

DIOCESE OF EXETER

This booklet contains information concerning the Standing Orders and Constitutions of

Exeter Diocesan Synod

(If you would like a large print copy of this document, please contact the Synod Office on 01392 294931)

PREFACE

1. The Standing Orders have been drafted in accordance with Rule 34 of the Church Representation Rules (Schedule 3 of the Synodical Government Measure 1969) and follow the general lines of the Model Standing Orders issued by the General Synod in August 1985.
2. While the Standing Orders are designed to be as comprehensive as possible, users should nevertheless refer, also, to the Synodical Government Measure 1969, the Church Representation Rules, the Diocesan Board of Finance Measure 1925 and the Dioceses, Pastoral and Mission Measure 2007 which contain certain statutory provisions relevant to membership, business and procedure of diocesan synods and committees. Every effort has been made to avoid overlap between the statutory provisions and the Standing Orders but to some extent repetition is necessary to comply with the Rules.
3. Account has been taken of amendments made to the Church Representation Rules by the various Church Representation Rules (Amendment) Resolutions. The Standing Orders of Diocesan Synod per se take account of legislative changes up to 2009

Preamble

Since January 2004 the Bishop's Council and Standing Committee, the Board of Directors of the Diocesan Board of Finance and the Diocesan Mission and Pastoral Committee, while remaining separate legal entities, have had the same membership and have met in the same place and at the same time under the name of the Bishop's Diocesan Council. The Standing Orders of the Diocesan Synod can formally govern its own operations and those of its subordinate bodies (e.g. the Bishop's Council and Standing Committee). The notes below therefore offer guidance at points where there may be a lack of clarity in relation to procedures in meetings of these bodies.

- Standing Order 6 refers to the chairmanship of the Diocesan Synod. It should be noted that when the Diocesan Board of Finance is in session it will be the Chairman of the Diocesan Board of Finance who will take the chair in accordance with the Articles of Association of the Exeter Diocesan Board of Finance. It is intended that the agenda will clearly indicate which function the meeting is carrying out at any stage.

- Standing Order 72 defines the membership of the Bishop's Council (and hence the membership of the Diocesan Mission and Pastoral Committee and the Board of Directors of the Diocesan Board of Finance). When the Diocesan Pastoral Committee is in session the Chairman of the Diocesan Board of Finance will, for the purposes of paragraph 4 of Schedule 1 of the Pastoral Measure 1983, be the representative of the Diocesan Board of Finance.

- Standing Order 74 determines the chairmanship of the Bishop's Council. When the members of the Bishop's Council are acting in their capacity as Directors of the Diocesan Board of Finance, the Chairman of the Diocesan Board of Finance will chair the meeting. In the case of the Diocesan Mission and Pastoral Committee the Bishop of Exeter is normally the Chairman unless he chooses otherwise. If he chooses not to be the chairman of the Diocesan Mission and Pastoral Committee then the person whom he nominates as chairman in his place will take the chair.

There are currently four operational councils that report to the Bishop's Diocesan Council as follows:

- (a) Council for Worship & Ministry
- (b) Council for Mission & Unity
- (c) Council for Church & Society
- (d) Council for Work with Children & Young People

Model constitutions of these bodies are to be found on pages 64 – 66.

A range of Support Services, with staff based at the Old Deanery, undertake work (much of it statutory) and report to and/or are represented in the Bishop's Diocesan Council. These include the Assets Group (Diocesan Parsonages Committee, Diocesan Glebe Committee, oversight of Diocesan Investments), Budget Assessment Group), the Church Building Strategy Committee , the Communications Task Group, the Safeguarding Unit and the Diocesan Advisory Committee. Each of the constituent elements of the Bishop's Diocesan Council is also supported by an office or department responsible for progressing its work between formal meetings (the Pastoral Office, the Synod Office and the Accounts Department).

Note: Where reference is made in the text to, for example, Chairman/ Chairmen, etc it is intended that this applies equally to either gender.

Standing Orders of the Exeter Diocesan Synod

MEMBERSHIP OF THE SYNOD

1. Roll of members

The Secretary shall keep a roll of the members of the Synod constantly up to date.

2. Procedure for co-options

The Bishop's Council constituted under Standing Order 72 shall have the right to nominate persons for co-option by the House of Clergy or the House of Laity, but in other respects the procedure for co-opting members shall be determined by the respective houses.

3. Participation by non-members

i. Any visitor by invitation of the President may, with the permission of the Chairman, address the Synod but shall have no right to move any motion or to vote.

ii. All Secretaries of committees set up by Measure, Synod or Bishop's Council, any Diocesan Adviser and any other person designated by the President, after consultation with the Bishop's Council, shall, provided s/he is not already a member of the Diocesan Synod, be sent the Agenda, report and all papers of the Diocesan Synod and shall have the right to attend Synod. They shall, if called upon by the President, have the right to speak in Synod on any matter relevant to their committee or office but shall not be entitled to propose motions or amendments, or ask questions under Standing Order 69 or vote. Any person appointed under this Standing Order may, if requested by the President and provided no member of Synod objects, answer personally any question put under Standing Order 69.

TERM OF OFFICE

4. Co-opted and nominated members

Unless the House concerned or the President, as the case may be, fixes a shorter period of office, co-opted and nominated members shall retire on the last date for return of results in the Synod elections.

THE PRESIDENT AND VICE-PRESIDENTS

5. Election of Vice-Presidents

Before the first meeting of the Synod after the Synod elections and, where a casual vacancy occurs, as soon as reasonably practicable thereafter, each of the Houses of Clergy and Laity or, where appropriate, the one House concerned, shall elect one of its members to be a Vice-President of the Synod.

The election shall be by postal ballot, the Diocesan Secretary serving as the Presiding Officer. In the case of an equality of votes in either House the decision shall be taken by lot.

6. Chairman of meetings of the Synod

The President, unless on any occasion he nominates one of the Vice-Presidents or in their absence or the inability of both of them another member to take the chair, shall be Chairman at meetings of the Synod.

7. Separate meetings of the Houses

The President and each Vice-President shall be Chairman of the House of which s/he is a member but need not take the chair at a meeting if and to the extent that the Standing Orders of the House so provide.

8. Powers of Chairman

Subject to these Standing Orders and the directions of the President, the respective Chairman of each shall regulate the procedure of the Synod and its Houses.

OFFICERS

9. Secretary

The Diocesan Secretary shall be appointed Secretary or if s/he is unable to act, the President in consultation with the Bishop's Council shall appoint a Secretary either a clergyman or layman and either salaried or honorary. The Secretary shall:

- i. be responsible for the administrative arrangements for meetings of the Synod;
- ii. be in attendance at such meetings;
- iii. prepare the draft agenda papers and minutes of the Synod;
- iv. act as Secretary of the Bishop's Council;
- v. perform such other duties as the Synod shall assign to him/her;
- vi. hold office until the first meeting of a new Synod.

10. Assistant Secretary

The Bishop's Council may appoint an Assistant Secretary who shall deputise for the Secretary where necessary.

11. Registrar

The Registrar or in the event of his absence or incapacity the Deputy Registrar where appointed shall be the legal adviser to the Synod and when required shall attend the meetings of the Synod, its Houses and the Bishop's Council.

12. Terms of appointment

Subject to any statutory provision and to these Standing Orders, the Bishop's Council shall determine the terms and conditions of service on which officers are appointed

MEETINGS OF THE SYNOD

13. By whom convened

The Synod shall meet upon the summons of the President.

14. When and where held

The President shall summon not less than two meetings in each year at such times and places as he shall direct after consulting the Bishop's Council.

15. Meetings by request

If either the Bishop's Council by resolution so requests or if the President receives a requisition for that purpose signed by not less than thirty members the President shall summon a meeting of the Synod which shall be held within eight weeks following the resolution or request.

16. Notice of ordinary meetings

The date, time and place of ordinary meetings of the Synod, when fixed, shall be announced to members and those mentioned below as soon as possible in such manner as the President shall approve; provided that not less than six weeks before each meeting a notice thereof specifying any business proposed to be transacted thereat and inviting business, together with a copy of the report of the previous meeting if not already circulated, shall be posted or delivered to every member, all those designated in Standing Order 3(ii), all Rural Deans, Deanery Lay Chairmen, Deanery Treasurers and Deanery Secretaries of the Diocese.

17. Notice of special meeting

In case of a sudden emergency or other special circumstances a meeting may be convened at not less than 7 days' notice but the quorum for the transaction of any business at such a meeting shall be a majority of the members of each house and only business specified in the Notice may be transacted.

18 Form of notice

Every Notice under Standing Orders 16 and 17 shall be in writing and signed by the Secretary.

18A. Formal Record

Minutes of all meetings shall be taken to provide a permanent record of the topics discussed, questions and written answers, motions proposed, final motion if amended, and voting results, plus a list of those who spoke. These shall be submitted for approval and signature as an agenda item at the next meeting.

SEPARATE MEETINGS OF THE HOUSES

19. When and where held

i. Each House shall meet separately when:

ii. it is required so to do under these Standing Orders;

iii. it has so decided in accordance with its own Standing Orders;

iv. the Chairman of the House has so directed; or

v. the Synod has so directed

vi. and subject to any directions by the Synod or the House concerned, the Chairman of that meeting shall fix the date, time and place of any separate meeting.

AGENDA

20. Content

Subject to these Standing Orders and any resolution of the Synod, and without prejudice to the rights of individual members to a reasonable opportunity within the time available of bringing matters before that Synod the Bishop's Council shall settle the agenda for each of its meetings, specifying therein all business of which due notice has been received and which is in order, and shall determine the order in which the business so included shall be considered along with an outline timetable and a closing time.

21. Circulation

The Secretary shall send an Agenda to every member, all those designated in Standing Order 3(b), all Rural Deans, Deanery Lay Chairmen, Deanery Treasurers and Deanery Secretaries of the Diocese 21 days at least before a meeting or, in the case of a special meeting called at less than 21 days' notice, at the same time as the Notice.

22. Business permitted to be considered

Save for urgent or other specially important business added thereto by direction of the President, and such matters as may arise therefrom, no business shall be considered at a meeting other than that specified in the Agenda (or any notice paper relating thereto) or arising from business so specified.

23. Order of business

i. In considering the order of business, the Bishop's Council shall give special consideration to items:
ii. brought before the Synod at the request or direction of the President;
iii. referred to the Diocesan Synod by the General Synod or by a Deanery Synod in the diocese;
and may also allot special times at which such items shall, unless previously disposed of, be taken and set time-limits for debates on any motions, where it considers this to be necessary.

24. Varying the order of business

The order of business may be varied by resolution of the Synod or, unless any member objects, by the Chairman.

NOTICE OF BUSINESS

25. Form of notice

Subject to Standing Order 17, notice of any business for a meeting of the Synod shall be in writing, signed and delivered to the Secretary by hand or by post not later than the period before the meeting which is specified in Standing Order 26.

