



The Church of England

Diocese of Ely

**DIOCESAN SYNOD
MEMBERS' HANDBOOK**

**Synod Constitution
& Standing Orders**

Adopted 12 June 2019

Updated November 2024

Reviewed March 2025

INTRODUCTION

This Handbook contains the Constitution and current Standing Orders of the Ely Diocesan Synod. We hope that new members of the Synod in particular will find its contents help them to play an active part in the Synod's meetings. In addition to the Standing Orders, the following information may also prove useful. An accompanying handbook contains the terms of reference for various committees.

TRAVELLING AND PARKING

The Synod normally meets in St Mary's, Ely or at other locations elsewhere in the Diocese. Meetings are held either on a Saturday morning or weekday evening. Saturday meetings may last up to four hours or as advised and evening meetings up to three hours. The Agenda for the meeting will state the time at which the meeting is expected to finish. Directions for travelling and parking will be included with the Agenda for each meeting.

BADGES

Members are requested to wear their name badge during the meeting.

SPEECHES

Members are asked to give their name and Deanery before they address the Synod. Speeches are limited to five minutes or such other time as the Chair shall direct (Standing Order 48). Thirty seconds before the time limit expires a verbal warning will be given to the speaker, and on completion of the time limit.

AMENDMENTS

Under Standing Order 31, seven days' notice of amendments to motions on the Agenda is required.

DISTRIBUTION OF PAPERS

Agenda and papers for meetings of Synod are sent by email to members who have provided an email address. Any member who requests a hard copy circulation will receive paper copies in the post, as will members who do not have email addresses. The agenda and papers are also published on the Diocesan website: www.elydiocese.org

FILMING

In order to assist with the communication of Synod business across the Diocese, items of business are sometimes recorded. The Agenda or the President will indicate when filming is due to take place at each meeting. If you have a concern about this please contact the Head of Communications: communications@elydiocese.org

SUMMARY OF CONTENTS

TABLE OF CONTENTS.....	5
CONSTITUTION AND MEMBERSHIP OF ELY DIOCESAN SYNOD	9
STANDING ORDERS	16
STANDING ORDERS OF THE HOUSES OF CLERGY AND LAITY	39
DIRECTIONS REGULATING THE PROCEDURE OF THE BOARD	42
BISHOP'S COUNCIL TERMS OF REFERENCE	45

The Constitution and Standing Orders in this Handbook were approved by the Diocesan Synod on 12 June 2019.

DIOCESAN STAFF AND OFFICERS

If you wish to seek advice, ask a question, or discuss detail of Diocesan policy on particular matters, please contact one of the following officers as appropriate:

Diocesan Secretary (and Secretary to the Synod)	Vacant
Church Buildings and Pastoral	Geoffrey Hunter
Communications consultant	James Owen
Financial Controller	Lorraine Orbell
Glebe and Investments Manager	Jon Green
Mission and Ministry	Peter Leech
Education	Jon Young
Property Manager	Stella Green
Safeguarding	Vacant
Bishop's Senior Chaplain	Iain Osborne

They can be contacted during office hours on:	01353 652700 01353 662479 (Bishop's Office)
---	--

Diocesan Registrar	Howard Dellar Lee Bolton Monier-Williams 020 7222 5381
--------------------	--

Please do let us know if you have any suggestions on how to improve our meetings.

TABLE OF CONTENTS

PART I

CONSTITUTION AND MEMBERSHIP OF ELY DIOCESAN SYNOD	9
Membership	9
Election of Members of the Houses of Clergy and Laity	9
Functions	10
Finance	11
Committees and Boards	11
Number of Elected Members of the Houses of Clergy and Laity	12
Membership of the Diocesan Synod	13

PART 2

STANDING ORDERS	16
MEMBERSHIP OF THE SYNOD	16
Participation by Non-Members	
Procedure for Co-options	
TERM OF OFFICE	16
Co-opted and Nominated Members	
THE PRESIDENT AND VICE-PRESIDENTS	16
Election of Vice-Presidents and House Chairs	
CHAIR OF MEETING	17
Separate Meetings of the Houses	
Powers of the Chair	
OFFICERS	17
Secretary	
Assistant Secretary	
Registrar	
Terms of Appointment	
MEETINGS OF THE SYNOD	18
When and Where Held	
Meetings by Request	
Notice of Ordinary Meetings	
Notice of Special Meetings	
Forms of Notice	
SEPARATE MEETINGS OF THE HOUSES	18
AGENDA	19
Content	
Circulation	
Business Permitted to be Considered	
Order of Business	
Varying the Order of Business	
NOTICE OF BUSINESS	20
Form of Notice	
Length of Notice	
When not required	
REPORT OF MEETINGS	20
MINUTES OF THE SYNOD	20

QUORUM	21
If Quorum not Present	
CONDUCT OF BUSINESS	21
RULES OF FORMAL DEBATE	22
Order of Speeches	
Breach of Order	
Point of Order	
Personal Explanations	
Interruptions Otherwise not Permitted	
Speaking to a Motion	
Speaking more than once	
Designated Debate	
Length of Speeches	
Moving	
Withdrawal	
Reconsideration and Rescission	
Division	
Reference-Back Motions not Permitted	
AMENDMENTS IN FORMAL DEBATES	24
When Permitted	
When not Permitted	
Amendments to Amendments	
Delivery in Writing	
Form of Amendments	
RULES OF INFORMAL DISCUSSION	25
RULES OF PRESENTATION FOLLOWED BY Q&A	25
PROCEDURAL MOTIONS	25
Content	
When not Permitted	
Next Business	
Adjournment of Synod	
Adjournment of Debate	
Closure	
Speech Limit	
Suspension of Standing Orders	
VOTING	28
Assent of Three Houses	
Procedure for Decisions	
Matters Referred under Article 8	
Voting by Houses	
Majority Required for Decisions	
Equal Voting in the House of Bishops	
Opinion of President	
Voting Rights of Chair	
Mode of Voting	
Requests for Separate Voting	
Procedure for Count of Hands	
QUESTIONS	29
To Whom Addressed	
Content	

Persons Authorised to Reply	
DOCTRINAL MATTERS AND FORMS OF SERVICE	30
Requirements of Early Circulation	
REFERENCES BY THE GENERAL SYNOD	30
Prior Notice and Documents required	
Consultations within the Diocese	
Report on results	
REFERENCES BY THE DIOCESAN SYNOD TO DEANERY SYNOD AND PARISHES	31
Matters Referable	
Report on a Proposal to Refer Matters	
Circulation of Reference	
Form and Date of Reply	
Report on Replies Received	
MATTERS RAISED BY DEANERY SYNODS AND PAROCHIAL CHURCH COUNCILS AND INDIVIDUAL MEMBERS OF SYNOD	32
By Deanery Synods	
Notice to Diocesan Synod	
By Parochial Church Councils and Meetings	
By Individual Members	
Consideration of Motions Received	
FINANCIAL BUSINESS	33
Duties of the Bishop's Council	
Assent of the Synod to Financial Questions	
Notice of Proposals Involving Expenditure	
GENERAL PROVISIONS	34
Admission of Press and Public	
Periods of Notice	
Procedural Defects	
Amendment of Standing Orders	
COMMITTEES AND COUNCILS	34
Statutory Committees	
Committees and Councils Other than Statutory Committees	
Membership of the Committees and Councils	
Duration of Membership	
Sub-Committees	
Electors	
Nomination for Election to Committees and Councils	
Voting in Elections	
Power of the Bishop to fill vacancies on Committees, Councils and the Bishop's Council	
Casual Vacancies	
Directions by the Bishop's Council	
PROCEDURE OF COMMITTEES	37
Chair	
Quorum	
Voting	
Reports	
General	

REPRESENTATION ON OTHER BODIES	38
PART 3	
STANDING ORDERS OF THE HOUSES OF CLERGY AND LAITY	39
VICE-PRESIDENT	39
CO-OPTED MEMBERS	39
VOTING	39
OFFICERS	39
MEETINGS	39
GENERAL RULES OF DEBATE	40
QUESTIONS	41
COMMITTEES	41
GENERAL PROVISIONS	41
PART 4	
DIRECTIONS REGULATING THE PROCEDURE OF THE BOARD	42
ALLOCATION OF FUNDS	42
APPORTIONMENT OF PARISH SHARE	42
BUSINESS AND PROCEDURE	43
MOTIONS PROPOSING ADDITIONAL EXPENDITURE	43
SEPARATE VOTING BY EPISCOAL, CLERICAL AND LAY MEMBERS	43
APPENDIX I	
BISHOP'S COUNCIL TERMS OF REFERENCE	45
COMPOSITION	45
ELECTION TO THE BISHOP'S COUNCIL	45
OFFICERS	45
FUNCTIONS	46
TERMS OF OFFICE	46
APPENDIX 2	
MEMORANDUM AND ARTICLES OF ASSOCIATION OF ELY DIOCESAN BOARD OF FINANCE	47

PART I

CONSTITUTION AND MEMBERSHIP OF ELY DIOCESAN SYNOD

Based upon the Synodical Government Measure 1969 and upon Rules 29 to 34 of the Church Representation Rules authorised by Schedule 3 of the Measure (as amended by the General Synod)

MEMBERSHIP

- I. a) The Synod shall consist of three Houses: a House of Bishops, a House of Clergy and House of Laity. The Diocesan Bishop shall be President of the Synod.
- b) The membership of the three Houses shall be as set out in the schedule hereto.

