

COUNCIL OF CHURCH UNIVERSITIES AND COLLEGES

CONSTITUTION

Ratified at the Annual General Meeting

held on 29 November 2012

1. NAME

The name of the organisation shall be the Council of Church Universities and Colleges (hereinafter referred to as the Cathedrals Group).

2. DEFINITIONS

In this constitution the following terms have the meanings ascribed to them hereunder:

2.1 Church University College: a University College or a College of Higher Education listed in Appendix 1 to this Constitution together with such University Colleges as may from time to time be admitted into membership.

Church University: a University listed in Appendix 1 of this Constitution together with such Universities as may from time to time be admitted to membership.

2.2 Board of Governors, University Council or Board of Directors: the body responsible for the governance of a Church College or University.

2.3 Principal: the academic and administrative head of a Church University College or College of Higher Education.

2.4 Vice Chancellor: the academic and administrative Head of a Church University.

2.5 Associate Member: a body subscribing to the objects of the Cathedrals Group and admitted to membership under clause 4.2 hereof.

3. OBJECT OF THE CATHEDRALS GROUP

To advance and develop higher education in the Church Universities and University Colleges.

And in furtherance of the said object, but not further or otherwise, the Cathedrals Group shall have the following powers:

- 3.1 To support the Churches' continuing role in Higher Education through the Church Universities and University Colleges as a means of developing the historic partnership between the Churches and the State and of contributing to the public good and the well-being of society.
- 3.2 To consider matters concerning the policy and administration of Church Universities and University Colleges and to communicate with other bodies as appropriate.
- 3.3 To provide advice and information to Principals and Vice Chancellors, Board of Governors, University Councils or Board of Directors and, as appropriate, to other organisations.
- 3.4 To liaise with relevant Committees including the Joint Advisory Committee for the Church Universities and Colleges (JACCUC) and maintain dialogue through this with stakeholders.
- 3.5 To promote and represent the interests of the Church Universities and University Colleges.
- 3.6 To maintain and develop co-operation between the Church Universities and University Colleges and persons associated with them.
- 3.7 To maintain oversight of the fulfilment of the statutory duty to protect denominational balance in Christian schools through the provision of teachers trained in Church Universities and University Colleges.
- 3.8 To do such other lawful things as shall further the said object.

4. CATEGORIES OF MEMBERSHIP

4.1 Full

The Church Universities and University Colleges listed in Appendix 1 shall be full members on payment of the annual subscription.

4.2 Associate

Associate Membership may be granted to such bodies as are willing and able to subscribe to the object of the Cathedrals Group and as are approved from time to time by the Cathedrals Group. Such Associate members shall be listed in Appendix 2.

4.3 Alterations to Membership

By a two thirds majority of the full members of the Cathedrals Group present and entitled to vote, further organisations may be added to the membership from time to time and additional categories of membership be created.

Any resolution proposing alteration of the membership or creation of additional categories of membership must be submitted to the General Secretary of the Cathedrals Group at least twenty-eight clear days before the meeting at which the resolution is to be brought forward. At least twenty-one clear days' notice in writing of such a meeting shall be given by the Secretary to the members and shall include notice of any alteration of the membership or creation of additional categories of membership which is proposed.

4.4 Withdrawal from Membership

A Church University College or University may withdraw from membership after giving not less than one year's notice in writing.

5. **SUBSCRIPTIONS**

5.1 Any Church University College or University in membership on 1st August in any year shall pay in full the subscription due for that year.

5.2 The Executive Committee shall determine the first year's subscription to be paid by any institution admitted to membership after the start of the Cathedrals Group's year.

5.3 The Cathedrals Group shall set subscription rates and, unless otherwise determined by the Cathedrals Group, subscriptions payable shall include an element calculated pro rata to their student numbers at such rate as the Cathedrals Group may from time to time approve.

6. **REPRESENTATION ON THE CATHEDRALS GROUP**

Representation on the Cathedrals Group shall be as follows:

- i) The Principal or Vice Chancellor for the time being of each Church University College or University in full membership.

