



THE FRIENDS OF TRURO CATHEDRAL

Constitution

Revised 1 June 2025

The Constitution

1. **NAME.** The name of the Charity shall be *The Friends of Truro Cathedral*.
2. **DEFINITIONS.** In these rules:
 - a. the expression *The Friends* means the Association constituted by these rules;
 - b. the expression *the Trustees* means the Trustees for the time being of The Friends as hereinafter constituted;
 - c. the expression *the Secretary* means the Secretary for the time being of The Friends;
 - d. the expression *the Treasurer* means the Treasurer for the time being of The Friends;
 - e. the expression *the Membership Secretary* means the Membership Secretary for the time being of the Friends;
 - f. the expression *the Constitution* includes any amendment or alteration thereof for the time being in force;
 - g. the expression *the Chapter* means the Chapter of The Cathedral Church of The Blessed Virgin Mary in Truro;
 - h. the expression *the Members* means individuals or bodies admitted to membership under Clause 6;
 - i. any reference to writing includes emails as well as communications sent by post.
3. **AIMS.**

The aims of the Friends shall be to assist and support the Chapter in furthering the religious and charitable work of Truro Cathedral by:

- a. assisting and supporting the Chapter in arousing and maintaining public interest in the Cathedral;
- b. assisting and supporting the Chapter in maintaining, improving and adding to the fabric, fittings, furniture, ornaments, monuments, services and music of the Cathedral, and in maintaining, adding to, and improving the precinct thereof (excluding houses of residence), and in the publication of literature having reference to the Cathedral;
- c. such other means as the Trustees from time to time think fit.

4. PATRONS.

The Lord Bishop of the Diocese or any other appropriate person may be invited to be a Patron of The Friends.

5. PRESIDENT.

There shall be a President of The Friends who shall be nominated by the Council and elected at the Annual General Meeting.

6. MEMBERSHIP.

Membership shall be open to all in sympathy with the aims of The Friends and shall consist of:

- a. Honorary Life Members: appointed by the Trustees;
- b. Life Members: those making a single agreed minimum donation;
- c. Annual Members: those paying an agreed minimum donation annually;
- d. Corporate Members: any body of persons making application for membership, and, if granted by the Trustees, being entitled to nominate one representative who will receive all the rights and benefits of an individual member;
- e. The minimum donation for each class of member shall be fixed from time to time at an Annual General Meeting.

7. TERMINATION OF MEMBERSHIP.

Membership is terminated if:

- a. the member dies or, if it is an organisation, ceases to exist;
- b. the member resigns by written notice to the Charity unless after the resignation there would be less than two members;
- c. any sum due from the member to the Charity is not paid in full within twelve months of it falling due;
- d. the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (i) the member has been given at least 21 days notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

(ii) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the Trustees at the meeting or within 21 days thereafter.

8. ANNUAL AND GENERAL MEETINGS.

- a. An Annual General Meeting shall be held as close as practicable to 20 May and in any case not later than 31 July each year.
- b. An Extraordinary General Meeting shall be called if requested, in writing by a majority of the Trustees, or by no fewer than fifteen members of The Friends. Notice of such a meeting must be issued within ten days of the receipt of the request, and the meeting must be held within twenty eight days of the date of the notice.
- c. The Secretary shall give at least twenty one clear days notice in writing of General Meetings with the purpose thereof to all members.
- d. The Chair of any General Meeting shall be the President of the Friends, or in their absence the Chair of the Trustees, or in their absence the Vice Chair of the Trustees, or in their absence, the members present shall elect a Chair from amongst themselves.
- e. At a General Meeting each member shall have one vote, voting shall be by the show of hands only, unless a ballot is demanded by no fewer than fifteen members present. Elections shall always be by ballot.
- f. The Chair's direction as to how a ballot is to be taken, the declaration as to the result of any voting, and the decision on any question of procedure or point of order at a General Meeting shall be considered final. In the event of an equal vote the Chair shall have the casting vote.
- g. No vote may be cast by proxy.
- h. No business shall be transacted at any General Meeting of The Friends unless a quorum of members is present at the time when the meeting proceeds to business. Twenty five members present shall constitute a quorum. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved, in any other case it shall stand adjourned to a convenient date, fixed by a majority, but within twenty eight days. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