ELECTION OF MEMBERS OF THE HOUSES OF CLERGY AND LAITY

2. a) **Qualification of Candidates**
 - i) Clergy Any Clerk in Holy Orders who is a member of a deanery synod of a deanery for which he or she seeks election, provided that no clergy shall stand for election in more than one deanery.
 - ii) Laity Any lay person who is an actual communicant member as defined in Church Representation Rule 36(3) of sixteen years or upwards whose name is entered on the church Electoral Roll of any parish in the deanery for which he or she seeks election.
- b) **Conduct of Elections**
 - i) Members of the Houses of Clergy and Laity of the Diocesan Synod shall be elected by the members (other than any co-opted members) of the respective Houses of Clergy and Laity of the deanery synods every three years for a term of three years commencing on 1 August in the year in which the election is held.
 - ii) Each candidate must be nominated and seconded by qualified electors on the appropriate form which must be signed by the candidate in token of his or her willingness to serve if elected.
 - iii) The election of members of both Houses shall be conducted by a Presiding Officer for each deanery to be appointed by the Bishop.
 - iv) If the number of candidates nominated and seconded is not greater than the number of seats to be filled, the candidates shall forthwith be declared elected by the Presiding Officer.
 - v) If more candidates are nominated than there are seats to be filled in either or both Houses, the names of the candidates duly nominated shall be circulated

on a voting paper in one of the forms set out in Appendix I of the Church Representation Rules to all persons eligible to vote.

- vi) The election may be conducted either by voters being entitled to as many votes as there are seats to be filled, or by the method of a single transferable vote and the Diocesan Synod, not later than 31 December in the year preceding the election, shall determine what method of voting shall be used.

FUNCTIONS

- 3. i) The functions of the Synod shall be:
 - a) to consider matters concerning the Church of England and to make provision for such matters in relation to the Diocese and to consider and express their opinion on any other matters of religious or public interest;
 - b) to advise the Bishop on any matters on which he or she may consult the Synod;
 - c) to consider and express their opinion on any matters referred to them by the General Synod and in particular to approve or disapprove provisions referred to them under Article 8 of the General Synod's Constitution.

Provided that the functions referred to in paragraph (a) above shall not include the issue of any statement purporting to declare the doctrine of the Church on any question.

- ii) It shall be the duty of the Bishop to consult with the Synod on matters of general concern and importance to the Diocese.
- iii) Except as may be provided by Standing Orders or directions of the Synod, the advisory and consultative functions of the Synod under paragraph 3(i)(b) above, may be discharged on behalf of the Synod by the Bishop's Council appointed under Standing Orders but either the Bishop or that body may require any matter to be referred to the Synod.
- iv) The Diocesan Synod shall keep the deanery synods informed of the policies of and issues arising within the Diocese and of the business which is to come before the meetings of the Diocesan Synod and may delegate executive functions to deanery synods. Members shall keep themselves informed, through deanery synods, of events and opinion in the parishes and shall give opportunities for discussing at meetings of the Diocesan Synod matters raised by deanery synods and parochial church councils.
- v) Members of the Synod are called upon to attend debates and participate in decisions on matters affecting the Church at all levels and should study the matters to be discussed at meetings and be present so that they can report on debates and the decisions reached to the persons affected by them. In particular, it is the duty of members to report fully to their deanery synods so that members of the deanery synods can report in turn to their parishes.

FINANCE

4. i) Ely Diocesan Board of Finance, as constituted under the Diocesan Boards of Finance Measure 1925, and whose members include the members of the Diocesan Synod for the time being in accordance with its Articles of Association (Article 3), shall exercise the financial powers and duties of the Synod and in particular shall be 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.
- i) By Scheme under the Repair of Benefice Buildings Measure 1972, the Board of Finance is also the Diocesan Parsonages Board and under the Endowments and Glebe Measure 1976 all Diocesan glebe land is held, managed and dealt with by the Board of Finance for the benefit of the Diocesan Stipends Fund.

COMMITTEES AND BOARDS

5. i) The following statutory committees have been established as committees of the Synod:

Bishop's Council and Standing Committee
Ely Diocesan Education Committee
Diocesan Board of Patronage
Diocesan Mission & Pastoral Committee
Diocesan Advisory Committee for the Care of Churches
Vacancy in See Committee

Subject to the relevant enactments and any constitutional documents adopted for such committees, the Standing Orders of the Synod shall apply to such committees.

- ii) Members of The Bishop's Council and Standing Committee act as the board of directors of Ely Diocesan Board of Finance in accordance with its Articles of Association (Article 23). The same members of The Bishop's Council and Standing Committee also act as the trustees of Ely Diocesan Board of Finance.
- iii) The Synod shall make such changes including the establishment of new committees or the dissolution of existing ones, as may be required by law.
- iv) The Synod may at any time by resolution constitute such other committees as in the opinion of the Synod are necessary or desirable and may delegate to a committee so constituted, with or without conditions, such functions of the Synod as it thinks fit.

NUMBER OF ELECTED MEMBERS OF THE HOUSES OF CLERGY AND LAITY

6. The number of members to be elected by members of deanery synods to the Houses of Clergy and Laity is determined by resolution of the Diocesan Synod passed not later than 31 December in the year preceding the triennial elections to the Houses. In determining the number of members to be elected to each House, the Diocesan Synod must have regard to the following:
 - a) in the case of elections to the House of Clergy, to the numbers of members of the House of Clergy of each deanery synod;
 - b) in the case of elections to the House of Laity, to the total number of names on the church electoral rolls of the parishes within each deanery;
 - c) both Houses must have at least two members from each deanery;
 - d) the number of members of the House of Clergy and the House of Laity should be as equal as possible;
 - e) the total membership of the Synod including the House of Bishops, all ex-officio members, all co-opted and nominated members and all elected members, must not exceed 270 nor be less than 120.

SCHEDULE

MEMBERSHIP OF ELY DIOCESAN SYNOD

for the triennium 1 August 2024 – 31 July 2027

CRR* rep.	Role	Number
House of Bishops		
30(a)	Diocesan Bishop (President)	1
30(b)	Suffragan Bishop	1
30(c)	Other persons in episcopal orders working in the diocese nominated by the diocesan bishop with the concurrence of the ABC	0
House of Clergy – Chair: as elected		
Ex officio members		
32(2)(a)	Any persons in episcopal orders nominated by the diocesan bishop other than those nominated under CRR 30(c)	4
31(1)(a)	The dean of the cathedral	1
31(1)(b)	The archdeacons	2
31(1)(c)	Proctors elected from the diocese or from any university in the diocese to the Lower House of the Convocation of the Province	5
31(1)(d)	Any other member of that House, chosen by and from among the clerical members of religious communities in the Province, who resides in the diocese	0
31(1)(e)	The chancellor of the diocese (if in Holy Orders)	0
31(1)(f) (h)	The chair of the DAC (if in Holy Orders) and the chair of the diocesan board of finance (if in Holy Orders)	1 (NB DAC chair also member under 31(1)(a))
31(1)(g)	The chair of the Ely Diocesan Education Committee (if in Holy Orders)	1 (NB also member under 30(4)(a)(iii))
Members entitled to be elected by the house of clergy of the deanery synods in the diocese (Note there may be vacancies and that these numbers do not necessarily reflect the number of actual Synod members elected – the Diocesan Secretary’s office maintains an up to date register of members)		
31(2)(b)	Bourn	3
	Cambridge North	10
	Cambridge South	13
	Ely	3
	Fincham and Feltwell	2
	Fordham and Quy	2
	Granta	7
	Huntingdon	7
	March	2
	North Stowe	7
	Shingay	2
	St Ives	2
	St Neots	3
	Wisbech Lynn Marshland	2
Yaxley	4	