- ii) One nominee from each of the Catholic Education Service, the Church of England Board of Education, the Methodist Schools and Colleges.
- iii) Such individuals as may be co-opted by the Cathedrals Group from time to time.
- iv) All persons listed in (i), (ii), (iii) shall have the right to vote at meetings of the Cathedrals Group.
- v) A representative of each of the Associate members listed in Appendix 2 is entitled to attend the Cathedrals Group but not to vote.

The Secretary and Treasurer shall be in attendance.

Alternates are entitled to attend the Cathedrals Group but not to vote.

7. THE OFFICERS OF THE CATHEDRALS GROUP

- i) There shall be a Chair of the Cathedrals Group elected by and from the full members of the Cathedrals Group, to hold office for a period of two years or for such other period as the Cathedrals Group may determine.
- ii) There shall be two Vice-Chairs of the Cathedrals Group elected by and from the full members of the Cathedrals Group, to hold office for a period of two years or for such other period as the Cathedrals Group may determine.
- iii) There shall be a General Secretary of the Cathedrals Group appointed in accordance with clause 9.
- iv) There shall be a Treasurer of the Cathedrals Group elected annually by the full members of the Cathedrals Group, not necessarily from amongst themselves. A Vice-Chair may also be the Treasurer of the Cathedrals Group, but no other officer may also be the Treasurer.

8. THE EXECUTIVE COMMITTEE

Subject to any conditions imposed from time to time by the Cathedrals Group and as hereinafter mentioned the general management of the affairs of the Cathedrals Group shall be directed by an Executive Committee comprising:

- i) The Chair of the Cathedrals Group.
- ii) The two Vice-Chairs of the Cathedrals Group.

- iii) Four Principals or Vice Chancellors elected by the members to serve for three years and representing the range of members.
- iv) The CEO of the Catholic Education Service and the Chief Education Officer of the Church of England shall be entitled to attend and to appoint an alternate to do so on their behalf.

The General Secretary, the Treasurer and such other persons as the Executive Committee may determine may be in attendance at meetings of the Executive Committee.

A member of the Executive Committee may appoint an alternate to attend an Executive Committee meeting, but an alternate may not vote thereat.

9. SECRETARY

The Executive Committee shall make arrangements for the appointment otherwise than among the members of the Cathedrals Group of a General Secretary and make financial provisions as appropriate (if any).

10. REGULATIONS AND PROCEDURES

The Cathedrals Group may make and publish regulations and shall determine its own procedures and approve those of its Executive Committee.

11. QUORUM

The quorum for the Cathedrals Group and its Executive Committee shall be 40% or more of full members entitled to vote. If the number of members required for a quorum is an odd number, the number of members is rounded down.

12. MEETINGS OF THE CATHEDRALS GROUP

12.1 There shall be an Annual Meeting at a time determined by the Executive Committee. At least twenty-one clear days' notice shall be given in writing by the General Secretary to the members unless shorter notice is agreed to at a meeting convened as an Annual Meeting by not less than 75% of the members having the right to attend and vote thereat. The business shall include the election of the Chair and Vice-Chairs if required, the election of the Treasurer, a review of membership, approval of the accounts and appointment of auditors.

- 12.2 Other meetings of the Cathedrals Group shall be held at such times as may be determined by the Cathedrals Group. At least fourteen clear days' notice of any such meeting shall be given in writing by the General Secretary to the members unless shorter notice is agreed to at the meeting by not less than 75% of the members having the right to attend and vote thereat.
- 12.3 The proceedings of the Cathedrals Group shall not be invalidated by any failure to appoint or any defect in the appointment, election or qualification of any representative member hereof.

13. WRITTEN RESOLUTIONS AND FORM OF NOTICE

- 13.1 A written resolution signed by all the members entitled to attend and vote at a meeting of the Cathedrals Group has effect as if passed at a meeting thereof.
- 13.2 A written resolution signed by all the members of the Executive Committee of the Cathedrals Group entitled to attend and vote at a meeting thereof has effect as if passed at a meeting of the Executive Committee of the Cathedrals Group.
- 13.3 Notice of annual meetings and other meetings of the Cathedrals Group and of Executive Committee meetings must be given in hard copy form, in electronic form or partly by one such means and partly by another.