9. THE COUNCIL OFFICERS AND TRUSTEES.

- a. The Charity and its property shall be managed and administered by a committee comprising the Officers and a number of the members of the Charity elected in accordance with this Constitution. That Committee shall be described as the Council.
- b. Unless otherwise stated the Officers and members making up The Council from time to time shall also be The Trustees of the Charity from time to time. For the avoidance of doubt references to “The Council” and “The Trustees” in this Constitution are references to one and the same notwithstanding that some members of The Council may be expressed not to be Trustees.
- c. The Council who shall (subject to the provisions of 9f (1 and 2)) all be elected by the members at the Annual General Meeting to serve for three years. At expiry they may stand for election for a further two terms each of three years but shall not thereafter be eligible for re-election for a further term until after a period of one year has elapsed.
- d. The Council shall consist of:
 - (i) the Officers of the Charity;
 - (ii) The Dean of Truro by right of office ex officio and not a Trustee of the organisation;
 - (iii) four members nominated to serve at an Annual General Meeting, or when interim vacancies occur, at an Extraordinary General Meeting;
 - (iv) up to three members to be appointed by other members of the Council;
 - (v) up to two members of the Cathedral Chapter nominated by the Dean who participate in Council meetings ex officio and are not Trustees of the organisation. The Chair may at his or her absolute discretion require ex officio members to retire from the meeting in progress.
- e. The Charity shall have the following officers:
 - (i) a Chair elected by the members at an Annual General Meeting to serve for three years;
 - (ii) a Secretary elected by the members at an Annual General Meeting to serve for three years;
 - (iii) a Treasurer elected by the members at an Annual General Meeting to serve for three years;

(iv) a Vice Chair to be elected by The Council at their first meeting following the Annual General Meeting to serve for three years;

(v) a Membership Secretary to be elected by The Council at their first meeting following the Annual General Meeting to serve for three years.

ALL Officers at the expiry of their initial term may stand for election for a further two terms but shall not thereafter be eligible for re-election for a further term until after a period of one year has elapsed SAVE if during a third consecutive period as a Member of Council a person is elected the Chair or Vice Chair they may if necessary exceed the maximum period stated above by up to two years.

f. The Dean / Chapter Representation.

(i) the Dean of Truro is by right of office an ex officio non voting member of the Council not subject to triennial re-election;

(ii) the Dean of Truro may subject to approval and ratification by The Council invite up to two members of the Cathedral Chapter to join him/her as an ex officio non voting member(s) of the Council for a three year once renewable period each (this term not necessary coinciding with the election to Council);

(iii) at Council meetings the Dean and ex officio members who attend will be invited by the Chair to update Council on the deliberations of Chapter and the life of the Cathedral. They may ask Council to consider funding requests put forward by Chapter. They shall provide progress reports on Friends sponsored funding projects in hand.

(iv) the Dean and the ex officio members are not Trustees of the organisation.

g. Disqualification and Removal of Members of The Council (the Trustees).
A Trustee (Member of the Council) shall cease to hold office if he or she;

(i) is disqualified from acting as a Trustee by virtue of sections 178 to 180 of the Charity's Act 2011 (or any statutory or re-enactment or modification of that provision);

(ii) ceases to be a member of the Charity;

(iii) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);

(iv) is absent without the permission of the Trustees from all their meetings held within a period of 12 months and the Trustees resolve that his or her office be vacated.

Powers of Council.

The Trustees shall be empowered to manage the organisation, business, policies and finances of The Friends, and form such sub committees for those purposes as it thinks appropriate. The powers of the Trustees are:

- a. to co-opt if deemed necessary up to three members who shall serve for such period and on such terms as shall be determined by the Council,
- b. to appoint and employ as necessary staff on such terms and conditions including their remuneration, as they think fit. No member of the Council shall be entitled to any remuneration solely by virtue of being a member of the Council,
- c. to prepare a report of the work of the Council for the year ending 31 December for submission to the Annual General Meeting,
- d. to prepare the financial accounts of The Friends for the year ending 31 December. These shall be examined by an Independent Examiner, and presented for adoption at the Annual General Meeting.
- e. to ensure that The Friends comply with all relevant provisions of current Charity Legislation and conform with the annual accountability requirements of the Charity Commission.

Procedures of the Council.

Elections.

- a. Nominations to fill vacancies amongst elected members of the Council shall be in writing signed by any two Friends and shall be forwarded together with the Nominee's written consent to serve, so as to reach the Secretary not later than fourteen days before the date of the Annual General Meeting.
- b. In the event of the number of persons nominated exceeding the vacancies for any elected office, a ballot of those attending the Annual General Meeting shall take place.

Meetings.

The Council shall hold no fewer than two meetings in each year, and if not more than two meetings are held, then they shall be at half-yearly intervals as far as is possible.

Power to call Meetings.