CRR* rep.	Role	Number
Co-opted members		
31(2)(c)	No more than 5 clerks in Holy Orders co-opted by the House of Clergy of diocesan synod <i>Co-opted October 2024 the following posts ex officio:</i> 1. Director of Mission and Ministry	1
Nominated members		
33(1)	Bishop's nominations (up to 10, who may be members of Clergy or Laity as appropriate) <i>Confirmed October 2024 to be the following posts ex officio:</i> 1. Bishop's Adviser for Women's Ministry 2. Diocesan Ecumenical Officer 3. Bishop's Adviser for BAME Matters 4. Bishop's Adviser for Interfaith Matters 5. Bishop's Adviser for Disability and Inclusion 6. Racial Justice Officer 7. Bishop's Adviser for Self Supporting Ministry	7 [NB some of these are already members by deanery election or GS membership]
House of Laity – Chair: as elected		
Ex officio members		
32(1)(c)	The Chancellor of the Diocese (if not in Holy Orders)	1
32(1)(d)	The chair of the DBF (if not in Holy Orders)	1
32(1)(a)	Members elected from the diocese to the House of Laity of the General Synod	3 [NB One is also a member through deanery election]
32(1)(b)	Any other member of that House, being an ex-officio or co-opted member of the House of Laity of General Synod; or a person chosen by and from among the lay members of religious communities in the Province, who resides in the diocese	0
Members entitled to be elected by the house of laity of the deanery synods in the diocese (Note there may be vacancies and that these numbers do not necessarily reflect the number of actual Synod members elected – the Diocesan Secretary's office maintains an up to date register of members)		
32(1)(a)	Bourn	4
	Cambridge North	8
	Cambridge South	9
	Ely	4
	Fincham and Feltwell	2
	Fordham and Quy	3
	Granta	5
	Huntingdon	6
	March	3
	North Stowe	6
	Shingay	3
	St Ives	3
	St Neots	5
	Wisbech Lynn Marshland	3
Yaxley	4	
Co-opted members		

CRR* rep.	Role	Number
32(2)(c)	Not more than 5 members (to be communicants aged 16+) co-opted by the House of Laity of diocesan synod <i>Co-opted October 2024 to be the following post ex officio:</i> 1. Diocesan Director of Education	1
<i>Nominated members</i>		
33(1)	Bishop's nominations (up to 10, who may be members of Clergy or Laity as appropriate) <i>Nominated October 2024 to be the following posts ex officio:</i> 9. President of the Mothers' Union	1

NOTES

1. The number (or formula to determine the number) of seats allocated to each deanery is decided by Synod before each triennial election. The numbers set out above were calculated in 2023 under the formula set out in Standing Order 1 of the previous version of the Standing Orders dated January 2017.
2. The Diocesan Board of Finance (whose members include members of the Diocesan Synod – see paragraph 4(i)) is required to have a majority of lay members (Section (1d) (ii) of the Diocesan Boards of Finance Measure 1925).

* 'CRR' refers to the Church Representation Rules 2022

PART 2

STANDING ORDERS OF ELY DIOCESAN SYNOD

MEMBERSHIP OF THE SYNOD

1. The Secretary shall keep a roll of the members of the Synod and shall take any necessary steps to fill vacancies.

Participation by Non-Members

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

Procedure for Co-options

3. The Bishop's Council, constituted under Standing Order 113 and Appendix 1, shall have the right to nominate persons for co-option by the House of Clergy or the House of Laity or otherwise to determine who else may nominate such persons but in other respects the procedure for co-opting members shall be determined by the respective Houses.

TERM OF OFFICE

Co-opted and Nominated Members

4. 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 the return of results in the triennial elections.

THE PRESIDENT AND VICE-PRESIDENTS

President

5. The Diocesan Bishop shall be the President of Synod in accordance with Rule 29(2) of the Church Representation Rules 2022.

Election of Vice-Presidents and House Chairs

6. Before the first meeting of the Synod after the triennial 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 and Chair of the relevant House. All qualified electors shall be notified of the vacancy/ies and be invited to nominate candidates. Every nomination must have a proposer and seconder, each of whom should be qualified electors. Nominations must be accompanied by a signed statement of the candidate's willingness to serve, and, if desired, an election address

of no more than 150 words shall be delivered to the Secretary within such period (being no fewer than 14 days) as may be specified. In the case of an equality of votes, the tie shall be broken by lot.

CHAIR OF MEETING

7. The President, unless on any occasion he or she nominates one of the Vice-Presidents or another member to take the Chair, shall be Chair at meetings of the Synod.

Separate Meetings of the Houses

8. The President and each Vice-President shall be Chair of the House of which he or she is a member but need not preside over its meetings if and to the extent that Standing Orders of the House so provide.

Powers of the Chair

9. Subject to these Standing Orders and the directions of the President, the procedure of the Synod and its Houses shall be regulated by the respective Chair of each.

OFFICERS

Secretary

10. The Synod shall appoint a Secretary.
11. The Secretary may be either a clerk in holy orders or a lay person and either salaried or honorary.
12. The Secretary shall:
 - i) be responsible for the administrative arrangements for meetings of the Synod;
 - ii) prepare the draft agenda papers and minutes of the Synod;
 - iii) perform such other duties as the Synod shall assign to the Secretary.
13. The Secretary shall be entitled to attend any meetings of any council or committee of the Synod and to receive all papers of such councils or committees.

Assistant Secretary

14. The Bishop's Council may appoint an Assistant Secretary of the Synod.

Registrar

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

Terms of Appointment

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

MEETINGS OF THE SYNOD

17. The Synod shall meet upon the summons of the President.

When and Where Held

18. The President shall summon not less than two meetings in each year at such times and places as the President shall direct.

Meetings by Request

19. If either the Bishop's Council by resolution so requests or if the President receives a requisition for the purpose signed by not less than 30 members, the President shall summon a meeting of the Synod, which shall be held within five weeks following the request or the receipt of the requisition.

Notice of Ordinary Meetings

20. The dates of ordinary meetings of the Synod for the subsequent year shall be announced to members as soon as possible in such manner as the President shall direct. Notice will be served on each member, inviting them to submit items for business to be received by the Secretary not later than eight weeks before any meeting of the Synod.

Notice of Special Meetings

21. In case of sudden emergency or other special circumstances, a meeting may be convened at not less than seven 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.

Form of Notice

22. Every notice under Standing Orders 20 and 21 shall be in writing, including by electronic means.

SEPARATE MEETINGS OF THE HOUSES

23. A House shall meet separately when:
 - i) it is required so to do under these Standing Orders;
 - ii) it has so decided in accordance with its own Standing Orders;
 - iii) the Chair of the House has so directed; or

iv) the Synod has so directed.

and subject to any directions by the Synod or the House concerned, the date, time and place of any separate meeting shall be fixed by the Chair of that meeting.

AGENDA

Content

24. 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 the Synod, a sub-group of the Bishop's Council shall set the agenda for each of its meetings, specifying therein all business both identified by the sub-group as requiring inclusion, or 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. The Bishop's Council sub-group may authorise late changes to the agenda in exceptional circumstances.
25. The sub-group of the Bishop's Council referred to in Standing Order 24 shall include, but not be limited to, the Bishop of Ely, the Bishop of Ely's Senior Chaplain, the Diocesan Secretary, the Clerk to the Synod and the Chairs of both Houses.

Circulation

26. The Secretary shall post or deliver, including by electronic means where previously agreed with the member concerned, an agenda paper to every person entitled to receive a notice of the meeting 10 days before a meeting, or in the case of a special meeting called at less than 10 days' notice, at the same time as the notice. The notice shall state the start time and place of the meeting.

Business Permitted to be Considered

27. 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.

Order of Business

28. In considering the order of business the Bishop's Council shall give special consideration to items:
 - i) brought before the Synod at the request or direction of the President;
 - ii) referred to the Diocesan Synod by the General Synod or by a Deanery Synod in the Diocese under Standing Order 100.

and may also allot special times at which such items shall, unless previously disposed of, be taken and set time-limits on any motions, where it considers this to be necessary.