26. Length of notice

The following periods of notice shall be required:

New business for the agenda 35 days

Motions and amendments arising from the agenda 7 days

Questions under Standing Order 69 7 days

27. When not required

Notice of the following business shall not be required:

- i. a motion or amendment moved by permission of the Chairman; provided that the full text of such motion or amendment, except by permission of the Chairman, shall be handed to the Secretary before it is moved;
- ii. business adjourned under Standing Order 54 or 55 to a specified time or meeting;
- iii. a procedural motion specified in Standing Order 50 (subject as provided in that Standing Order);
- iv. a supplementary question by a member who has asked a question under Standing Order 69.

GENERAL RULES OF DEBATE

28. Quorum

One third of the members of each House shall form a quorum of the Synod which shall be necessary for the consideration of all business except the adjournment of the Synod under Standing Order 54 or of a debate under Standing Order 55.

29. If quorum is not present

If a quorum is not present, the Chairman shall adjourn the Synod until such time as he shall determine. Any member may call the attention of the Chairman to the absence of a quorum at any time before the question is put on a motion or amendment. A quorum shall thereafter be deemed to be present and it shall not be in order to query again the presence of a quorum until after the Chairman has conclusively announced the result of the vote on that question.

30. Order of speeches

The Chairman shall determine the order of speakers. S/he shall only call upon a member who is standing in his/her place, thus indicating a desire to speak, and shall require them to identify themselves clearly by name and deanery.

31. Breach of order

The Chairman shall call a member to order for failing to address the chair, irrelevance, tedious repetition of arguments previously put forward by the same or any other member, unbecoming language, reading a speech without permission of the Chairman, disregard of the authority of the Chairman, or any other breach of order, and may order the member to end any speech which s/he is making.

32. Points of order

A member may submit a point of order under these Standing Orders at any time and for this purpose may interrupt another speaker. A member rising to a point of order shall state what they have to say in the form of a succinct question indicating the relevant Standing Order.

33. Personal explanations

A member may ask permission to interrupt a debate to make a personal explanation but only so as to correct an important misunderstanding of fact during that debate with regard to what s/he has said, or to explain some matter of strictly personal concern, and for this purpose, may interrupt another speaker. Such permission shall be given only if any person interrupted consents and if in the opinion of the Chairman the debate is likely to benefit from such an explanation.

34. Interruptions otherwise not permitted

Save as provided in Standing Orders 32 and 33 the interruption of a speech (by question, point of information or otherwise) shall not be permitted, but where it occurs in breach of this Standing Order it shall be reckoned as a speech on the question before the Synod and shall preclude the interrupter from speaking further on that question. The ruling of the Chairman on a point of order or the admissibility of a personal explanation shall not be open to question.

35. Speaking to a motion

A member shall not speak unless upon a motion or amendment as provided in Standing Orders 32, 33 and 69.

36. Speaking more than once

A member shall not speak more than once upon the same motion, amendment or question, except:

- i. as provided in Standing Orders 32 and 33;
- ii. by permission of the Chairman and with the consent of the Synod;
- iii. the mover of a motion (but not an amendment) may reply; such reply shall not introduce any new matter and shall close the debate;
- iv. the mover of an amendment to a Standing Order may speak twice;
- v. by prior consent of the Bishop's Council.

37. Length of Speeches

Save as provided in these Standing Orders, no speech shall exceed ten minutes or, in the case of a member introducing a report, fifteen minutes, but the Chairman may at any time lengthen or shorten either of these periods; provided that he shall inform the Synod of his ruling, which shall not be open to debate or question.

38. Moving motions or amendments

- i. Every matter debated in the Synod shall have been moved by a member;
- ii. A motion or amendment which, when called by the Chairman, is not moved by the member who has given notice thereof may be moved by some other member in their stead.

39. Withdrawal

A motion or amendment, once moved, may be withdrawn by the mover or at his/her request unless more than five members object.

40. Reconsideration and rescission

No motion or amendment to the same effect as, or dependent on, one which has been rejected within the preceding twelve months and no motion to rescind a resolution passed within the same period shall be proposed without leave of the Bishop's Council.

41. Division

The Chairman may, with the consent of the mover, divide any motion or amendment in such manner as to enable the Synod to express its judgement separately upon each part of the motion or amendment so divided.

42. Special powers of Chairman

Unless the Synod otherwise provides, the Chairman shall:

- i. adjourn the Synod at the hours fixed in accordance with these Standing Orders;
- ii. adjourn the debate on any question at the hour fixed for the commencement of other business in accordance with S.O 23;
- iii. close the debate on any motion at the hour appointed in accordance with Standing Order 23, whether or not there are other members who still desire to speak, and thereupon the provisions of Standing Order 56 (ii) shall apply.

AMENDMENTS

43. When permitted

Except as provided in Standing Order 44 any member may move an amendment to a motion which has been duly moved and such amendment shall be disposed of before that motion is put or any further amendment is moved.

44. When not permitted

Amendments to the following shall not be permitted:

- i. a procedural motion under Standing Order 50;
- ii. a motion to receive the report of a committee under Standing Order 89.
- iii. a motion under Standing Order 96(i) in reply to any question referred by the General Synod.

45. Amendments to amendments

No amendment may be moved to an amendment, except by permission of the Chairman.

46. Delivery in writing

Before an amendment is moved, a copy thereof in writing shall be delivered to the Secretary, unless the Chairman dispenses with this requirement

47. Form of amendments

An amendment may be made:

- i. by leaving out words; or
- ii. by leaving out words in order to insert other words; or
- iii. by inserting or adding words.

48. Content

An amendment shall be relevant to and shall not have the effect of negating the main motion or amendment.

49. Order of consideration

Amendments shall be moved and put to the vote in the order in which they first affect the main motion or amendment to which they relate, and if more than one amendment has been received affecting the same place in that motion or amendment, they shall be moved and put to the vote in the order determined by the Chairman. By his permission, during the debate on an amendment, other amendments may be discussed but not moved.

PROCEDURAL MOTIONS

50. Content

Subject to these Standing Orders, the following procedural motions may, with the consent of the Chairman, be moved with or without notice but not so as to interrupt the speech of any member:

- i. "That the Synod do pass to the next business" ("next business");
- ii. "That the Synod do now adjourn" ("adjournment of the Synod");
- iii. "That the debate be now adjourned" ("adjournment of debate");
- iv. "That the debate be now closed" ("closure");
- v. "That all further speeches on this question be limited to ... minutes" ("speech limit");
- vi. A motion to vary the order of business;
- vii. A motion to suspend a Standing Order.

51. (omitted)

52. When not permitted

A motion shall not be moved:

- i. for next business, the closure, or a speech limit on any question referred by the General Synod to the Diocesan Synod;
- ii. for next business on an amendment or another procedural motion.

53. Next business

The following rules of debate shall apply:

- i. The motion may be moved either in the form "that the Synod do forthwith pass to the next business" or in the form "That the Synod do pass to the next business before the motion (amendment or question [as applicable]) is put".
- ii. A motion for next business shall take precedence over all amendments of which notice has been given.
- iii. If such a motion is carried, the original motion shall lapse either forthwith or before the question is put, as the case may be, and not be reconsidered during the same meeting of the Synod.
- iv. If negated, such motion shall not be moved again on the original motion unless that motion be substantially amended
- v. During discussion on a motion "that the Synod so pass to the next business before the motion (amendment or question [as applicable]) is put" it shall be in order to debate the merits of the original question.

54. Adjournment of the Synod

The following rules of debate shall apply:

- i. The motion to adjourn may but need not specify a time for the next sitting of the Synod or the resumption of the business interrupted.
- ii. The mover shall be allowed to speak for not more than three minutes; the mover of the original motion, amendment or question, if any, or if not, some other member may speak for not more than three minutes in reply; the motion, amendment or question shall then be put without further debate.
- iii. If the motion to adjourn is carried and the Diocesan Synod has not by the same resolution appointed a time for its next sitting, such sitting shall be held at the time appointed in accordance with Standing Order 14.
- iv. Subject to any resolution of the Synod, the business interrupted shall be resumed at the next meeting.
- v. If negated, the adjournment of the Synod shall not be moved again, except by permission of the Chairman, until a further hour has elapsed.

55. Adjournment of debate

Standing Order 54 shall, unless the context otherwise requires, apply also to this motion except that:

- i. If such motion is carried and the Synod has not by the same or a later resolution appointed a time for resuming the interrupted debate, it shall be resumed only by direction of the Bishop's Council.
- ii. If the question adjourned is an amendment, the debate on the main motion shall also stand adjourned.

56. The closure

The following rules of debate shall apply:

- i. If such motion is permitted by the Chairman it shall be put forthwith without discussion.
- ii. If the closure is carried, the member, if any, who has a right of reply on a motion superseded by the closure shall be given an opportunity to speak for not more than five minutes in reply, and the motion or amendment shall be put without further debate.

57. Speech limit

The following rules of debate shall apply:

- i. If this motion is permitted by the Chairman it shall be put forthwith without discussion.
- ii. Notwithstanding the time limits imposed by Standing Order 37, on this motion being carried, no speech shall exceed the number of minutes specified therein, but the Chairman may, for any special reason of which he shall be the sole judge, allow a longer or shorter time to any member; provided that when so doing the Chairman shall inform members of his ruling and in exercising his discretion shall have particular regard to any member who has a right of reply to the debate.

58. (Withdrawn)

59. Suspension of Standing Orders

After notice, or by permission of the Chairman without notice, a member may move that a Standing Order be suspended during a particular debate or meeting. Such motions shall not be deemed to have been carried unless at least three-quarters of those members present and voting are in favour.

VOTING

60. Assent of three Houses

Subject to the two next following Standing Orders, nothing shall be deemed to have the assent of the Diocesan Synod unless the three Houses which constitute the Synod have assented thereto, but if in the case of a particular question (except a matter referred to the Diocesan Synod by the General Synod under the provisions of Article 8 of the Constitution of that Synod) the President (if present) so directs, that question shall be deemed to have the assent of the House of Bishops only if the majority of the members of that House who assent thereto includes the President.

61. Procedure for decisions

Questions relating only to the conduct of business shall be decided by the votes of all the members of the Diocesan Synod present and voting, and every other question shall be decided in like manner, the assent of the three Houses being presumed, unless the President (if present) requires, or any ten members require, that a separate vote of each House be taken.

62. Matters referred under Article 8

If the votes of the Houses of Clergy and Laity are in favour of any matter referred to the Diocesan Synod by the General Synod under the provisions of Article 8 of the Constitution of that Synod, that matter shall be deemed to have been approved for the purposes of the said Article.

