

CATHEDRAL BODIES

The corporate body of a Cathedral is an ecclesiastical corporation, a form of corporation aggregate whose members are committed to spiritual purposes.

Corporations are legal entities which exist independent of their members; as such they exist in perpetuity (have perpetual succession); can act as if they were a person so can, for example, sue or be sued in their corporate name; can buy and sell lands and hold them for the benefit of the members of the corporation and their successors; have a common seal which is used to confirm their legal acts; and because of the need to supervise corporate acts, have a Visitor.

The impact of the Cathedrals Measure 1999

Until the Cathedrals Measure 1999 came into effect, there were two types of cathedrals, Dean and Chapter Cathedrals where there was a body corporate called 'the Dean and Chapter', which was a corporation aggregate consisting of the dean and all of the canons, and Parish Church Cathedrals where there was a body corporate called 'the Cathedral Chapter' which consisted of the provost, the canons of the cathedral and the archdeacons of the diocese (and sometimes, for specific purposes, the bishop). The Dean and Chapter was the corporate body of the cathedral: there was no other corporate body, so leases and other contracts were entered into by the Dean and Chapter as the corporate body of the cathedral. Similarly, for Parish Church Cathedrals, the body corporate was the Cathedral Chapter, and all leases and contracts were entered into by the Cathedral Chapter as the corporate body of the cathedral.

The Cathedrals Measure 1999 replaced the old "Dean and Chapter" or "Cathedral Chapter" with a new body corporate for each cathedral. The new corporate body was established under section 9(1)(a) of the Measure which states that 'the members for the time being of the Council, the Chapter and the College of Canons shall be a body corporate with perpetual succession and a common seal'. This is the only body corporate which now exists in respect of a cathedral.

The Measure also provided for the creation of three new governing bodies in respect of a cathedral: the Council, the Chapter and the College of Canons; but none of these bodies is a body corporate. In particular, the Chapter is not a continuation of, or a reincarnation of, the old Dean and Chapter or the old Cathedral Chapter. It is a new statutory body. Significantly, the Chapter is a governing body of the cathedral only and is not a body corporate.

Another of the new bodies created by the 1999 Measure is the Council. The Council is not a continuation of, or a reincarnation of, the old Cathedral Council which performed administrative functions in relation to some Parish Church Cathedrals. (It is not a body corporate.)

The role of Chapter

The Cathedrals Measure 1999 section 4 provides for the Chapter to be the body that directs and oversees the administration and affairs of the cathedral. In addition to ordering the worship and promoting the mission of the cathedral, this also includes looking after the corporate property of the

cathedral. The Chapter controls the corporate property and directs the affairs of the corporation - it is the body that governs the Cathedral generally and which decides whether the cathedral - i.e. the corporate body of the cathedral - should enter into a contract or other legal agreement.

But the Chapter itself cannot be a party to such an agreement. Contracts, leases etc. can only be entered into in the name of the corporate body of the cathedral. They cannot be entered into in the name of the Chapter. (Similarly, while it would be possible for the corporate body of a cathedral to be a member of a company, it is not possible for a Chapter to be a member of a company.) A Chapter does not have legal personality and it has no business of its own which it can carry on that is separate from the business of the corporate body of the cathedral.

In section 13 of the Cathedrals Measure, provision is made for any property and any related liabilities which were vested in the Dean and Chapter or the Cathedral Chapter of a cathedral at the date that the Measure first applied to the cathedral in question (the “relevant date”) to be vested in the corporate body of the cathedral. Any agreement entered into by the Dean and Chapter or Cathedral Chapter of a cathedral before the relevant date is deemed to have been made by the corporate body of the cathedral. After the relevant date, all agreements should have been/ be entered into in the name of the corporate body of the cathedral.

Section 12 also made provision so that any property that was held by a parochial church council of a parish church cathedral (or which was vested in the diocesan board of finance as diocesan authority on behalf of the cathedral) automatically vested in the corporate body of the cathedral.

The Chapter can be seen as in some ways analogous to the board of directors of a company. The board is the body which governs the company and takes decisions for the company,. But all agreements and contracts are in the name of the company, and not in the name of the board or its members. And any property (money, goods, land etc.) is owned by the company, not by the directors.