Varying the Order of Business

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

NOTICE OF BUSINESS

Form of Notice

30. Subject to Standing Order 21, notice of any business for a meeting of the Synod or any report to be considered, shall be in writing, signed and delivered to the Secretary by hand or by post or by electronic means not later than the period before the meeting which is specified in Standing Order 31.

Length of Notice

31. 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 86	5 days

When not required

32. Notice of the following business shall not be required:
- i) a motion or amendment moved by permission of the Chair, provided that the full text of such motion or amendment shall be handed to the Secretary before it is moved;
 - ii) business adjourned;
 - iii) a procedural motion specified in Standing Order 67;
 - iv) a supplementary question under Standing Order 86.

REPORTS OF MEETINGS

33. After a meeting of the Diocesan Synod, reports of the proceedings will be published as widely as possible by the Diocesan Communications team.

MINUTES OF THE SYNOD

34. Minutes of the meetings of Synod shall be kept by the Secretary of the Synod and shall be submitted for approval to the Synod.

QUORUM

35. A quorum of the Synod shall be one third of the members of the House of Clergy, one third of the members of the House of Laity and the President or a duly appointed commissary. This quorum shall be necessary for the consideration of all business except business conducted under Standing Order 21, the adjournment of the Synod under Standing Order 70 or of a debate under Standing Order 72.

If Quorum not Present

36. If a quorum is not present, the Chair shall adjourn the Synod until such time as he or she shall determine. Any member may call the attention of the Chair 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 Chair has conclusively announced the result of the vote on that question.

CONDUCT OF BUSINESS

37. The conduct of business of the Synod shall be in accordance with these Standing Orders, and shall follow one of the following procedures, reflecting the relevant function of Synod as set out in paragraph 3(i) of Part I of this Handbook and below:
- i. Formal debate, including amendments
Function objective: decision making or expressing a collective opinion
 - ii. Informal Discussion (for example, to collect ideas and comments)
Function objective: consultation and advising
 - iii. Presentation followed by questions and answers (for example, about developments and initiatives taking place in the administration and missional work of the Diocese)
Function objective: to better inform the Synod to perform its functions as set out in paragraph 3(i) of Part I of this Handbook.
38. Subject to any legal requirement for a particular procedure to be followed (for example, consideration and formal debate on matters referred under Article 8 of the constitution of General Synod), those submitting items for inclusion on the agenda should indicate which procedure as outlined in Standing Order 37 is in their opinion the most appropriate to be followed in any particular case, however the Chair, taking into account any advice given by the Bishop's Council, shall determine in each case the relevant procedure to be followed for each agenda item, or part thereof.

RULES OF FORMAL DEBATE

39. The President, in consultation with the Chair, shall invite one or more speakers to present any item on the agenda allocated for formal debate in accordance with Standing Order 37(i).

Order of Speeches

40. The Chair shall call upon members who desire to speak and may require them to give their names to the Secretary in writing. The Chair shall also determine the order in which they speak.

Breach of Order

41. The Chair shall call a member to order for failure 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 Chair, disregard of the authority of the Chair, or any other breach of order and may order the member to end any speech which they may be making.

Point of Order

42. 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 briefly what they have to say.

Personal Explanations

43. 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 they have 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 Chair, the debate is likely to benefit from such explanation.

Interruptions Otherwise not Permitted

44. Save as provided in Standing Orders 42 and 43 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 Chair on a point of order or admissibility of a personal explanation shall not be open to question.

Speaking to a Motion

45. A member shall not speak unless upon a motion or amendment save as provided in Standing Orders 42, 43 and 86.

Speaking more than once

46. A member shall not speak more than once upon the same question except:

- i) as provided in Standing Orders 42, 43, 47 and 86;
- ii) by permission of the Chair 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 may speak twice.

Designated Debate

47. When the Bishop's Council decides that in respect of any particular item on the Synod agenda, a specially structured debate should take place, the President may nominate either one or two speakers to propose the motion and either one or two speakers to oppose the motion and may give the right to speak a second time at the close of the debate to any two of these persons, one for and one against the motion, the length of these speeches being at the discretion of the Chair under Standing Order 48.

Length of Speeches

48. Save as provided in these Standing Orders, or in the case of a visitor attending by invitation under Standing Order 2, no speech shall exceed five minutes but the Chair may at any time lengthen or shorten this period provided that he or she shall inform the Synod of that ruling which shall not be open to debate or question.

Moving

49. i) Every matter debated in the Synod shall have been moved by a member who shall have up to ten minutes to address Synod.
- ii) A motion or amendment which, when called by the Chair, is not moved by the member who has given notice thereof, may be moved by some other member instead.

Withdrawal

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

Reconsideration and Rescission

51. 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.

Division

52. The Chair may, with the consent of the mover, divide any motion or amendment in such manner as to enable the Synod to vote separately upon each part of the motion or amendment so divided.

Reference-Back Motions not Permitted

53. During the debate on any motion it shall not be in order to move a further motion to refer back that motion or any recommendation to which it relates but if otherwise permissible an amendment to this effect may be moved. Where a motion so amended is carried but specifies no one to whom the matter is to be referred, this question shall be decided by the Bishop's Council. No amendment shall be moved for the reference back of any matter referred by the General Synod to the Diocesan Synod.

AMENDMENTS IN FORMAL DEBATES

When Permitted

54. Except as provided in Standing Orders 55 and 128, any member may give notice of an amendment to any motion; the Chair shall decide which amendments are called for consideration by the Synod. An amendment shall be relevant to and shall not have the effect of negating the main motion or amendment.

When not Permitted

55. An amendment to the following shall not be permitted:
- i) a procedural motion under Standing Order 67;
 - ii) a motion to receive the report of a council or committee under Standing Order 128;
 - iii) a motion under Standing Order 93(i) in reply to any question referred by the General Synod.

Amendments to Amendments

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

Delivery in Writing

57. Before an amendment is moved, a copy thereof in writing shall be delivered to the Secretary.

Form of Amendments

58. 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
59. Amendments shall be moved and put to the vote before the vote on the main motion but otherwise in the order determined by the Chair. By permission of the Chair during the debate on an amendment, other amendments may be discussed but not moved.

RULES OF INFORMAL DISCUSSION

60. The President, in consultation with the Chair, shall invite one or more speakers to present any item on the agenda allocated for informal discussion in accordance with Standing Order 37(ii).
61. The Chair of Synod will explain the procedure and timing to Synod, including any particular instructions for the small group (usually table) discussions which will follow.
62. Except as directed otherwise by the President, in consultation with the Chair, the nominated speaker or speakers shall have a total of up to ten minutes to address Synod.
63. Comments and/or ideas from Synod members will be either invited from the floor or collected in writing from each small group (usually table) at the Chair's discretion. Where participation is invited from the floor, Standing Orders 40 and 41 will apply and a time limit not exceeding five minutes for contributions from the floor shall be observed.

RULES OF PRESENTATION FOLLOWED BY Q&A

64. The President, in consultation with the Chair, shall invite one or more speakers to present any item on the agenda allocated for presentation followed by an opportunity for informal questions and answers in accordance with Standing Order 37(iii).
65. Following any presentation made under this Standing Order, the Chair may invite members of the Synod to ask informal questions, which must clearly relate to the subject or content of the presentation, of the speaker or other people present identified by the Chair.
66. The Chair in his or her sole discretion shall determine how to conduct the question and answer session as appropriate in the circumstances.

PROCEDURAL MOTIONS

Content

67. Subject to these Standing Orders, the following procedural motions (whose common title is shown in brackets) may, with the consent of the Chair, 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 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 three minutes (speech limit);

- vi) a motion to vary the order of business;
- vii) a motion to suspend a Standing Order.

A speech of up to two minutes duration will be allowed for the formal moving of motions (i-iv) only. No speech shall be allowed for the formal moving of the remaining procedural motions.

When not Permitted

68. A procedural 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.

Next Business

69. 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 question is put".
 - ii) a motion for next business shall take precedence over all amendments of which notice has been given;
 - iii) if such motion is carried, the original motion shall lapse either forthwith or before the question is put, as the cases may be and not be reconsidered during the same meeting of the Synod.
 - iv) if rejected, such motion shall not be moved again on the original motion unless that motion be substantially amended.
 - v) during the discussion on a motion, "That the Synod do pass to the next business before the question is put", it shall be in order to debate the merits of the original question.