63. Voting by Houses

A separate vote of each House shall be taken:

- i. on any question referred by the General Synod to the Diocesan Synod;
- ii. on any other question (except a question relating only to the conduct of business) where this is required under Standing Order 61

64. Majority required for decisions

Subject to any statutory requirements, decisions of the Synod when no separate vote is taken by each of the Houses shall require the votes of a majority of all the members of the Synod present and voting; and decisions of the Synod when a separate vote is taken by each of the Houses shall, subject as aforesaid and to Standing Order 60, require the votes of a majority of all the members of each House present and voting; provided that a motion to suspend a Standing Order shall require the votes of at least three-quarters of the members of the Synod present and voting.

64A. Equal voting in House of Bishops

Where there is an equal division of votes in the House of Bishops, the President shall have a second or casting vote.

64B. Opinion of the President

The President shall have a right to require that his opinion on any question shall be recorded in the minutes.

65. Voting rights of Chairman

The Chairman shall have the same voting rights as other members and shall have no second or casting vote.

66. Mode of voting

The Chairman on putting any question to the vote shall take a show of hands, the result of which as announced by him shall be conclusive, and may at his discretion order the hands to be counted and shall do so on a vote by Houses.

67. Requests for separate voting

Where the President requires, or any ten members require, a separate vote of each House or where the President gives a direction under Standing Order 60 (that his assent shall be necessary to carry a proposal in the House of Bishops), such requirement or direction shall be made or given before the question is put or immediately upon the announcement of the result of a show of hands, whether counted or not.

68. Procedure for count of hands

The counting of hands on a separate vote of each House shall be conducted in accordance with instructions to be issued from time to time by the Bishop's Council, and, subject thereto, the administrative arrangements for each count shall be made by the Secretary under the direction of the Chairman.

QUESTIONS

69. To whom addressed

Subject to due notice under Standing Orders 25 and 26 a question may be asked of:

- i. any officer of the Diocesan Synod referred to in these Standing Orders;
- ii. the Chairman of any body constituted by the Synod or on which it is represented.

A member may ask up to two original questions at any one meeting and any member may ask one supplementary question in respect of each such original question. A member may indicate that a written answer to a question is acceptable, in which case the written answer shall be displayed at the Synod, and shall be printed in the report of the Synod meeting issued to members.

70. Content

A question, if addressed to an officer, shall relate to the duties assigned to them and, if addressed to the chairman of any body, to the business of that body. Questions shall not ask for an expression of opinion or for the solution of either an abstract legal question or a hypothetical problem and shall be otherwise in order.

71. Persons authorised to reply

If the person of whom the question is asked is a member or officer of the Synod he shall reply personally and, if not, the reply may be given by one of its members nominated by the President; provided that:

- i. the President may instruct the Secretary to reply on his behalf;
- ii. a member who is absent may authorise another member to deputise for him.

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THE BISHOP'S COUNCIL AND STANDING COMMITTEE

72. Composition

The Bishop's Council and Standing Committee (in these Standing Orders referred to as "the Bishop's Council") shall consist of:

Ex-Officio:

The President

All other members of the House of Bishops

The Archdeacons

The Dean

The Chairman of the House of Clergy

The Chairman of the House of Laity

The Chairman of the Diocesan Board of Finance

The Chairman of the Diocesan Mission and Pastoral Committee if not the President

Elected Members

One member of the clergy from each Archdeaconry, elected from and by the members of the House of Clergy of the Diocesan Synod of that Archdeaconry

Two members of the laity from each Archdeaconry, elected from and by the members of the House of Laity of the Diocesan Synod of that Archdeaconry

Nominated Members

Not less than three and not more than five persons nominated by the President provided that:

1. one nomination shall be made after agreement with the Chair of the Diocesan Board of Finance; and
2. one nomination shall be the Chair of the Church Buildings Strategy Committee if he or she is not otherwise a member of the Bishops' Council and;
3. one nomination shall be the Chair of the Diocesan Board of Education if he or she is not otherwise a member of the Bishop's Council.

In making the nominations the President shall bear in mind the need to secure that number of members who are of the clergy and the number of members who are of the laity are as nearly as possible, the same.

73. Elections to Bishop's Council

The elected members shall be elected by the House of which each is a member, immediately after the election of a new Synod, and shall take office from 1st January thereafter. They shall retire on 31st December in the year of the next election of a new Synod or on ceasing to be qualified, save that any member who ceases to be qualified on or after 31st July in the year of the election of a new Synod shall, if the President concurs, remain in office until 31st December of that year. The procedure for their election shall be as provided in Standing Orders 81-85. An elected, appointed or nominated member who fails to attend three consecutive meetings shall forthwith cease to be a member, unless, after consultation with the two Vice Presidents of Synod, the President of Synod determines otherwise. With these exceptions elected appointed or nominated members shall comply at all times with the relevant membership requirements.

74. Officers

The officers of the Bishop's Council shall be as follows:

- i. The President of the Synod shall be chairman.
- ii. The Vice Presidents of the Synod shall be vice chairmen of the Bishop's Council. When the President is not able to act, or chooses not to act as chairman for a particular item on the agenda, the two Vice Chairmen shall agree between themselves who will take the chair or, if no agreement is reached, the chair will be taken alternately.
- iii. The Secretary of the Diocesan Synod (see Standing Order 9) shall be Secretary to the Bishop's Council with, if separately appointed, the Secretary of the Diocesan Board of Finance, the Board's Accountant, and Secretary of the Diocesan Mission and Pastoral Committee in attendance and acting as Assistant Secretaries of the Bishop's Council in relation to relevant items of the agenda.

74A. Consultation

The President shall consult with the Vice Presidents, the Chairman of the Diocesan Board of Finance, and (if separately appointed) the Chairman of the Diocesan Pastoral Committee in the planning of the Agenda for each meeting of the Bishop's Council.

75. Functions

The functions of the Bishop's Council in relation to the Synod shall be:

- i. to plan the business of the Synod, to prepare the Agenda for its sessions and to circulate to members information about matters for discussion;
- ii. to initiate proposals for action by the Synod and to advise it on matters of policy which are placed before it;
- iii. to advise the President on any matters which he may refer to the Bishop's Council;
- iv. subject to the directions of the Synod to transact the business of the Synod when it is not in session;
- v. to appoint members of Councils, Boards, Committees and Working Groups or nominate members for election to Councils, Boards, Committees and Working Groups, subject to the directions of the Synod;
- vi. to receive the reports of the Councils, Boards, Committees and Working Groups, set up under Standing Order 77, on action taken and, subject to any direction from the Synod, to give policy guide lines to any of them; and
- vii. to carry out such other functions as the Synod may from time to time delegate to it (other functions of the Bishop's Council are referred to in the Church Representation Rules).

OTHER COMMITTEES

76. Statutory Committees

The Synod shall establish such committees or other bodies as may be required by law (to be known as "Statutory Committees") with such membership, functions and procedure as may be provided in the relevant enactment. Subject thereto, these Standing Orders shall apply to such committees or other bodies.

77. Committees other than Statutory Committees

The Synod may at any time constitute such other Councils, Boards, Committees and Working Groups as in the opinion of the Synod are necessary or desirable and may delegate to any Council, Board, Committee or Working Group so constituted, with or without conditions, such functions of the Synod as it thinks fit.

78. Membership of committees

Subject to any directions of the Synod and to any statutory provision, the Bishop's Council shall determine the number of the members of a committee and whether they shall be appointed or elected. A committee may include persons who are not members of the Synod; provided that a majority of the members of the committee shall be members of the Synod. The President or a member nominated by him, being either a Suffragan Bishop or an Archdeacon, shall be a member of every committee.

79. Duration of membership

The Bishop's Council may, subject to these Standing Orders and any resolution of the Synod, at any time dissolve a Council, Board, Committee or Working Group or alter the number of its members or its composition, and shall determine the term of office of its members.

79A Qualification for membership of a Council, Board, Committee or Working Group

- i. A clerical member who, if the electoral college is based on an archdeaconry, moves to another Archdeaconry within the Diocese from the Archdeaconry that elected him or her shall remain a member of a Council, Board, Committee or Working Group only until such time as an election or further appointment replaces him or her.
- ii. An elected or appointed lay member who ceases to be on an electoral roll within the Diocese, or, if the electoral college is based on an archdeaconry, within the Archdeaconry that elected him/her, shall remain a member of the Council, Board, Committee or Working Group only until such time as an election or further appointment replaces him/her.
- iii. An elected or appointed member who fails to attend three consecutive meetings shall forthwith cease to be a member unless, after consultation with the Diocesan Bishop and the Vice Presidents, the Chairman of the relevant Council determines otherwise.

With these exceptions elected and appointed members shall comply at all times with the relevant membership requirements of the body on which they serve.

80. Sub-committees

Subject to the approval of the Bishop's Council any Council, Board, Committee or Working Group constituted by the Synod under these standing orders may appoint sub-committees for such purposes as it thinks fit, provided it is able to demonstrate to the Bishop's Council that there is a need for such a sub-committee and that financial and administrative support can be provided for the sub-committee.

81. Electors

Any elected members of a committee may be elected by the whole Synod without discrimination as to Houses or by the three Houses voting separately. In the absence of any direction by either the Synod or the Bishop's Council they shall be elected by the whole Synod.

82. Nominations for election to committees

- i. Every nomination shall require a proposer and seconder who shall be qualified electors but the Bishop's Council may (except in an election to itself) collectively nominate candidates. Nominations, which shall be in writing and accompanied by signed evidence of the candidate's willingness to serve, shall be delivered to the Secretary within such period (not being less than 14 days) as he shall specify. If the number of nominations is no more than that of the seats to be filled, all the candidates shall be

declared elected

ii. Candidates shall be encouraged to provide a 100 word (maximum) statement to support their nomination and accompany voting papers where applicable.

83. Voting in elections

i. The names of the candidates shall in any other event be circulated to every qualified elector on the voting paper which when marked and signed shall be returnable to the Secretary within such period (not being less than 14 days) as he shall specify.

ii. Each elector shall have as many votes as there are seats to be filled, but shall not give more than one vote to any one candidate. In the event of an equality of votes the election shall be decided by lot.

84. Casual vacancies

A casual vacancy in the office of any member other than an ex-officio or co-opted member shall be filled within six months of the occurrence of the vacancy; provided that a vacancy which occurs within six months before the next triennial elections to the Synod need not be filled. (Attention is drawn to Church Representation Rule 37).

85. Directions by Bishop's Council

The conduct of elections to committees shall, subject to these Standing Orders, be in accordance with any directions by the Bishop's Council.

PROCEDURE OF COMMITTEES

86. Chairmen

If the President is a member of a committee he shall be Chairman thereof if he so elects or, if he does not elect to be Chairman, the committee shall, subject to any direction by the Synod or the Bishop's Council, at its first meeting elect a Chairman from among its own members. In the absence of the Chairman, a Chairman for that meeting may be similarly elected.

87. Quorum

Not less than one third of the total members of a committee shall form a quorum but a committee may act notwithstanding a vacancy in its membership.

