.

- (1) The Chapter may, for the purpose of securing the good government of the Cathedral, establish subsidiary companies.
- (2) The Chapter may itself become a member of a company established under this Article.
- (3) In this Article, "company" includes any body corporate.

Archaeologist

63.

Section 23(2) of the Care of Cathedrals Measure 2011 requires the Chapter to appoint a Cathedral archaeologist.

Patronage

64.

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

Amendments to Statutes

Amendments

65.

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

Interpretation

Interpretation

66.

(1) In these Statutes—

“the Bishop” means the Bishop of Rochester (but see paragraph (2));

“the Cathedral” means the Cathedral Church of Christ and the Blessed Virgin Mary Rochester;

“the Cathedral Foundation” means the group of persons set out in the Cathedral’s Foundation Policy as determined by Chapter from time to time.

“the Diocese” means the diocese of Rochester and “diocesan” is to be read accordingly;

“the Measure” means the Cathedrals Measure 2021;

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

“King’s School Rochester” means the independent cathedral school whose registered office is at Satis House, Boley Hill, Rochester ME1 1TE.

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

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

(4) Subject to that, the Interpretation Act 1978 applies to these Statutes.

Revocation

Revocation

66.

The Statutes of the Cathedral made on 8 September 2000 as revised in 2009, 2013 and 2016 cease to have effect.