Adjournment of Synod

70. 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 two minutes; the mover of the original motion, if any, or if not, some other member may speak for not more than two minutes in reply; the 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 18;
 - iv) subject to any resolution of the Synod, the business interrupted shall be resumed at the next meeting;
 - v) if rejected, the adjournment of the Synod shall not be moved again, except by permission of the Chair, until a further hour has elapsed.

Adjournment of Debate

71. Standing Order 70 shall, unless the context otherwise requires, apply also to this motion except that:
- i) if a motion to adjourn the debate 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.

Closure

72. The following rules of debate shall apply:
- i) if a motion for closure is permitted by the Chair, 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.

Speech Limit

73. The following rules of debate shall apply:
- i) if a motion to limit the length of all further speeches on this question is permitted by the Chair, it shall be put forward without discussion;
 - ii) notwithstanding the time limits imposed by Standing Order 48, on this motion being carried no speech shall exceed the number of minutes specified therein, but the Chair may, for any special reason of which he or she shall be the sole judge, allow a longer or shorter time to any member provided that when so doing the Chair shall inform members of that ruling and in exercising that discretion shall have particular regard to any member who has the right of reply to the debate.

Suspension of Standing Orders

74. After notice or, by permission of the Chair, 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

Assent of Three Houses

75. i) Subject to Standing Orders 76 and 77, nothing shall be deemed to have the assent of the Diocesan Synod unless the three Houses which constitute the Synod have assented thereto.
- ii) 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, before any vote is taken, 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.

Procedure for Decisions

76. 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 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.

Matters Referred under Article 8

77. 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 that Article.

Voting by Houses

78. 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 76.

Majority Required for Decisions

79. 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 the 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 74, require the votes of the 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.

Equal Voting in the House of Bishops

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

Opinion of President

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

Voting Rights of Chair

82. The Chair (subject to the rights of the President when he or she is in the Chair) shall have the same voting rights as other members and shall have no second or casting vote.

Mode of Voting

83. The Chair on putting any question to the vote shall take a show of hands, the result of which as announced by the Chair shall be conclusive. He or she may order the hands to be counted and shall do so under Standing Order 93(i) or if any ten members so require. In cases where the vote is close, the Chair may, or if any ten members so require shall, instruct that the vote be taken again, with votes being recorded on voting papers signed by the voter on the reverse thereof.

Requests for Separate Voting

84. Where any ten members demand a separate vote of each House, or the President requires his distinct opinion to be recorded, such demand or request shall be made before the question is put, or immediately upon the announcement of the result of a vote by show of hands, whether counted or not, or by voting papers in accordance with Standing Order 83.

Procedure for Count of Hands

85. 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 Chair.

QUESTIONS

To Whom Addressed

86. Subject to due notice under Standing Orders 30 and 31, or otherwise at the Chair's discretion, a question may be asked of:
- i) any officer of the Diocesan Synod referred to in these Standing Orders or, with the President's approval, a senior member of the Diocesan staff;
 - ii) the Chair of any body constituted by the Synod or on which it is represented;

provided that the person asked may, without reason given, refuse to answer that question. A member may ask up to two original questions at any one meeting. Any member may ask a supplementary question in relation to an original question; the Chair may allow up to three supplementaries, giving the member who tabled the original question preference.

Content

87. A question, if addressed to an officer, shall relate to the duties assigned to him or her and, if addressed to the Chair 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.

Persons Authorised to Reply

88. If the person of whom the question is asked is a member or officer of the Synod, or senior member of the Diocesan staff, he or she 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 or her.

DOCTRINAL MATTERS AND FORMS OF SERVICE

Requirement of Early Circulation

89. If notice is given of a motion which raises any question 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 Chair 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

90. 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.

Prior Notice and Documents Required

91. Unless the Bishop's Council decides to the contrary for any reason:
- i) members of the Diocesan Synod shall receive at least three months' notice of the reference; and
 - ii) a report or other document prepared by or on behalf of either the General Synod and/or the Bishop's Council shall be circulated.

Consultations within the Diocese

92. The Diocesan Synod, before voting on a reference, may refer any question arising from it to the deanery synods or parochial church councils in the Diocese for the expression of their views.
93. 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 vote of each House shall be taken under Standing Order 78. 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 may be moved on behalf of the Bishop's Council and amendments to such a motion shall be in order.

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.

Report on Results

94. The decision 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

Matters Referable

95. The Diocesan Synod may, on the motion of any members, 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 function within their competence and to report to the Diocesan Synod by a specified date.

Report on a Proposal to Refer Matters

96. 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.

Circulation of Reference

97. The Secretary of the Diocesan Synod shall send a copy of any resolution under Standing Order 95 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.

Form and Date of Reply

98. Subject to any direction by the Diocesan Synod, where a reference under Standing Order 95 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.

Report on Replies Received

99. 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 INDIVIDUAL MEMBERS OF SYNOD

By Deanery Synods

100. 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.

Notice to Diocesan Synod

101. Notice of a motion to be moved in the Diocesan Synod under Standing Order 100 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.

By Parochial Church Councils and Meetings

102. 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 that particular church or meeting, require the deanery synod to take appropriate action under Standing Order 100.

By Individual Members

103. An individual member of the Synod may put down a Private Member's motion for debate at the Diocesan Synod in response to Standing Order 20.

Consideration of Motions Received

104. i) The Bishop's Council through the Secretary, shall afford facilities at each meeting of the Diocesan Synod for members to indicate by signing a copy of each motion from deanery synods, notice of which has been received by the Secretary of the Synod under Standing Order 101 or from private members under Standing Order 103, the order in which such motions should be considered by the Council for inclusion on the agenda for future meetings of the Synod.
- ii) In considering such motions for inclusion on agendas for future meetings of the Synod under Standing Order 24, the Bishop's Council shall have regard to the number of signatures appended to each motion.
- iii) All such motions which attract less than twenty-five signatures after being available for signature at three consecutive meetings of the Synod shall be deemed to have fallen through lack of support.
- iv) All such motions which have not been debated by the end of the last meeting of the Synod before the triennial elections shall automatically fall but may be resubmitted by the deanery synod or the private member for consideration by the new Synod. A reminder that resubmission is necessary will be issued by the Secretary.

FINANCIAL BUSINESS

105. The Diocesan Board of Finance as constituted under the Diocesan Boards of Finance Powers Measure 1925 shall exercise the financial powers and duties of the Synod and in particular, shall be 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.

Duties of the Bishop's Council

106. The Bishop's Council shall be responsible for advising the President and the Synod, through the Diocesan Board of Finance, on the determination of priorities in the allocation of any funds. The Bishop's Council may delegate this function to a Finance Committee constituted under the Articles of Association of the Board.

Assent of the Synod to Financial Questions

107. Subject to the directions regulating the procedure of the Board, financial questions decided by the Synod sitting as the Diocesan Board of Finance shall not require the further assent of the Synod sitting as the Synod. In case of doubt, the question whether any business or question is financial shall be decided by the President.

Notice of Proposals Involving Expenditure

108. Except with the consent of the Bishop's Council and the Finance Committee of the Board, 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 Finance Committee of the Board, so as to give opportunity for their views on the proposal to be formulated and expressed during the debate.

GENERAL PROVISIONS

Admission of Press and Public

109. 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 Chair shall request the representative of the press and the public to withdraw.

Periods of Notice

110. 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.

Procedural Defects

111. A meeting of the Synod or any of its committees or councils, of which 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.

Amendment of Standing Orders

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

COMMITTEES AND COUNCILS

Statutory Committees

113. The Synod shall establish a Bishop's Council and Standing Committee of Synod (Bishop's Council) and 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. The terms of reference for the Bishop's Council and Standing Committee are set out in the Appendix, which shall be deemed to have the same status as these Standing Orders.

Committees and Councils Other than Statutory Committees

114. The Synod may at any time constitute such other committees or councils as in the opinion of the Synod are necessary or desirable and may delegate to a committee or council so constituted, with or without conditions, such functions of the Synod as it thinks fit. The Synod may dissolve any such committee once its function is served.

Membership of the Committees and Councils

115. Subject to any directions of the Synod and to any statutory provision, the Bishop's Council shall determine the number of members of a committee or council and whether they shall be appointed or elected. A committee or council may include persons who are not members of the Synod. The President or a member nominated by him or her, shall be a member of every committee or council.