88. Voting

Questions submitted to a meeting of a committee shall be decided by a majority of those present and voting, save that the Chairman shall not vote and in the case of an equality of votes the Chairman shall have a casting vote.

89. Reports

Every committee shall report at such times and in accordance with such procedure as may be determined by the Bishop's Council; provided that each report shall be presented to the Synod by a member of the committee which is responsible for the report, on the motion "That this report be received". No amendment to such motion shall be permitted but if carried it shall not be deemed to commit the Synod to the acceptance of any matter in the report.

90. General

Subject to these Standing Orders and to any directions by the Synod or the Bishop's Council a committee shall have power to determine its own procedure.

REPRESENTATION ON OTHER BODIES

91. Procedure for appointing or electing to other bodies

The procedure for appointing or electing representatives to serve on any committees or other bodies which are not statutory committees or responsible to the Synod but on which it is required or permitted to be represented shall be determined in each case by the Bishop's Council.

DOCTRINAL MATTERS AND FORMS OF SERVICE

92. Requirement of early circulation

If notice is given of a motion, whether or not under Standing Order 96, which raises any questions touching doctrinal formulae or the services or ceremonies of the Church of England the Bishop's Council shall include it on the agenda of the earliest convenient meeting of the Synod; provided that, save by permission of the Chairman and the consent of the Synod, copies of such motion, together with a report thereon by the Bishop's Council, shall be sent to members at least three months before it is finally voted on by the Synod.

REFERENCES BY THE GENERAL SYNOD

93. When considered

When a reference is received from the General Synod, whether under Article 8 of the Constitution of that Synod or otherwise, the Bishop's Council shall include it on the Agenda of such meeting of the Diocesan Synod as the Council may consider appropriate.

94. Prior notice and documents required

Unless the Bishop's Council decide to the contrary for any reason:

- i. members of the Diocesan Synod shall receive at least 3 months' notice of the reference;
- ii. a report or other document prepared by or on behalf of either the General Synod or the Bishop's Council of the Diocesan Synod shall be circulated.

95. Consultations within the Diocese

The Diocesan Synod, before voting on a reference, may refer any question arising from it to the Deanery Synods or Parochial Church Council or Parochial Church Meetings in the Diocese for the expression of their views.

96. Procedure of debate

- i. When the reference by the General Synod is in the form of a question requiring the answer Yes or No,

the question shall be put to the Diocesan Synod as a formal motion in the affirmative sense. No amendment shall be in order and a separate vote of each House shall be taken under Standing Order 63. If the motion is defeated, the question shall be decided in the negative.

ii. When the reference invites a fuller statement of opinion, a motion containing a draft of such statement shall be moved on behalf of the Bishop's Council and amendments to such a motion shall be in order.

iii. When all motions under the foregoing paragraphs (i) and (ii) have been decided other motions arising therefrom may, if otherwise in order, be moved by any member.

97. Report on result

i. For the purpose of this Standing Order the consent of the Synod on such matters shall not be deemed to have been given unless in the opinion of the Chairman a large majority of those present and voting has agreed.

ii. The decisions on such motions and on any related motions not specifically included in the reference, together with any opinion recorded by the President and the number of votes cast in each House, shall be reported by the Secretary of the Diocesan Synod to the Secretary of the General Synod.

REFERENCES BY THE DIOCESAN SYNOD TO DEANERY SYNODS AND PARISHES

98. Matters referable

The Diocesan Synod may on the motion of any member invite all or any Deanery Synods or Parochial Church Councils or Parochial Church Meetings in the Diocese:

i. to express an opinion on or to record approval or disapproval of any matter; or

ii. to supply information within their knowledge; or

iii. to exercise any other functions within their competence; and to report to the Diocesan Synod by a specified date.

99. Report on proposal to refer matters

The Bishop's Council shall report to the Diocesan Synod on any proposal under the last preceding Standing Order and, if necessary, consideration of such proposal shall be postponed or adjourned until the Bishop's Council has so reported.

100. Circulation of reference

The Secretary of the Diocesan Synod shall send a copy of any resolution under Standing Order 98 to the Secretary of each body concerned, together with such instructions and other information as the Diocesan Synod or the Bishop's Council may direct.

101. Form and date of reply

Subject to any direction by the Diocesan Synod, where reference under Standing Order 98 invites approval or disapproval of any proposal, those bodies to whom such reference is sent shall be requested to frame their replies in the common form prescribed by the Bishop's Council and shall be informed of the date for reply which shall be not less than three months later than the date of the resolution by the Diocesan Synod.

102. Report on the replies received

At the earliest convenient meeting of the Diocesan Synod after the period for replies has expired, the Bishop's Council shall report, orally or in writing as it thinks fit, on the outcome of the reference.

MATTERS RAISED BY DEANERY SYNODS AND
PAROCHIAL CHURCH COUNCILS AND MEETINGS

103. By Deanery Synods

A Deanery Synod may, on a motion moved by a member of the Diocesan Synod who represents that Deanery, bring before the Diocesan Synod any question of general Church interest or affecting the Deanery or any Parish within the Deanery.

104. By Parochial Church Councils and Meetings

A Parochial Church Council or Parochial Church Meeting may, on a motion moved on its behalf in the Deanery Synod by a member of that Synod who represents the particular council or meeting, request the Deanery Synod to take appropriate action under the last preceding Standing Order.

105. Notice to Diocesan Synod

Notice of a motion to be moved in the Diocesan Synod under Standing Order 103 shall be given by the Secretary or a member of the Deanery Synod duly authorised for the purpose to the Secretary of the Diocesan Synod.

FINANCIAL BUSINESS

106. Duties of Bishop's Council

The Bishop's Council shall be responsible for advising the President and the Synod on the determination of priorities in the allocation of any funds at the disposal of the Synod.

107. Duties of the Diocesan Board of Finance

The Diocesan Board of Finance of the Diocese (in these Standing Orders referred to as 'the Board') as constituted under the Diocesan Boards of Finance Measure 1925 shall be the financial executive of the Synod and responsible for the custody and management of the Synod's funds and the employment of all persons in receipt of salaries paid directly from those funds.

108. Preparation of annual accounts and draft budget

Not later than the 31st August, the Board shall in each year submit to the Bishop's Council a Report and Accounts for the preceding financial year ended on 31st December and a draft budget, taking into account priorities laid out by Synod, for the following year. The Bishop's Council may make to the Board and the Synod such recommendations thereon as it thinks fit.

109. Presentation of annual accounts and budget

The Board shall present to the Synod the accounts of the preceding year and its budget for the following

year as approved by the Board. The budget shall provide for the expenditure required by every Council, Board, Committee or Working Group and any other body responsible to the Synod, subject to one or other, or both, of the following:

- i. any alterations made by the Board on grounds of priority and parameters determined by the Bishop's Council and the Synod;
- ii. financial expediency after consultation with the Bishop's Council under Standing Order 108.

110. Special votes of expenditure

If the Board during any financial year either

- i. anticipates that expenditure sanctioned by the budget for that year will be inadequate because costs of authorised policies have risen or because new policies have been authorised since the budget or
- ii. is so instructed by the Synod,
- iii. the Board shall submit at any meeting of the Synod before the end of that year a supplementary budget together with recommendations as to how the additional expenditure can be met. Any resolution must be in the form prescribed in Standing Order 113.

111. Expenditure in excess of funds voted for

In presenting the Accounts for the preceding year the Board shall report any expenditure in excess of the funds voted for that year and give the explanation provided by those responsible, together with the Board's comments and recommendations as to how the excess expenditure shall be met. Any resolution must be in the form prescribed in Standing Order 113.

112. Notice of proposals involving expenditure

Except with the consent of the Bishop's Council, no motion involving expenditure shall be put to the vote unless thirty-five days' notice of motion has been given to the Bishop's Council and the Board, so as to give opportunity for their views on the proposal to be formulated and expressed during the debate.

113. Form of Money Resolutions

The Board shall not expend or engage to expend any of the Synod's funds for which it is responsible without the authority of a resolution in the following form (to be known as a "Money Resolution"): "That the Synod authorise (or direct) the Diocesan Board of Finance to expend a sum not exceeding (a named sum)"; provided that no amendment which would make a motion take the form of a Money Resolution shall be in order.

114. Persons authorised to move Money Resolutions

No motion framed as a Money Resolution shall be moved otherwise than by a member authorised by the Board.

115. Inadmissible amendments to Money Resolutions

Save by consent of the Board, an amendment (other than an amendment moved by a member on behalf of the Bishop's Council) shall be out of order if its effect would be to increase the expenditure which a motion framed as a Money Resolution seeks to authorise.

116. Reference back of Money Resolutions

A Money Resolution may be so amended as to provide that the motion be referred back to the Board for further consideration.

GENERAL PROVISIONS

117. Admission of Press and Public

Subject to any directions by the Synod or the Bishop's Council, any member of the Synod may move that the representatives of the Press and members of the public shall withdraw during the whole or part of the business before the Synod. If the motion is carried the Chairman shall request the representatives of the Press and public to withdraw.

118. Periods of notice

Any period of notice required by these Standing Orders shall be deemed to consist of clear days or weeks, not including the date of despatch and the date of the event before which the notice must be delivered.

119. Procedural defects

A meeting of the Synod of which the report has been received or any of its committees of which the minutes have been approved and signed shall be deemed to have been duly summoned and held notwithstanding any defect in the procedure for summoning or conducting such meeting and no proceedings thereat shall be invalidated by the accidental omission to give the required notice of the meeting to any member.

120. Amendment of Standing Orders

A motion for the amendment of these Standing Orders shall not be moved before the Bishop's Council has considered it. The Bishop's Council shall report to the Synod, orally or in writing as it thinks fit, on the implication of each proposed amendment.

STANDING ORDERS OF THE HOUSE OF CLERGY AND OF THE HOUSE OF LAITY WHEN MEETING SEPARATELY

1. Subject to these Standing Orders and so far as circumstances permit the Standing Orders of the Diocesan Synod shall apply mutatis mutandis to the House of Clergy and to the House of Laity.

2. Co-options

(CRRs 24(2)(iii) and 24(3)(iii); DSSOs 2 and 4 refer)

A motion for the co-option as a member of the House of a person duly qualified in accordance with the Church Representation Rules and nominated by the Bishop's Council or otherwise nominated and seconded may be moved subject to the following conditions -

- i. the motion shall have been included in the Agenda for the meeting at which it is considered;
- ii. not more than one person shall be named in any such motion;
- iii. the majority required to pass such a motion shall be a majority of the members of the House present

and voting;

iv. not more than five members in all may serve at any time as co-opted members of the House.

3. Election of Vice-President (DSSO 5 refers)

The election of the Vice-President shall be by postal ballot, the Diocesan Secretary serving as the Presiding Officer.