14. FINANCE

- 14.1 The income and property of the Cathedrals Group whencesoever derived shall be applied solely towards the promotion of the purposes of the Cathedrals Group as set forth in this Constitution, and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise howsoever by way of profit to any member of the Cathedrals Group PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper financial provision for any officer or servant of the Cathedrals Group (not being a member of the Cathedrals Group or Executive Committee) or the repayment of out of pocket expenses.
- 14.2 A Bank Account shall be opened in the name of the Cathedrals Group with such Bank as the Committee shall from time to time decide. The Executive Committee shall authorise in writing any two out of the Treasurer, the Chair and named individual members (whether representative, ex-officio, or co-opted) of the Cathedrals Group to sign cheques on behalf of the Cathedrals Group.
- 14.3 The Cathedrals Group may appoint a Custodian Trustee or a trust corporation of not less than three individuals (not being member of the Cathedrals Group or the

Executive Committee) to hold any property held by or in trust for the Cathedrals Group.

15. THE CATHEDRALS GROUP'S YEAR AND AUDIT

- 15.1 The Cathedrals Group's year shall run from 1st August to 31st July.
- 15.2 The Executive Committee shall ensure that proper accounts are kept of all income, expenditure, assets and liabilities.
- 15.3 The Cathedrals Group shall appoint auditors at each annual meeting to hold office until the conclusion of the next annual meeting. The auditors shall report on the accounts laid before the annual meeting.
- 15.4 The Executive Committee, or the Cathedrals Group in general meeting, may fill any casual vacancy in the office of auditor.
- 15.5 The rate of remuneration of the auditors shall be fixed by the Executive Committee.
- 15.6 The auditors shall be entitled to attend the general meeting before which the accounts are laid and shall receive all notices relating to such a meeting.

16. DISSOLUTION

The Cathedrals Group may at any time be dissolved by a resolution passed by a two-thirds majority of those present and entitled to vote at a meeting of the Cathedrals Group of which at least twenty-one clear days' notice shall have been sent to all members of the Cathedrals Group. Such resolution may give instructions for the disposal of any assets held by or in the name of the Cathedrals Group PROVIDED THAT if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of the Cathedrals Group but shall be given or transferred to such other charitable institution having objects similar to some or all of the objects of the Cathedrals Group as the Cathedrals Group may, with the approval of the Charity Commissioners or other authority having jurisdiction under the Charities Act 2006 to other relevant legislation, determine.

17. ALTERATIONS TO THE CONSTITUTION

The Constitution shall be reviewed every year at the Annual General Meeting. Alterations to the Constitution shall receive the assent of not less than two-thirds of the members of the Cathedrals Group present and entitled to vote. A resolution for the alteration of the Constitution shall be received by the General Secretary of the Cathedrals Group at least twenty-eight clear days before the meeting at which the resolution is to be brought

forward. At least twenty-one clear days' notice in writing of such a meeting shall be given by the General Secretary to the members and shall include notice of the alterations proposed PROVIDED THAT no alteration shall be made which would have the effect of causing the Cathedrals Group to cease to be a charity at law AND PROVIDED FURTHER THAT no alteration to clause 3 of this clause shall be made without the approval of the Court or the Charity Commissioners or other authority having jurisdiction under the Charities Act 2006, or other relevant legislation.

18. INTERPRETATION

The Interpretation Act 1987 applies for the interpretation of this Constitution as it applies for the interpretation of an Act of Parliament.

29 November 2012

COUNCIL OF CHURCH UNIVERSITIES AND COLLEGES

APPENDIX 1 TO THE CONSTITUTION

November 2012

UNIVERSITIES AND COLLEGES IN MEMBERSHIP

Bishop Grosseteste University College, Lincoln

Canterbury Christ Church University

University of Chester

University of Chichester

University of Cumbria

University of Gloucestershire

University College Plymouth St Mark & St John

Leeds Trinity University College

Liverpool Hope University

Newman University College

Roehampton University

St Mary's University College, Twickenham

University of Wales, Trinity St David

University of Winchester

York St John University

COUNCIL OF CHURCH UNIVERSITIES AND COLLEGES

APPENDIX 2 TO THE CONSTITUTION

November 2012

Associate Members

There are no Associate members of the Cathedrals Group.