Duration of Membership

116. i) The Bishop's Council may, subject to these Standing Orders and any resolution of the Synod, at any time dissolve a committee or council or alter the number of its members or its composition and shall determine the term of office of its members.
- ii) Persons elected or appointed to the Bishop's Council may not serve in that capacity for more than three full consecutive triennia without a break of at least one triennium.
- iii) Any person elected or appointed to the Bishop's Council who ceases to be eligible as a director and/or trustee of the Ely Diocesan Board of Finance may be removed as a member of the Bishop's Council if a two thirds majority (which must include the Bishop of Ely) of the voting members at a quorate meeting so resolve.

Sub-Committees

117. Every committee or council constituted by the Synod may appoint sub-committees or working groups as it thinks fit, save that the Bishop's Council, when appointing such sub-committees or working groups shall ensure that at least one member should also be a member of Bishop's Council. All such sub-committees and working groups shall be dissolved at the end of the term of the elected or appointed members of the committee or council that appointed them.

Electors

118. Any elected members of a committee or council may be elected by the Houses of Clergy and Laity of the Synod without discrimination as to Houses or by the two Houses voting separately or as the Synod shall determine. In the absence of any direction by either the Synod or by the Bishop's Council they shall be elected by the Houses of Clergy or Laity without discrimination.

Nominations for Election to Committees and Councils

119. Every nomination shall require a proposer who shall be a qualified elector 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 or she 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.

Voting in Elections

120. i) The names of the candidates, together with the name of the proposer shall in any other event be circulated to every qualified elector on a voting paper which when marked and signed on the back, shall be returnable to the Secretary within such period (not being less than 14 days) as he or she shall specify.
- ii) Subject to paragraph (iii) below, 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 (i.e. using the 'first past the post' method). In the event of an equality of votes, the tie shall be broken by lot.
- iii) Where the Synod or Bishop's Council has directed that the election shall be conducted upon the method of the single transferable vote, the rules, with the necessary modification, made by the General Synod under Church Representation Rule 42 (1) and for the time being in force, shall be used.

Power of the Bishop to fill vacancies on Committees, Councils and the Bishop's Council

121. Where in accordance with Standing Order 119 nominations have been sought for candidates for election to committees and councils and insufficient nominations have been received by the Secretary within the period specified, the Diocesan Bishop upon the recommendation of the Chair of the council or committee concerned, may appoint persons to fill the seats left vacant subject to statutory provisions which may not deem this to be possible. Persons appointed by the Bishop shall hold office for such term as the Bishop shall determine but for no longer than the duly elected members of the committee or council.
122. Where in accordance with Standing Order 119 nominations have been sought for candidates for election to the Bishop's Council and insufficient nominations have been received by the Secretary within the period specified, the Diocesan Bishop, after consultation with the Vice-President of either the House of Clergy or House of Laity as appropriate, may appoint persons to fill the seats left vacant. Persons appointed by the Bishop shall hold office for such term as the Bishop shall determine but for no longer than the duly elected members of the Council.

Casual Vacancies

123. 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.

Directions by the Bishop's Council

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

The Bishop's Council has made the following directions in respect of election procedure:

- i) *Electors*
 - a) *Voting Constituencies*

The constituencies for elections will be determined by the constitution of each committee. Generally, and where not otherwise specified, the constituency shall be the Archidiaconal Area.
 - b) *Voting by Houses*

In order to standardise the voting arrangements in future elections, the Bishop's Council has directed that each Synod House of each Archidiaconal Area should hold its own election to select members of Diocesan Councils and Committees.
- ii) *Method of Voting*

The method of voting to be employed is that described in Standing Order 120(ii) i.e the "first past the post" system
- iii) *Ex-officio Members*

A person who holds ex-officio membership of a particular committee or council is ineligible for nomination to elected places on the committee or council concerned.

PROCEDURE OF COMMITTEES

Chair

125. If the President is a member of a committee or council, he or she shall be Chair thereof, if he or she so elects. If he or she does not so elect they may appoint a Chair who may be either an elected, ex-officio, co-opted or nominated member of the committee or council. If the President neither elects to be Chair nor appoints a Chair, the committee or council shall, subject to any direction by the Synod or the Bishop's Council, at its first meeting elect a Chair from its own members. In the

absence of the Chair from a meeting of the committee or council, a Chair for that meeting shall be elected by the committee or council.

Quorum

126. Subject to provisions in its own constitution or terms of reference to the contrary, not less than one-third of the total members of a committee shall form a quorum but a committee or council may act notwithstanding a vacancy in the membership.

Voting

127. Questions submitted to a meeting of a committee or council shall be decided by a majority of those present and voting, save that in the case of an equality of votes the Chair shall have a second or casting vote.

Reports

128. Every committee or council shall report to the Synod 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 by the Chair or in his or her absence by a member of the committee or council which is responsible for the report on the motion, "That this report be received".

No amendment to such motion shall be permitted but if the motion is carried, it shall not be deemed to commit the Synod to the acceptance of any matter in the report.

General

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

REPRESENTATION ON OTHER BODIES

130. The procedure for appointing or electing representatives to serve on any committee 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.

PART 3

ELY DIOCESAN SYNOD: STANDING ORDERS OF THE HOUSES OF CLERGY AND LAITY

VICE-PRESIDENT

1. A candidate for election to the office of Vice-President of the Synod shall be proposed and seconded by members of the relevant House and if there is more than one candidate, a vote shall be taken. If the votes are equal the decision shall be taken by lot.
2. After he or she is elected the Vice-President shall take the Chair at all meetings of the House unless he or she nominates another member to do so. In the event of absence of the Chair and if the Chair has made no nominations the members present may choose a member to take the Chair.

CO-OPTED MEMBERS

3. Co-option of additional members, up to five per House, shall be by resolution of the House.

VOTING

4. Any vote taken under House Standing Orders 1-3 shall be by show of hands unless any member objects or the Chair rules otherwise in which case there shall be a ballot.
5. In other respects voting in the House shall be governed by Standing Order 83 of the Synod.
6. The Chair of any meeting of the House shall have the same voting rights as other members and shall have no second or casting vote.

OFFICERS

7. The House shall appoint a Secretary who may be the Secretary or Assistant Secretary of the Synod.
8. The duties of the Secretary to the House shall be similar to the Secretary's duties to the Synod as set out in Standing Order 12 of the Synod.
9. The House standing committee constituted under House Standing Order 21 may appoint an Assistant Secretary.

MEETINGS

10. Except as provided in Standing Order 6 of the Synod, the House shall meet upon the summons of the Vice-President and shall adjourn on his or her motion or in his or her absence on that of the Chair of the meeting.

11. The Vice-President may summon a meeting whenever he or she sees fit and shall do so:
- i) when one is required under these Standing Orders or those of the Synod;
 - ii) when the Synod so directs;
 - iii) when the House Standing Committee by resolution so requests;
 - iv) if he or she receives a requisition for that purpose signed by not less than fifteen members.

12. Notice of a meeting called for one or more of the following purposes only shall be sent out not less than 14 days beforehand:
- i) co-option of additional members;
 - ii) appointment of officers

The business shall be specified in the notice and no separate agenda paper need be sent out.

13. In special circumstances an emergency meeting may be convened under Standing Order 21 of the Synod.
14. Not less than five weeks before any other meeting a notice thereof, in writing, shall be posted or delivered, including by electronic means where previously agreed with the member concerned, to every member specifying any business proposed to be transacted at the meeting and inviting other business.
15. Subject to House Standing Orders 12 and 13 the Secretary shall post or deliver, including by electronic means where previously agreed with the member concerned, an agenda paper to every member not less than fourteen days before the meeting.
16. Notice of any business for a meeting of the House or any report to be considered shall be in writing (including where sent electronically), signed and delivered to the Secretary not later than the following periods before the meeting:

New business for the agenda	28 days
Motions and amendments arising from the agenda	2 days
Questions	2 days

17. Except with the permission of the Chair no business shall be considered at a meeting of the House other than that specified on the agenda or arising therefrom.

GENERAL RULES OF DEBATE

18. Without prejudice to the generality of the House Standing Order 27 debates in the House shall be governed by Standing Orders 35 to 53 of the Synod.
19. The Chair may at any time suspend all or any of the Standing Orders referred to in House Standing Order 18 to facilitate a general discussion. Any such discussion shall be conducted in a manner to be determined by the Chair and shall end when he or she so

rules but no motion or amendment shall be moved or put to the vote while Standing Orders are suspended.