4. Nominations

i. not less than 35 days notice of the election date shall be given and the notice shall inform the members that nominations of members for election as Vice-President should be submitted in writing to the Presiding Officer not later than 21 days before the date of election.

ii. In both Houses, nominations must be proposed and seconded by members of the House and accompanied in each case by evidence of the candidate's willingness to serve if elected. Nominations may, if desired, be accompanied by a statement in writing of not more than 100 words as to the candidate's experience.

5. If appropriate the notice of election shall draw attention also to the need for the House, when it meets, to appoint a Secretary.

6. Not later than 14 days before the election date of a Vice-President the Presiding Officer shall issue a voting paper to each member of the respective House: the paper shall be accompanied by a copy of any written statement received from any candidate. Voting papers duly marked and signed shall be returnable to the Presiding Officer by the date specified thereon.

7. In the case of both Houses, if only one candidate has been nominated the Presiding Officer shall declare that person elected.

8. If more than one candidate has been nominated the election shall be conducted by postal ballot and shall be determined by simple majority. In the event of an equality of votes the successful candidate shall be determined by lot.

9. (Withdrawn)

10. Chairman (DSSOs 6 - 8 refer)

The Vice-President shall be Chairman at meetings of the House. In the absence or incapacity of the Vice-President the members present shall choose one of their members to act as chairman for that meeting.

11. Secretary

The House shall elect one of its members to act as its Secretary.

12. Meetings (DSSO 19 refers)

Subject to any directions of the Synod or the House, the Chairman may convene a separate meeting of the House at any time in accordance with the next following order, and shall do so upon receiving a request in writing signed by not less than 20 members of the House.

13. The Secretary shall give to every member not less than 21 days' notice in writing of any separate meeting of the House and of the agenda for that meeting, save that in circumstances of special urgency, notice may be given orally by the Chairman or Secretary, either in full Synod, or at a separate meeting of the House, of a special meeting to be held on the same day or within 14 days.

14. Standing Committee (DSSOs 72 - 75 refer)

The Standing Committee of the House shall consist of those members of the House who are members of the Bishop's Council and the Secretary of the House.

15. Minutes

The minutes of every meeting of the House shall be sent to the Secretary of the Diocesan Synod.

GUIDELINES TO ACCOMPANY THE STANDING ORDERS OF THE EXETER DIOCESAN SYNOD
(approved by the Bishop's Council and Standing Committee)

1. Speaking in the Synod (Standing Order 30)

It is helpful if members who particularly wish to speak in a debate give their names in writing to the Chairman (through the Secretary) beforehand indicating whether they will speak for or against the motion under consideration.

It should be understood however that even when the member's name has been given to the Chairman in that way, the member is not assured of an opportunity to speak and must still (under Standing Order 30) stand in his/her place when s/he desires to speak. In normal circumstances, the Chairman will call only upon a member who is so standing and will endeavour to ensure that equal opportunity is given to those supporting and those opposing the motion and to those from different parts of the Diocese. A member who had hoped to speak may well decide after hearing other speeches that there is no need to speak, e.g. because the point s/he wished to make or raise has already been sufficiently aired. In that case the member has no need to stand in his/her place or to take any other action, even if s/he has previously given his name to the Chairman.

A member who speaks should begin by announcing clearly his name and Deanery (or other qualification for membership of the Synod). Strictly, the reading of a speech is only permissible with the permission of the Chairman (see Standing Order 31). The Chairman is unlikely however to object to this provided that points are made succinctly and an effort is made to avoid tedious repetition of arguments which the Synod has already heard.

2. Raising Points of Order (Standing Order 32)

A member who wishes to raise a Point of Order may interrupt another speaker to do so. The member interrupting should however indicate at once the number of the Order which s/he believes may have been breached and draw the attention of the Chairman to the alleged breach by way of a question, e.g. "A point of order, Mr. Chairman. Is the speaker not in breach of Standing Order 37, his speech having exceeded ten minutes?"

3. Procedural Motions

Points of Order should be clearly distinguished from Procedural Motions (Standing Order 50).

A member wishing to move a Procedural Motion may not interrupt a speaker. S/he should stand in her/his place immediately once the speaker has sat down and, without waiting to be called, ask the Chairman for consent to move the Procedural Motion s/he desires, e.g. "My Lord President/ Madam Chairman, will you allow a motion that the debate now be closed?"

4. The effects of the seven types of procedural motions are set out in Standing Orders 53 to 57 and should be studied carefully before a Procedural Motion is submitted by a member or allowed by the Chairman. The Standing Orders do not allow a "reference back" as a Procedural Motion, but an amendment under Standing Order 43 may refer a matter to a designated person or body for clarification or further work. Under Standing Order 116 a Money Resolution may be referred back to the Diocesan Board of Finance for further consideration.

5. It should be noted that, under Standing Order 52,

- i. motion for next business, the closure, or a speech limit may not be moved on any question referred by the General Synod to the Diocesan Synod and
- ii. a motion for next business may not be moved when an amendment or another Procedural Motion is under consideration.

6. Form of debate

Under Standing Order 38(i) every matter debated in the Synod has to be moved by a member. The mover of the motion has (under Standing Order 36(iii)) a right to reply at the conclusion of the debate. No other speaker may speak more than once, except as may be permitted under Standing Order 36. This reflects the normal procedure for debate in the Synod under which it rests with any who are not satisfied with a particular motion to introduce amendments or to speak and vote against the motion: there is no obligation on the part of the Bishop's Council or anyone else to take steps to see that arguments against the motion are presented to the Synod. This procedure is a reminder that the Synod is a body charged with functions which require it "to make provision for" certain matters and "to advise the Bishop" or "to express their opinion on" others. Members ought therefore to strive to reach a common mind and, as appropriate, to make clear decisions or to give positive advice.

7. Nevertheless, Standing Orders 36, 37, 38, 50 and 57 are not so restrictive as to prevent the adoption for particular occasions of the procedure generally known as the "structured debate", in which both the proposer and a designated "opposer" of a motion enjoy equal rights of presentation and reply. The Bishop's Council believe that this procedure should be reserved strictly for use, at their discretion, in connection with a limited range of matters on which they judge it to be essential for the Synod to have heard divergent views competently and fully expounded before they divide. In connection with any matter which the Council are persuaded warrants this exceptional procedure, they will arrange accordingly before the Synod meets and, under Standing Order 36(v), give their prior consent for the "opposer" to speak more than once, i.e. to have a "right of reply". They will also ask the Chairman to exercise his discretion under Standing Orders 37 and 57 in such a way as to allow the proposer and the "opposer" the same length of time for reply.

8. Counting of Hands (Standing Order 68)

The Bishop's Council has issued the following instructions for the counting of votes. At the end of debate, the Chairman of the House of Laity and the Chairman of the House of Clergy will be asked to appoint tellers (one each for a vote by the full Synod and two each for a vote by Houses). In the case of a vote by Houses the tellers appointed by the Chairman of the House of Laity will count the votes cast by the House of Clergy and vice versa. If the President calls for a show of hands members are asked to raise one hand above head height. Failure to do this could mean that the vote is not counted. The Bishop's Council may vary these instructions from time to time if the circumstances require. Any variation will be announced in Synod at the time of the debate.

9. Casual vacancies (Standing Order 84)

Members should know that a casual vacancy will occur in the following circumstances:

a. Diocesan Synod:

- i. A lay member who ceases to be on the roll of any parish in the Deanery loses his/her seat. However if on the roll of another parish in the diocese, s/he can keep the seat if BEFORE THE VACANCY OCCURS the lay members of the Standing Committee of the electing Deanery Synod so resolve.
- ii. A clergyperson moving to another Diocese loses his seat. A clergyperson who retires loses her/his seat unless s/he continues to hold a prebendal stall in the Cathedral and remains within the Deanery that elected her/him. If a clergyperson moves to another Deanery (i.e. continues to work in the Diocese) s/he loses her/his seat unless BEFORE THE VACANCY OCCURS the clerical members of the Standing Committee of the electing Deanery Synod resolve that s/he may retain her/his seat.

b. Bishop's Council

A member elected by the Diocesan Synod loses their seat if they cease to be a member of the Diocesan Synod except as provided in Standing Order 73.

10. Questions

An order paper will be provided at each meeting of the Synod detailing questions asked.

11. General Discussion

Any suggestion for a general discussion, or a discussion in groups, during a meeting of the Diocesan Synod should be fully considered by the Bishop's Council before the meeting. The Bishop's Council will need to be satisfied

- i. that the subject is suitable for that procedure, which should be regarded as exceptional and to be reserved for use comparatively infrequently,
- ii. that suitable practical arrangements can be devised for the place and time concerned to make the exercise convenient and profitable and
- iii. that the course proposed is likely to command the support of the majority required to the requisite suspension of standing orders under Standing Order 59.

12. If the Bishop's Council is satisfied as aforesaid they will plan the business of the Synod accordingly and ensure that members are suitably advised of what is proposed and any consequent requirements. The Bishop's Council will also arrange that the requisite motion for the suspension of Standing Orders

for an appropriate period is moved.

Company Number: 186001

THE COMPANIES ACTS 1908 AND 1989

PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

THE EXETER DIOCESAN BOARD OF FINANCE LIMITED

(as respectively amended and adopted by
Special Resolutions passed on 29 April 2003)

Where reference is made to one gender in these Memorandum and Articles of Association it is intended that this apply equally to the other gender.

Company Number: 186001

MEMORANDUM OF ASSOCIATION

of

THE EXETER DIOCESAN BOARD OF FINANCE LIMITED

(as amended by Special Resolutions passed up to and including 29 April 2003)

1 The name of the Company (in this Memorandum called "the Board") is "THE EXETER DIOCESAN BOARD OF FINANCE LIMITED."

2 The registered office of the Board will be situated in England.

3. The objects for which the Board is established are to advance the religious and other charitable work of the Church of England (in this Memorandum called "the Church") in the area for the time being called the Diocese of Exeter (in this Memorandum called "the Diocese").

4. In pursuance of its objects the Board may exercise the following powers:

(a) To do such work and carry out such duties as the Synod for the time being of the Diocese (in this Memorandum called 'the Diocesan Synod') may from time to time delegate or assign to the Board in pursuance of any Act of Parliament or any Measure passed by the General Synod of the Church or of any Scheme of the Church Commissioners for England;

(b) To do such work and carry out such duties as may be assigned to the Board or appropriate to be done or carried out in pursuance of any Act of Parliament or Measure passed by the General Synod of the Church or of any Scheme of any Ecclesiastical or Charitable Authority and in particular of;

(1) The Endowments and Glebe Measure 1976; and

(2) The Pastoral Measure 1983.