- a. Meetings shall be convened by the Chair, or in his or her absence the Vice Chair.

b. If a requisition has been signed by no fewer than four Trustees and has been presented to the Chair or, in his or her absence, the Vice Chair, and if either refuses, or neglects to convene a meeting within 10 days, and a meeting held within 28 days, then those members may do so.

c. Meetings shall be held at such place as the Trustees may direct or, in the absence of such directive, as the convenors of the meetings shall choose.

Notice of Meetings.

Not less than seven days before a meeting, a notice thereof, signed by or on behalf of the Secretary, shall be sent to each member of Council. The notice should specify the date, time and place of the meeting and be accompanied by an Agenda. In the case of emergency the period of notice can be reduced to not less than three days. (See also Quorum and Agenda below.)

Agenda.

Members of Council must submit any notice of motion for inclusion on the Agenda to be received by the Secretary not less than fourteen days before the meeting. No other business shall be transacted than that on the Agenda, except as a matter of urgency, and then only with the agreement of three quarters of the members present (see also Notice above and Quorum below).

Quorum.

A quorum shall consist of not less than six members of whom two must be officers and Trustees of the Charity.

Order of Business.

The business of a Meeting of the Council shall be transacted in the order set forth in the Agenda unless the Council by resolution otherwise determines.

Majority to Decide.

Subject to the foregoing Rules, any motion proposed by a Member of the Council present at a Meeting shall be submitted to the Meeting, and shall be decided by a simple majority of votes of the Members present and voting thereon.

Voting.

Only Members of Council are permitted to speak and vote at Council Meetings. Others who are not Council Members may attend; and may speak if invited by a majority of Members present, but may not vote.

Casting Vote.

In the case of an equal division of votes, the Chair of the Meeting shall have a second or casting vote.

Election of Chair.

In the absence of the Chair and Vice Chair the Members present shall elect a Chair for that particular Meeting from among their number in his or her place.

10. THE SECRETARY.

The Secretary shall take minutes of all General Meetings of The Friends, and of The Council, and ensure that minutes are taken at the meetings of all other committees and sub-committees.

11. THE TREASURER.

The Treasurer shall:

- a. Prepare and keep all proper accounts and records to ensure that the Trustees comply with the requirements of the Charity Commission as contained in the Charities Act 2011.
- b. Arrange for such accounts and records to be audited and certified by a qualified independent examiner prior to being presented to Council and then presented to the Annual General Meeting for adoption.

12. PROPERTY.

- a. All monies and property of The Friends shall be applied only to furthering the aims of The Friends.
- b. The monies and property of The Friends not immediately required for the purposes of The Friends may be held or vested in such persons as the Trustees may from time to time determine, and the Trustees may appoint two or more individuals or body corporate, whether members or not to hold any such monies or property upon trust for The Friends. The Trustees shall not be liable personally for any bona fide action they take as Trustees.
- c. Appropriate Bank accounts should be maintained, and cheques on behalf of The Friends shall be signed by two persons, one of whom must be an officer of the Council, and one other person who shall be a member of the Council.

13. DISSOLUTION.

The Friends may be dissolved by resolution passed by two thirds majority of those present and voting at a General Meeting. Such resolution may give instruction for the disposal of the assets held by, for, or in the name of The Friends, provided that if any property remains after satisfaction of all debts and liabilities, such property shall not be paid to or

distributed amongst the members of The Friends, but shall be given as the Charity Commissioners may direct.

14. AMENDMENT OF THE CONSTITUTION.

No amendment shall be made to this Constitution except by and with the authority of a Resolution of The Friends passed at a duly convened General Meeting (of which meeting and proposed amendment, at least twenty one day's notice shall have been given to all members) by not less than two thirds majority of those present and voting at such Meetings. The approval of the Charity Commissioners shall be obtained to any amendment to Clause 3, 12 and 13 thereof but not otherwise, except that no amendment may be made which would have the effect of causing The Friends to cease to be a charity in law.

15. NOTICES.

If a member has given to the Secretary or Membership Secretary a postal address within the British Isles, or an email address, for the giving of notices (other than for an Emergency Meeting) each shall be entitled to receive notices of all meetings of The Friends. The notice may be given by The Friends to any member either by delivering it by hand to him, or to his address, or by sending it by post to his address, or by use of the email system. Where a notice is sent by post, it will be deemed to have been effective 48 hours after it had been properly addressed, stamped and posted.

16. INFORMALITIES.

No action or decision of the Council, or of any meeting of The Friends, shall be invalidated by reason only of informality or neglect in any service of notices, or in any matter or matters of procedure, unless in the opinion of the Council or the Meeting such informality or neglect has resulted in a situation which is unjust.

This revised Constitution was adopted at the Annual General Meeting of the Friends of Truro Cathedral on 1 June 2025.