QUESTIONS

20. Questions may be asked of the Vice-President or any officer of the House, in respect of their duties to the House, or of the Chair of any committee set up by the House in respect of the business of that committee. Standing Orders 86 to 88 of the Synod shall apply to questions in the House but no questions may be asked that are not specified in this Standing Order.

COMMITTEES

21. Subject to the House Standing Order 22 those members of the House who are members of the Bishop's Council shall be the Standing Committee of the House with functions similar to those set out in the Appendix.
22. The House may by resolution determine the composition of the House Standing Committee provided that:
 - i) all members of the committee shall be members of the House;
 - ii) at least half of the members of the committee shall be elected by the House;
 - ii) if there are more candidates for election than there are places to be filled there shall be a ballot.
23. The Vice-President shall be Chair and the Secretary of the House shall be Secretary of the House Standing Committee.
24. The House Standing Committee may choose a Deputy Chair.
25. Subject to any directions of the Synod or of the House, the House Standing Committee may appoint and having appointed, may dissolve other committees with such membership, functions, terms of office and rules of procedure as it may decide and may direct that some or all of the members be elected in such manner and for such periods of office as it may determine.
26. Subject to any directions of the Synod, Standing Orders 125 to 129 of the Synod shall not apply to committees set up under House Standing Order 25. Such committees shall determine their own procedure insofar as this has not been laid down by the House Standing Committee or by the House.

GENERAL PROVISIONS

27. Subject to these Standing Orders the procedure of the House shall be the same, mutatis mutandis, as that of the Synod and the Standing Orders of the Synod, where appropriate, shall apply to the House.
28. A motion for the amendment of these Standing Orders shall not be voted on unless it has been considered by the House Standing Committee and no such amendment shall take effect unless it is consistent with the Standing Orders of the Synod.

PART 4

ELY DIOCESAN BOARD OF FINANCE

DIRECTIONS REGULATING THE PROCEDURE OF THE BOARD

1. The Board of Finance (“the Board”) shall act in consultation with the Diocesan Synod (“the Synod”).

ALLOCATIONS OF FUNDS

2. The Board shall be responsible for raising, administering and allocating Diocesan Funds for:
 - a) the maintenance of the necessary organisation of the Diocese, including the augmentation of clerical stipends; and
 - b) the requirements of any properly constituted committees of the Synod or of the Board (in these directions referred to as “the committees”).

The money allocated to the committees shall be expended by them subject to any statutory provisions and to any limitations laid down by the Board.

3. The Board shall cause these requirements to be examined and if necessary, revised after consultation with the committees.

APPORTIONMENT OF PARISH SHARE

4. In consultation with the Bishop’s Council the Board shall cause to be prepared and laid before either the Synod or the Board in general meeting:
 - a) a complete estimate of the total sum required to be raised for the following year’s expenditure; and
 - b) the apportionment to deaneries on the basis of a formula agreed by the Synod for onward apportionment to the parishes.
5. For the purposes of apportionment to deaneries, the Board may from time to time call for returns from parishes of such information as it deems necessary. If the Secretary of the Board shall not have received such a return from any parish by the date specified in the request, the Board shall determine the figures to be used for that parish in calculating the deanery apportionment.
6. Before the estimate referred to in paragraph 4 above is approved by the Synod the Board shall provide deaneries with the opportunity to comment on the proposed expenditure and means of meeting it.
7. After the estimate and the amounts apportioned on the deaneries, or any amendments thereof respectively, have been approved by the Synod, the Secretary shall at once inform each Rural Dean, Lay Chair and Deanery Treasurer of the amount apportioned on the relevant deanery. The Deanery Standing Committee is responsible for further apportionment to parishes.

8. If, on receipt of the deanery apportionments, the deanery synod or its duly constituted finance committee considers that the assessment is inexpedient in the light of the deanery's exceptional circumstances, the matter shall be reported to the Secretary of the Board, and the Board shall reconsider the equity of the deanery apportionment.
9. At each meeting of the Board, reports shall include:
 - a) the amounts invited and received from deaneries; and
 - b) the work of the Board since the previous meeting.

BUSINESS AND PROCEDURE

10. Subject to any statutory provision, to the Memorandum & Articles of Association of the Board and to these directions, Standing Orders 30-32, 35-74 and 86-88, (all inclusive) of the Synod, shall govern the business and procedure of the Board. For directions governing the composition of the Finance Committee, see the Committee Handbook.
11. The Chair may at any time suspend all or any of the Standing Orders referred to in the previous paragraph to facilitate a general discussion. Any such discussion shall be conducted in a manner to be determined by the Chair and shall end when he or she so rules, but no motion or amendment shall be moved or put to the vote while Standing Orders are suspended.
12. Immediately after a motion has been moved and seconded, the Chair may give members an opportunity to ask questions for the purpose of elucidating facts.
13. Any reference in Standing Orders to the Bishop's Council may, insofar as that Council directs, refer to a Finance Committee constituted under Standing Order 106.

MOTIONS PROPOSING ADDITIONAL EXPENDITURE

14. No motion or amendment proposing additional expenditure may be moved without the consent of either the Bishop's Council or the Finance Committee unless 14 days' notice has been given in writing to the Secretary of the Board. In case of doubt the question whether any motion or amendment does propose additional expenditure shall be decided by the Chair.
15. Except with the consent of either the Bishop's Council or the Finance Committee no motion or amendment proposing additional expenditure shall be put to the vote before the meeting of the Board following that at which it is proposed.

SEPARATE VOTING BY EPISCOPAL, CLERICAL AND LAY MEMBERS

16. If a poll is demanded on any question in accordance with the Articles of Association of the Board and either the President or any fourteen members present so require, the votes of the Episcopal, Clerical and Lay members shall be counted separately.

No decision on any such question shall take effect without the assent of the President and of majorities in all three Houses (Episcopal, Clerical and Lay).

BISHOP'S COUNCIL TERMS OF REFERENCE

Composition

The Bishop's Council and Standing Committee of Synod (in this handbook referred to as "The Bishop's Council") shall consist of:

Ex officio:

Bishop of Ely
Bishop of Huntingdon
Chair of the House of Clergy
Chair of the House of Laity
The Dean
Archdeacon of Cambridge
Archdeacon of Huntingdon and Wisbech
Chair of the DBF (Finance Committee)

Appointed:

Up to five members appointed by the Bishop from amongst those who carry out specific responsibility for some aspects of Diocesan policy

Elected:

Three clerical and five lay members of Diocesan Synod for each Archdeaconry (elected by the members of the relevant house from each Archidiaconal area)

One Proctor in Convocation

One Lay Diocesan representative of General Synod

Co-opted:

Up to four persons co-opted by Council

Election to the Bishop's Council

The election for members of the Bishop's Council shall take place immediately after the election of a new Synod and members shall retire on the election of their successors or on ceasing to be qualified. The procedure for their election shall otherwise be as provided in Standing Order 124.

Officers

The officers of the Bishop's Council shall be:

- i) The President of the Synod shall be Chair;
- ii) A member of the Council nominated by the President with the consent of the Council shall be Vice-Chair;
- iii) The Secretary of the Synod shall be Secretary.

Functions

The functions of the Bishop's Council shall be:

- i) subject to the directions of the Synod, to transact the business of the Synod when it is not in session;
- ii) to advise the Synod on matters of policy which are placed before it;
- iii) to receive and approve recommendations from any of its sub-committees for the agenda items to be placed before Synod and to circulate to members information about matters for discussion;
- iv) to recommend priorities for the use of Diocesan resources and to express views on proposed initiatives and strategies;
- v) to advise the President and his staff on any matters which they may refer to the Council;
- vi) to appoint members to committees and boards or to nominate members for election to committee and boards, in accordance with statutory provisions or the directions of the Synod;
- vii) to act as the Diocesan Mission and Pastoral Committee; and
- viii) to carry out such other functions as Synod may delegate to it.

Term of Office

Pursuant to Standing Order 116 elected and appointed members may not serve in that capacity for more than three full consecutive triennia without a break of at least one triennium.