(c) To enter into agreements with associations in connection with the Church carrying out in the Diocese or elsewhere within the borders of England and Wales any objects similar to any of the objects of this Board;

(d) To support such missions, movements, institutions and societies as may be approved by the Diocesan Synod in aid of the objects and work of the Church, either within or without the Diocese or beyond the borders of England or Wales;

(e) To determine or assist in determining from time to time the proportions in which funds ought to be contributed to or by the several deaneries, parishes and organisations in the Diocese;

(f) To make grants or donations, loans or periodical payments to any association or body having any objects in connection with the Church similar to any of those of the Board, or to any person for any purpose similar to any object of the Board and whether in the Diocese or elsewhere;

(g) To carry out such charitable functions in such capacities and under such title as the Diocesan Synod shall at any time appoint or constitute the Board or as shall from time to time seem fit to the Board in pursuance of its objects;

- (h) To raise, expend, deposit and invest funds in any manner;
- (i) To delegate the management of investments to a financial expert, but only on terms that:
 - (i) the investment policy is set down in writing for the financial expert by the directors
 - (ii) every transaction is reported promptly to the directors
 - (iii) the performance of the investments is reviewed regularly with the directors
 - (iv) the directors are entitled to cancel the delegation arrangements at any time
 - (v) the investment policy and the delegated arrangements are reviewed at least once a year
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the directors on receipt: and
 - (vii) the financial expert must not do anything outside the powers of the directors;
- (j) To arrange for investments or other property of the Board to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the directors or of a financial expert acting under their instructions and to pay any reasonable fee required;
- (k) To purchase, take on lease or in exchange, hire or otherwise acquire and hold develop and improve any real and personal property for any purposes connected with the Church or the Diocese and whether subject to any mortgage or charge or not;
- (l) To acquire by any means whatsoever and hold and administer advowsons, rights of patronage, nomination and presentation of and to Churches, chapels and benefices, and as and when occasion shall arise, to exercise all rights of whatsoever nature belonging or incident to such advowsons, rights of patronage, nomination and presentation in such manner as the Board may determine and (but not without the consent in writing of the Bishop of the Diocese) to dispose of in any manner whatsoever all or any of such advowsons or rights of patronage, nomination and presentation;
- (m) To share with any person or corporation any property and to enter into any agreement for sharing any property, whether temporarily or permanently and to sell, give away, dispose of, vest in another person or corporation or deal in any way with all or any part of the property of the Board as may be deemed expedient in the promotion of its objects;
- (n) Either alone or jointly with others to act as the executors of any deceased person or to undertake any trusts which may seem directly or indirectly conducive to the objects of the Board or which are connected with the Church;
- (o) To borrow and raise money in such manner as may be thought fit. To issue debentures, debenture stock or other securities and for the purpose of securing any debt or obligation to mortgage charge or otherwise create security over all or any of the property subject to the control of the Board on whatever terms shall be considered expedient and whether with or without consideration;
- (p) To employ and pay officers, clerks and servants of the Board and to make provisions for any person or the widow or widower or dependants of any person who has been in the employment of the Board;
- (q) To guarantee the obligations of others on whatever terms shall be considered expedient and whether with or without consideration;
- (r) To take over or co-operate with any organisation carrying on any work of the Church in the Diocese or any part thereof;

- (s) To act as publishers and printers for the Diocese and for organisations in the Diocese and to collect and circulate information of interest to the Church;

- (t) To do such acts and things in connection with any of the above objects as the Diocesan Synod may think necessary or expedient in view of the requirements of the Diocese in compliance with such directions (if any) as may from time be given to the Board by the Diocesan Synod; or
- (u) To do all other lawful things as are incidental or conducive to the attainment of the above objects or any of them;

PROVIDED that the Board shall not support with its funds any object or endeavour to impose on or procure the observance by its members or others of any regulation or restriction which if an object of the Board would make it a trade union.

5. The income and property of the Board shall be applied solely towards the promotion of the objects of the Board as set forth in this Memorandum of Association and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Board provided that nothing herein shall prevent any payment in good faith by the Board:-

(a) to clerical members of the Board of grants of money or provision in kind to augment their income or pensions but so that no such clerical member being a director to whom any such grant or pension shall be made or paid shall in any circumstances vote or be present at any such meeting of the Board at which the question of making, paying or recommending any such grant or provision as aforesaid shall come up for discussion, consideration or decision;

(b) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Board to act in a professional capacity on its behalf provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(c) of reasonable and proper remuneration to any member, officer or servant of the Board (not being a director) for any services rendered to the Board;

(d) of interest at a reasonable and proper rate not exceeding two per cent less than the published base lending rate of a clearing bank selected by the directors on money lent or reasonable or proper rent for premises demised or let by any member of the Board or a director;

(e) to any director of reasonable out-of-pocket expenses;

(f) to a company of which a member of the Board or a director may be a member holding not more than one-hundredth part of the capital of such company; or

(g) the payment of any premium in respect of any indemnity insurance to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the company; provided that any such insurance shall not extend to any claim arising from any act or omission which the directors (or any of them) knew to be a breach of duty or breach of trust or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not and provided also that any such insurance shall not extend to the cost of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the Board.

6. The liability of the members is limited.

7. Every member of the Board undertakes to contribute to the assets of the Board in the event of the same being wound up during the time he is a member, or within one year afterwards, for payment of the debts and liabilities of the Board contracted before the time at which he ceased to be a member, and of the costs charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1.

8. If, upon the winding up or dissolution of the Board, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Board, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Board, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Board under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members of the Board at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other charitable body whose objects are exclusively charitable and which have a connection with the Church.

Company No: 186001

ARTICLES OF ASSOCIATION

of

THE EXETER DIOCESAN BOARD OF FINANCE LIMITED

(as adopted by Special Resolutions passed up to including 29 April 2003)

Interpretation

1) In these Articles

“The Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

“The Articles” means the Articles of Association of the Board

“The Bishop” means the Bishop for the time being of the Diocese

“The Bishop’s Council” means the Bishop’s Council and Standing Committee from time to time of the Diocese

“The Board” means The Exeter Diocesan Board of Finance Limited

“The Chairman” shall mean the person appointed under Article 38

“Clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect

“The Diocesan Synod” shall mean the Synod for the time being of the Diocese

“The Diocese” means the Diocese of Exeter for the time being of the Church of England

“The Executive” shall mean the directors for the time being of the Board

“Member” or “Members” means a member or members of the Board

“The Secretary” means the Secretary appointed under Article 47 or any other person appointed to perform the duties of the Secretary of the Board including a joint, assistant or deputy Secretary

“Standing Orders” means the Standing Orders from time to time of the Diocesan Synod

“The United Kingdom” means Great Britain and Northern Ireland

“Vice-Chairman” means any person appointed under Article 38

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Board.

Members

2) The number of members of the Board shall not exceed 250 but there will be no minimum number.

3) Subject to Article 9 the following persons shall be qualified to be Members of the Board;

i) the Bishop;

ii) each member for the time being of the Diocesan Synod and a certificate signed by the secretary of the Diocesan Synod addressed to the Secretary shall be conclusive evidence of a member of the Diocesan Synod; and

iii) such other persons as may be co-opted in the manner set out in

Article 4

4) The Board shall comply with the provisions of the Diocesan Boards of Finance Measure 1925 relating to membership. To achieve this, in the event of the total membership (including vacancies by death or resignation) of the lay members of the Board failing to exceed the total membership (including vacancies as aforesaid) of the clergy members of the Board by one, the lay members of the Board shall by resolution co-opt such further lay persons as shall ensure that a majority by one of the members of the Board are lay members.

5) Members shall automatically cease to be members of the Board in the following circumstances:

i) in the case of each person who becomes a Member by virtue of their membership of the Diocesan Synod, on their ceasing to be a member of the Diocesan Synod;

ii) in the case of any person who is co-opted as a Member under Article 4, either at the end of the three year election period of the Diocesan Synod during which they are co-opted or on their ceasing to be a member of the Diocesan Synod, whichever is the earlier;

iii) in the case of the Bishop, on his ceasing to be the Bishop;

iv) in all cases, if that Member is, or may be, suffering from mental disorder and either:-

(a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

(b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs.

6) Every person eligible to be a Member shall become a Member upon signing either the Register of Members to be kept pursuant to Section 352 of the Companies Act 1985 or a written consent to become a Member. Membership is not transferable.

7) The Board may act notwithstanding any vacancy in the numbers of the Members.

8) Any Member may resign his membership at any time by giving to the Secretary at least seven days

notice in writing of his intention to resign at the date stated in such notice, provided always that no Member may resign his membership unless he shall at the same time resign his membership of the Diocesan Synod.

9) The existing members of the Board at the date of adoption of these Articles shall continue as such Members and shall constitute the Board for all purposes until 1 January 2004 and shall then cease to be Members unless they still qualify to be a Member under the provisions of Article 3.

General Meetings of the Board

10) The Board shall in each year hold a General Meeting as its Annual Meeting in addition to any other meetings which may be held in that year and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Board and that of the next.

11) The Secretary at the request of the Executive or of the Bishop or on receipt of a requisition from Members in accordance with the Act shall convene an Extraordinary General Meeting. Any requisition made by Members shall express the object of the meeting proposed to be called. Upon the receipt of such requisition the Secretary shall forthwith proceed to convene an Extraordinary General Meeting and if the Secretary does not convene the same within 21 days from the date of the receipt of such requisition the Members making such requisition may themselves convene an Extraordinary General Meeting.

Notice of General Meeting

12) Subject to the provisions of Section 369 of the Act any meeting shall be called by at least 21 clear days notice. The notice shall specify the place, the day and the hour of the meeting (as appointed by the Executive or, in default of such appointment, by the Bishop) and, in the case of special business, the general nature of that business and shall be given in the manner set out below or in such other manner, if any, as may be prescribed by the Board in General Meeting to such persons (including the Auditors) as are under the Articles or the Act entitled to the same.

13) The accidental omission to give notice of a meeting to, or the non receipt of a notice by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

Proceedings at General Meetings

14) Subject to the provisions of the Articles and the Act the proceedings at all General Meetings shall be conducted in accordance with the Standing Orders.

15) No business shall be transacted at any meeting unless a quorum is present. One third of the total number of lay Members together with one third of the total number of clerical Members shall be a quorum.

16) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to such other time as the Executive may determine.

17) All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts and balance sheet and the reports of the Executive and the auditors and the appointment, and the fixing of the remuneration, of the auditors.

18) The Chairman shall preside as chairman or in his absence or at his request a Vice-Chairman shall preside as chairman at any general meeting of the Board either for the whole meeting or for individual

items of business.

19) If there is no chairman or if such chairman shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling or unable to act, the Members present shall elect one of their number to be chairman of the meeting.

20) The chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21) At every general meeting all matters which come under the consideration of such meeting (except such matters as by the law or these Articles must be dealt with by Special or Extraordinary Resolution or some other majority) shall be decided by a simple majority of votes of the Members personally present and voting. In a case where the votes at any general meeting are equally divided the chairman shall not be entitled to a second or casting vote.