The role of the Cathedral Council

Whilst the members of the Council, appointed in accordance with the Constitution of each cathedral, form part of the body corporate of the cathedral, they are not responsible for managing the cathedral and its assets. Some of the members of the Council (for example the dean and residentiary canons) are also members of Chapter; it is in their role as Chapter members and not as Council members that they have management responsibilities.

The Cathedrals Measure (section 3(6) and (7)) sets out the role and duties of the Council as follows:

‘It shall be the duty of the Council to further and support the work of the cathedral, spiritual, pastoral, evangelistic, social and ecumenical, reviewing and advising upon the direction and oversight of that work by the Chapter and in particular, without prejudice to the generality of the foregoing, to—

- (a) consider proposals submitted by the Chapter in connection with the general direction and mission of the cathedral and to give advice on them to the Chapter,
- (b) receive and consider the annual budget of the cathedral,
- (c) receive and consider the annual report and audited accounts,
- (d) consider proposals submitted by the Chapter in connection with the constitution and statutes of the cathedral with a view to their revision under Part II of this Measure, and

(e) perform such other functions as may be prescribed.’

And also provides that: ‘the Council may—

- (a) request reports from the Chapter on any matter concerning the cathedral,
- (b) discuss and declare its opinion on any such matter, and
- (c) draw any matter to the attention of the Visitor or the Church Commissioners.’

Members of the Council cannot determine how the cathedral should be run but they have an important role in advising and supporting the Chapter as it carries out its work. Council members have skills, experience and contacts which can all be used to further the cathedral’s mission and ministry, internally by assisting the Chapter in managing the cathedral’s affairs efficiently, and externally by using networking opportunities to develop contacts that will benefit the cathedral, whether by extending understanding of and interpreting the cathedral’s role or by drawing in support and lobbying on behalf of the cathedral.

The role of the College of Canons

The College of Canons consists of the senior clergy of the diocese other than the diocesan bishop (dean and residentiary canons, suffragan/ area bishops, assistant bishops, and archdeacons), honorary canons in Holy Orders and lay canons appointed in accordance with the Constitution. Its members form part of the cathedral’s body corporate, but they are not responsible for managing the cathedral and its assets. Some of the members of the College (for example the dean and residentiary canons) are also members of Chapter; it is in their role as Chapter members and not as College members that they have management responsibilities.

The Cathedrals Measure 1999 (Section 5), sets out the role and duties of the College:

(3) The College of Canons shall perform the functions conferred by the Appointment of Bishops Act 1533 on the dean and chapter, and that Act shall accordingly have effect as if references to the dean and chapter were references to the College of Canons.

(4) The College of Canons shall—

- (a) receive and consider the annual report and audited accounts,
- (b) discuss such matters concerning the cathedral as may be raised by any of its members, and
- (c) perform such other functions as may be prescribed.

The College of Canons cannot determine how the cathedral should be run but, like the Council, it has a role in advising and supporting the Chapter as it carries out its work. College members should use their skills, experience and contacts to further the cathedral’s mission and ministry, internally by advising the Chapter when requested in the conduct of the cathedral’s affairs, and externally by extending understanding of and interpreting the cathedral’s role in the diocese and by lobbying on behalf of the cathedral.

Foundations

Some cathedrals have a body known as the cathedral 'foundation' which exists as a matter of custom and practice. Membership, role and responsibilities (if any) may be detailed in the cathedrals' Constitutions and Statutes. A cathedral foundation is not, of itself, of any legal import and foundations do not form part of the governance structure of cathedrals under the Cathedrals Measure 1999. If a cathedral has a foundation, precisely what that is will differ from one cathedral to another; however, membership of a cathedral 'foundation' may operate as a means of identifying a class of persons who are particularly associated with the cathedral and on whom certain (limited) rights may be conferred under its statutes. But any rights conferred on persons by virtue of membership of a foundation would not include rights relating to the governance of the cathedral and membership of a foundation does not, of itself, confer membership of the cathedral body corporate.

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