22) Each Member entitled to vote shall have one vote only, whether on a show of hands or on a poll, and votes shall in all cases be given personally and not by proxy or by representative.

23) At all general meetings a resolution put to the vote at the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the chairman of the meeting or by at least five Members present and entitled to vote, and unless a poll is so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect made in the minute book of the Board shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

24) If a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may only be withdrawn with the consent of the chairman of the meeting.

25) No poll shall be demanded on the election of a chairman of a meeting or on any question of an adjournment.

26) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded and the withdrawal of a demand for a poll shall not invalidate the result of any show of hands declared before the poll was demanded.

Executive: appointment and vacation of office

27) The members for the time being of the Bishop's Council shall be the only persons entitled to be appointed as directors of the Board.

28) The office of a director shall be vacated if:

(a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director or a trustee of a charity; or

(b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) he is, or may be, suffering from mental disorder and either :-

(i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

(ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(d) he resigns his office by notice to the Executive; or

(e) he shall have been absent without permission of the directors from three consecutive meetings of the Executive and the Executive resolve (with the agreement of the President of the Diocesan Synod) that his office be vacated; or

(f) he ceases to be a member of the Diocesan Synod or of the Bishop's Council; or

(g) he is removed from office by resolution duly passed pursuant to Section 303 of the Act.

29) All those existing directors who are not continuing or appointed as members of the Bishop's Council on 1 January 2004 shall automatically vacate the office as director of the Board on that date.

Powers and duties of the Executive

30) The Executive may exercise all such powers of the Board as are not by the Act or these Articles required to be exercised by the Board in general meeting, subject nevertheless, to the provisions of the Act and these Articles and to such regulations or directions, being not inconsistent with the said provisions, as may be prescribed or given by the Board in general meeting. No such regulation or direction shall invalidate any prior act of the Executive which would have been valid if that regulation or direction had not been made.

31) The Executive may from time to time make, vary and repeal regulations, standing orders and bye-laws for the regulation and conduct of its business, but so that such regulations, standing orders and bye-laws shall not be inconsistent with the regulations of the Board contained in its Memorandum and the Articles or amount to such an addition to or alteration of the Articles as could only legally be made by Special Resolution. Until otherwise directed the Standing Orders with such adaptations as may be necessary shall constitute the regulations, standing orders and bye-laws of the Board. Provided that in case there shall at any time be any conflict between the Articles and the regulations, standing orders and bye-laws, the provisions of the Articles shall prevail.

32) All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for moneys paid to the Board shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Executive shall from time to time determine.

33) The Executive may, by power of attorney or otherwise, appoint any person to be the agent of the Board for such purposes and on such conditions as they consider fit including without limitation for the agent to delegate all or any of his or its powers. Without prejudice to the generality of the foregoing the Executive may appoint any person to make decisions regarding the investments of the Board including without limitation registering investments in the name of a nominee on behalf of the Board.

34) Subject and without prejudice to the Memorandum of Association and the Articles and to the special powers hereby conferred upon the Board, the Board shall in the management disposal and application of the property of any body in the management or administration or whose affairs the Board shall act

observe conform to and comply with in all lawful respects the general trusts and regulations affecting the same and to any instructions and directions from time to time given to the Board or by the authority of a resolution of such a body or of the authorised managers of it.

Proceedings of the Executive

35) The directors of the Executive may meet together for the despatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meetings shall be decided by a majority of votes. In the case of an equality of votes the chairman of the meeting shall not have a second or casting vote.

36) The Bishop may, or the Chairman may, and the Secretary on the requisition of seven directors of the Executive shall, summon a meeting of the Executive. It shall not be necessary to give notice of a meeting of the Executive to any director for the time being absent from the United Kingdom.

37) The quorum necessary for the transaction of any business by the Executive shall be one third of the directors, provided at least 6 elected and 2 ex-officio members of the Bishop's Council are present.

38) The Chairman shall be a director nominated by the Bishop to the Executive for approval and on approval shall become Chairman to hold office until the election of a new Bishop's Council or he resigns or is removed from that office by the Executive and subject thereto the directors may from time to time appoint from amongst their number one or more Vice-Chairmen of the Executive and determine the period for which they are respectively to hold office.

39) The Chairman shall preside at every meeting of the Executive but if either the Chairman or any Vice-Chairman shall for any reason not be present within fifteen minutes after the time appointed for any such meeting or is unwilling or unable to act the directors of the Executive present may appoint one of their number to be chairman for the purposes of that meeting.

40) The Executive shall cause minutes to be made of the proceedings at any meeting of the Board, the Executive and any committee or sub-committee, in accordance with Section 382 of the Act, and shall cause at all times a Register to be kept of the Members in accordance with Section 351 of the Act.

41) A resolution in writing signed by at least two thirds of the directors of the Executive (including the Chairman and the Bishop) for the time being entitled to receive notice of a meeting of the Executive shall be valid and effectual as if it had been passed at a meeting of the Executive duly convened and held.

Committees

42) The Executive may delegate any of their powers and discretion to committees consisting of such director or directors of its body and (if thought fit) one or more other persons co-opted as hereinafter provided and such committees may delegate any of their powers and discretions to sub-committees. Any committee or sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed by the Executive. Any such regulations may provide for or authorise the co-option to such committee of persons other than directors and for such co-opted members to have voting rights as members of such committee or sub-committee.

43) Every director of the Executive present at any meeting of either the Executive or of a committee or sub-committee of the Executive may be required to sign their name in a book to be kept for the purpose.

44) All acts done by the Executive or by any committee or sub-committee shall notwithstanding the existence of any vacancy or the subsequent discovery of some disqualification or defect in the appointment of any member of the Executive or such committee or sub-committee be as valid as if such vacancy disqualification or defect had not existed.

45) The Executive may appoint a chairman of a committee or sub-committee or so far as it has not done so a committee may elect a chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same or is unwilling or unable to act, members of the committee or sub-committee present may choose one of its members to be chairman of the meeting.

46) A committee or sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee or sub-committee present, and in the case of equality of votes the chairman shall not have a second or casting vote.

Secretary

47) Subject to the provisions of the Act, the Secretary of the Board shall be appointed by the Executive for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

Accounts

48) No member of the Board other than a member of the Bishop's Council or a member of any audit committee established by the Board shall have any right to inspect any accounting records or other books documents or records other than the minutes of the Board except as conferred by statute or authorised by the Executive or by ordinary resolution of the Board.

49) The Executive shall from time to time in accordance with the provisions of the Act cause to be prepared and to be laid before the Board in general meeting such accounts and reports as are by law required and copies of the same shall be presented to the Diocesan Synod (notwithstanding that the members of the Diocesan Synod may be members of the Board).

50) A copy of every balance sheet of the Board (including every account and document required by law to be annexed or appended to it or otherwise supplied to members) which is to be laid before the Board in general meeting together with a copy of the auditors report shall not less than 21 days before the date of the meeting be sent to every member provided that this article shall not require any such copy to be sent to any person of whose address the Board is not aware.

Notices

51) A notice may be served by the Board or the Executive upon any Member either personally or by sending it through the post in a pre paid letter addressed to such Member at their registered address as appearing in the register of Members. Any Member described in the register of members by an address not within the United Kingdom who shall from time to time give the Board an address within the United Kingdom at which notices may be served upon them shall be entitled to have notices served upon them at such address but except as aforesaid only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices. Any notice, if serviced by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put in the post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a pre-paid letter.

52) Notice of every general meeting shall be given in any manner hereinbefore authorised to the auditors and to every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Board an address within the United Kingdom for the giving of notices to them. No other person shall be entitled to receive notices of general meetings.

Indemnity

53) Subject to the provisions of the Act every director or other officer or auditor of the Board shall be indemnified out of the assets of the Board against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Board.

Seal

54) The directors shall provide a Common Seal for the Board, and the said seal shall be used in relation to the business or affairs of the Board as the directors, or any committee or sub-committee of the Executive shall decide, and any document bearing the seal of the Board and purporting to be attested by two directors or by a director and the Secretary, or any duly authorised sealing officer, shall in the absence of proof to the contrary, be deemed to be duly sealed by the Board. A record of every occasion upon which the seal is used shall be kept by the Secretary.

Exeter Diocesan Mission and Pastoral Committee

CONSTITUTION AND PROCEDURE OF THE EXETER DIOCESAN MISSION AND PASTORAL COMMITTEE (DMPC)

1 There shall be a person to be known as "the Chair".

2 The bishop of the diocese, if he so wishes, may be a member and may also be the Chair.

3 Unless the bishop is the Chair, the Chair shall be appointed by the bishop.

4 The bishop may appoint a vice chair from the membership of the DMPC who is also a member of Diocesan Synod who, in the absence of the Chair or at the request of the Chair for particular items of business, shall take on the duties and functions of the Chair.

5 The members of the DMPC shall be the members of the Bishop's Council and Standing Committee of the Diocesan Synod as follows:

Ex-Officio:

The President

All other members of the House of Bishops

The Archdeacons

The Dean

The Chairman of the House of Clergy

The Chairman of the House of Laity

The Chairman of the Diocesan Board of Finance

The chairman of the Diocesan Mission and Pastoral Committee if not the President

Elected Members

One member of the clergy from each Archdeaconry, elected from and by the members of the House of Clergy of the Diocesan Synod of that Archdeaconry

Two members of the laity from each Archdeaconry, elected from and by the members of the House of Laity of the Diocesan Synod of that Archdeaconry

Nominated Members

Not less than three and not more than five persons nominated by the President provided that:

1. one nomination shall be made after agreement with the Chair of the Diocesan Board of Finance; and
2. one nomination shall be the Chair of the Church Buildings Strategy Committee if he or she is not otherwise a member of the Bishops' Council and;
3. one nomination shall be the Chair of the Diocesan Board of Education if he or she is not otherwise a member of the Bishop's Council.

In making the nominations the President shall bear in mind the need to secure that number of members who are of the clergy and the number of members who are of the laity are as nearly as possible, the same.

6 The quorum shall be not less than one third of the total members of the DMPC provided at least 6 elected and 2 ex-officio members of the DMPC are present but the DMPC may act notwithstanding any vacancy in its membership or any defect in its composition.

7 The Bishop may, in consultation with the District Chair of the Methodist church, invite a representative of the Methodist church to attend meetings of the DMPC as an observer and to receive agendas, reports and minutes of its meetings.

8 The functions of the DMPC are contained in section 53 of the Dioceses Mission and Pastoral Measure 2007 and are as follows:

- (1) In carrying out any of its functions the mission and pastoral committee shall, without prejudice to section 1 above, have regard to worship, mission and community as central to the life and work of the Church of England.
- (2) In carrying out any of its functions the mission and pastoral committee shall also have regard to—
 - (a) the financial implications for the diocese and the Church of England as a whole;
 - (b) subject to subsection (5) below, the need to allocate appropriate spheres of work and to ensure that appropriate conditions of service are enjoyed by those employed or holding office in the diocese and, where relevant, that reasonable remuneration is provided for all those engaged in the cure of souls;
 - (c) the traditions, needs and characteristics of particular parishes; and
 - (d) any other aspects of the policies of the diocesan synod to which the synod has requested the committee to have regard in discharging its responsibilities.
- (3) It shall be the duty of the mission and pastoral committee—
 - (a) to make or assist in making better provision for the cure of souls in the diocese as a whole and, to the extent that the committee thinks appropriate, in particular parts of the diocese or in particular parishes;
 - (b) from time to time, as the bishop may direct, or as the committee thinks fit, to review arrangements for pastoral supervision and care in the diocese as a whole and, to the extent that the committee thinks appropriate, in particular parts of the diocese or in particular parishes (including sharing agreements in respect of a church or parsonage house and any proposals for sharing agreements);
 - (c) from time to time, as the bishop may direct, or as the committee thinks fit, to prepare strategies or proposals for carrying out the committee's functions under paragraphs (a) and (b) above for submission to the bishop and the diocesan synod for their approval;
 - (d) to maintain an overview of matters relating to church buildings in the diocese and their use, other than matters which are within the jurisdiction of the consistory court or within the functions of the

Diocesan Advisory Committee;

(e) in the case of listed buildings or buildings in a conservation area, to make every endeavour to find a suitable alternative use or suitable alternative uses for churches which are proposed to be closed and buildings which have been closed for regular public worship in the diocese under a pastoral church buildings scheme and, in the case of any other such building, to develop proposals for the suitable alternative use or uses of the building or for the demolition of the building and the disposal of its site;

(f) where it considers it desirable, to make recommendations to the bishop in accordance with section 3 of the 1983 Measure for any of the matters for which provision may be made under that Measure (other than section 36) by a pastoral scheme or order; and

(g) to carry out any other functions conferred upon a pastoral committee or a redundant churches uses committee of a diocese by or under the 1983 Measure or any other enactment.

(4) The mission and pastoral committee shall, in carrying out any of its functions, to the extent that it thinks appropriate, consult any other persons or bodies, whether within the Church of England or not, which exercise functions or carry out activities relevant to the functions of the committee.

(5) Nothing in this section shall enable the mission and pastoral committee—

(a) to exercise functions conferred on any other person or body by or under any enactment, or

(b) to fix or alter the terms of service of any person employed or holding office in the diocese.

9. The DMPC shall produce guidance concerning the role and functions of the DMPC, AMPC and the CBSC.

Archidiaconal Mission and Pastoral sub-committee

10 There shall be an Archidiaconal Mission and Pastoral sub-committee (AMPC) for each Archdeaconry and each shall consist of:

Ex officio

The Suffragan Bishop of the Archdeaconry

The Archdeacon of the Archdeaconry

Appointed

One elected member of the Diocesan Mission and Pastoral Committee appointed by that committee

Elected

One member of the House of Clergy of the Diocesan Synod from the Archdeaconry elected by those members of the House of clergy from that Archdeaconry

Two members of the House of Laity of the Diocesan Synod from the Archdeaconry elected by the members of the House of Laity from that Archdeaconry

Nominations

Up to four people nominated by the Archdeacon after consultation with the Suffragan Bishop, the Rural Deans and the lay chairs of the deaneries in that Archdeaconry.

11. The Chair of the AMPC shall be the Suffragan Bishop unless he is unwilling or unable to act, in which case the Archdeacon or failing that, a representative appointed by the Chair of the DMPC or failing that, a member of the AMPC elected by the AMPC.

12. The following people may attend meetings of the AMPC and receive agendas, reports and minutes but may not vote:

The Chair of the DMPC, the Diocesan Ecumenical Officer and the Diocesan Missioner or a representative appointed by any of them

The Diocesan Secretary

A representative of the Methodist church invited by the Chair after consultation with the District Chair of the Methodist church

The rural deans and lay chairs of the Deanery Synods in the Archdeaconry

Church Buildings Strategy Sub-committee

13. There shall be a Church Buildings Strategy Sub-committee (CBSC), the members of which are as follows:

Ex officio

The Chair appointed by the Bishop after consultation with the DMPC

The Secretary of the Diocesan Advisory Committee

The Property Services Manager

The Secretary of the DMPC

The Archdeacons

The Diocesan Secretary

Nominations

Up to four people nominated by the Bishop after consultation with the DMPC and if possible including a representative from the local planning authorities in the Diocese

Co-options

The DMPC may co-opt up to four people for a particular period or a particular task

The Main Councils of the Diocese

Four synodically approved councils currently operate in the Diocese. These, with the outline functions agreed by Diocesan Synod, are:

The Council for Worship and Ministry

Purpose: To encourage and equip individuals, parishes and deaneries to grow in understanding of our faith and in spiritual gifts, offering worship which honours God, uplifts the worshipper, reflects the community, attracts the seeker. To foster the development of vocation both lay and ordained, to enable and equip individuals, parishes and teams for ministry.

This will include the themes of prayer, spirituality, worship, liturgy and growth in faith, parish planning and development, Christian stewardship, vocations, lay and clergy ministerial education, authorised ministry including readers and the ordained ministry, pastoral care of clergy and their families, ministerial review and development.

The Council for Mission and Unity

Purpose: To enable individuals and parishes to make Christ known to the world of our day and to make disciples of all people.

This will include the themes of mission, evangelism, wholeness and healing, deliverance, ecumenism, international concerns, world mission agencies, world development, links with other dioceses, ministry to deaf people.

The Council for Work with Children and Young People

Purpose: To express the love of God to all children and young people. To encourage them to grow in faith and to develop their God given gifts and talents. To develop and promote best practice in parishes, schools and colleges.

This will include the themes of children, young people, schools, further and higher education.

The Council for Church and Society

Purpose: To facilitate work which serves individuals and society and which challenges and helps to change oppressive and unjust structures in the world.

This will include the themes of social concerns - family, criminal justice including police and prisons, environment, immigration and asylum, racial awareness, hospitals including mental health, pastoral care, medical ethics, rural and urban affairs including community funding, industrial chaplaincies, drugs, alcohol, issues affecting elderly people, regional affairs.

Model Constitutions for the Main Councils

The model constitution and method of election for the Councils, except as provided below for the Council for Work with Children and Young People, is as follows

Categories of membership

- a) A Chairman and Vice-Chairman appointed by the Diocesan Bishop after consultation with the Bishop's Council, one of whom should be a member of the Bishop's Staff group.
- b) Elected Members
 - i) Two members elected from the Bishop's Council by the Bishop's Council, to ensure good communication between the Councils and the Bishop's Council. No person to be a member of more than two Councils and two Working Groups.
 - ii) Not less than four or more than eight members elected by the Diocesan Synod. Both the proposer and seconder must be members of Diocesan Synod. The actual number (between 4 and 8) is to be at the recommendation of the Council Chairman after consulting with the Council as far as is practical, and subject to the approval of the Bishop's Council. There are no restrictions on who may stand for election

so both Synod and non-Synod members may stand but lay candidates must be on the Electoral Roll of a Parish in the Diocese or an habitual worshipper at the Cathedral.

iii) If an elected member ceases to be qualified to be a member then their membership automatically ceases and a casual election must take place unless the vacancy occurs within 9 months from the end of the triennium.

c) Two members appointed by the Bishop's Council, taking account of the need for an adequate balance of geographical representation, age, gender, clergy/laity, expertise, etc. The Bishop's Council is to exercise its appointments within 6 months from the date of election of other members of the Council.

d) Up to four further members may be co-opted onto the Council by a unanimous decision of the Council to ensure:

i) that there are members of the Council with vital experience of one of the previous Boards or Committees (disbanded when the Council is established),

ii) ecumenical representation and young people's representation as appropriate.

These co-options to be put in place after the elections and only formalised after the approval of the Bishop's Council.

e) A Director appointed by the Diocesan Bishop in consultation with the particular Council.

f) The number of elected members shall be the same or greater than the number of appointed/co-opted members.

g) A list of those defined as "Officers" would be proposed by each Council and subject to the approval of the Bishop's Council. If an Officer becomes an elected, appointed or co-opted member then the officer would be a voting member of the council.

h) The quorum of each council will be not less than one third of the members of the Council.

i) The Chairman may invite others to attend and speak at meetings.

Method of Election and vacancies:

The method of election will be as follows:

a) A request for nominations from the Presiding Officer. The proposer and seconder should be qualified electors. Candidates are encouraged to provide a statement of 100 words maximum at the time of nomination.

b) 21 days after the request for candidates, nominations will close. Each nomination must be signed by the candidate, proposer and seconder. Faxed nominations are acceptable provided the original is received within 48 hours.

c) Within 7 days of nominations closing, voting papers are to be issued unless the number of nominations is less than or equal to the number of vacancies.

d) Voting papers are to be returned by a date specified by the Presiding Officer, but not less than 14 days after issue. Election is to be conducted on a 'first past the post' basis with any equal voting being decided by lot. No faxed voting papers or spoilt papers will be accepted.

e) Results are to be announced to candidates, and the electorate, as soon as practical.

f) If an elected member ceases to be qualified to be elected as a member their membership automatically ceases and a casual vacancy occurs.

g) Casual vacancies in any of the above categories of membership are to be filled by the requisite process unless the vacancy occurs less than 9 months from the end of the relevant triennium.

h) Individual membership of each Council shall be for a three year period and not more than three

consecutive terms.

Constitution of the Council for Work with Children and Young People

This council must conform to the requirements of the Diocesan Boards of Education Measure 1991.

Council for Work with Children and Young People

Functions

- a) The membership of the Council shall be the same as the membership of the Diocesan Board of Education.
- b) This Synod assigns to the Council for Work with Children and Young People the function of promoting and assisting young people and children's work within the diocese.

Membership

The following shall be members of the Council:

- a) The Diocesan Bishop
- b) The Chairman (if the Bishop chooses not to act as chairman)
- c) 2 persons nominated by the Bishop, each person so nominated being either a Suffragan Bishop or a full-time Assistant Bishop in the diocese or the archdeacon of an archdeaconry in the diocese.
- d) 14 members elected by the members of the Diocesan Synod of which at least 2 shall be clergy; at least 6 shall be laity; and at least 6 shall be members of the diocesan synod.
- e) 2 additional members may be nominated by the Bishop, these nominations being elected by the BCSC from its own membership
- f) Not less than 4 or more than 8 members co-opted by the Board of whom
 - (i) 4 members shall be persons with experience of church schools in the diocese and
 - (ii) the other members (if any) shall be persons with experience of other areas of work with which the Board of Education is concerned.
- g) The Director of the Council may not be an ex-officio member of the Council (but may become a member by election or nomination)