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF ELY DIOCESAN BOARD OF FINANCE**

The Companies Act 1985

Articles Of Association

(Adopted by special resolution passed on 27th May 1994)

Of

The Ely Diocesan Board Of Finance

Incorporated on the 19th November, 1915

Interpretation

I. 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 the Board;

"Bishop" means the Bishop for the time being of the Diocese;

"Board" means the Ely Diocesan Board of Finance;

"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;

"Diocese" means whatever for the time being shall be the Church of England Diocese called the Diocese of Ely;

"Property" means the moneys, stocks, funds, shares and securities, lands, advowsons, hereditaments, buildings and other real and personal property from time to time belonging to or under the control, management or administration of the Board or to which the Board or any person or persons in trust for them shall from time to time be seized, possessed or entitled, or to, in or upon which the Board may from time to time have any right, title, interest, claim, lien, charge or demand;

"Seal" means the Common Seal of the Board;

"Secretary" means the Secretary of the Board or any other person appointed to perform the duties of the Secretary of the Board including a joint, Assistant or Deputy Secretary;

"Bishop's Council and Standing Committee" means the Bishop's Council and Standing Committee from time to time of the Diocese;

"Standing Orders" means the Standing Orders from time to time of the Synod;

"Synod" means the Diocesan Synod for the time being of the Diocese;

"United Kingdom" means Great Britain and Northern Ireland.

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 be less than 150 and shall not exceed 270.
3. Subject to Article 2 the following persons shall be qualified to be members of the Board:
 - (A) The Bishop for the time being of the Diocese (who shall be the President of the Board ex-officio)
 - (B) Each and every member for the time being of the Synod
 - (C) Such other persons as may be co-opted in manner hereinafter provided.
4. 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 more than 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.
 - (A) Members of the Board shall hold office for the lifetime of the Synod of which they are Members.
 - (B) Each person, who becomes a member of the Board by virtue of his membership of the Synod, shall cease to be a member of the Board on ceasing to be a member of the Synod.
 - (C) Members of the Board co-opted under Article 3(C) shall hold office for the lifetime of the Synod during which they are co-opted.
6. Every person qualified to be a member of the Board and whose name is entered in the register of members pursuant to Section 352 of the Act shall be a member of the Board.
7. The Board may act notwithstanding any vacancy in the numbers of members.

8. 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 the 31st July following the election of the next Synod after the adoption of these Articles, and shall then cease to be members but may immediately become qualified to be members again under the provisions of Article 3.

General Meetings of the Board

9. 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.
10. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
11. The Secretary, at the request of the Chair of the board, or of the Bishop or of one sixth of the total membership of the Board, shall convene an Extraordinary General Meeting. Any requisition made by members of the Board shall express the object of the meeting proposed to be called. Upon the receipt of such requisition the Secretary shall forthwith proceed to convene a General Meeting and if he/she does not convene the same within twenty one days from the date of the receipt of such requisition the members making such requisition may themselves convene a General Meeting.

Notice of General Meetings

12. Subject to the provisions of Section 369 of the Act any meeting shall be called by at least twenty one Clear Days notice. The notice shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned 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 notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

14. Subject to the provisions of the Articles the proceedings at all General Meetings shall be conducted in accordance with 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 member 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 quorum ceases to be present, the meeting shall stand adjourned to such other time as the directors 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 board of

directors and the Auditors and the appointment of, and the fixing of the remuneration of, the Auditors.

18. The Bishop shall be President of the board, and he, or at his request, one of the Vice-Presidents of the Diocesan Synod, shall preside as Chair at every General Meeting of the Board.
19. If there is no such Chair, or if he/she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be Chair of the meeting.
20. The Chair 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 any General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands, and a declaration by the Chair 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 is 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.
22. Each member of the Board entitled to vote shall have one vote only, and votes shall in all cases be given personally and not by proxy.

The Bishop's Council and Standing Committee

23. The members for the time being of the Bishop's Council and Standing Committee shall be the board of directors of the board.
24. No member of the Bishop's Council and Standing Committee shall vacate or be required to vacate his/her office on or by reason of his attaining or having attained the age of seventy or any other age, and any such member retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed shall be capable of being appointed or reappointed, as the case may be, as a member thereof, notwithstanding that at the time of such reappointment or appointment he/she has attained the age of seventy or any other age, and no special notice need be given of any resolution for the reappointment or appointment or approving the appointment as a member of a person who shall have attained the age of seventy or any other age.

Powers and Duties of the Bishop's Council and Standing Committee

25. The Bishop's Council and Standing Committee may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Board in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Act and to such Articles, being not inconsistent with the regulations

or provisions as may be prescribed by the Board in general meeting; but no regulations made by the Board in general meeting shall invalidate any prior act of the Bishop's Council and Standing Committee which would have been valid if that regulation had not been made.

26. 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 Bishop's Council and Standing Committee shall from time to time by resolution determine.
27. The Bishop's Council and Standing Committee shall cause Minutes to be made in books provided for the purpose:
 - (A) of all appointments of officers of the Board;
 - (B) of the names of the persons present at each meeting of the Bishop's Council and Standing Committee and of any other committee or sub-committee;
 - (C) of all resolutions and proceedings at all meetings of the Board and of the Bishop's Council and Standing Committee and of any other committee or sub-committee.
28. The Bishop's Council and Standing Committee may from time to time by resolution appoint or remove and delegate any of its powers to any committee or committees provided that any committee so formed shall, in exercise of powers so delegated, conform to any regulations that may be imposed on it by the Bishop's Council and Standing Committee, and provided that all its acts and proceedings shall be reported back to the Bishop's Council and Standing Committee as fully and promptly as the Bishop's Council and Standing Committee shall require.
29. All acts done by the Bishops Council and Standing Committee, or by any 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 Bishop's Council and Standing Committee or committee be as valid as if such vacancy, disqualification or defect had not existed.

Borrowing Powers

30. The Bishop's Council and Standing Committee may exercise all the powers of the Board to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Board or of any third party.

Proceedings of the Bishop's Council and Standing Committee

31. The members of the Bishop's Council and Standing Committee may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of any equality of votes the Chair of the meeting shall not have a second or casting vote. The Bishop may, and the Secretary on the requisition of five members shall, at any time summon a meeting of the Bishop's Council and Standing Committee. It shall

not be necessary to give notice of a meeting of the Committee to any member thereof for the time being absent from the United Kingdom.

32. The quorum necessary for the transaction of the business of the Bishop's Council and Standing Committee shall be one third of its total membership.
33. The Bishop's Council and Standing Committee may appoint sub-committees to report and advise on any matters referred to them, consisting of such of its members as it thinks fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Bishop's Council and Standing Committee.
34. The Bishop's Council and Standing Committee may appoint a Chair of a sub-committee or so far as it has not done so a sub-committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within five minutes after the time appointed for holding the same, the members of the sub-committee present may choose one of their members to be Chair of the meeting.
35. A 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 sub-committee present, and in the case of an equality of votes the Chair shall not have a second or casting vote.
36. A resolution in writing, signed by all the members of the Bishop's Council and Standing Committee for the time being entitled to receive notice of a meeting of the said Committee shall be as valid and effectual as if it had been passed at a meeting of the said Committee duly convened and held.

Officers of the Bishop's Council and Standing Committee

37. The Bishop's Council and Standing Committee shall, subject to the approval of the Board:
 - (A) appoint such Officers and members of staff either for permanent, temporary or special services as the Committee may from time to time deem necessary;
 - (B) determine the duties and powers of all officers and fix their salaries and emoluments and require security in such instances and to such amount as the Committee may deem fit for the proper and efficient discharge of such duties.
38. The Bishop's Council and Standing Committee shall remove or suspend any Officer or member of staff for such reasons as it may deem sufficient.

The Secretary

39. Subject to the provisions of the Act and these Articles the Secretary shall be appointed by the Diocesan Synod on the nomination of the Bishop's Council and Standing Committee. No other nominations shall be in order.

Vacation of Office

40. A member of the Board or the Bishop's Council and Standing Committee (as the case may be) shall vacate his/her office:-
 - (A) if he/she becomes prohibited from being a director by reason of any order made under the Act; or

- (B) if he/she becomes of unsound mind; or
- (C) if he/she is removed from office by a resolution duly passed pursuant to Section 303 of the Act; or
- (D) if he/she is convicted of any offence and committed to prison for a period of not less than three months without the option of a fine; or
- (E) if an elected member of the Bishop's Council and Standing Committee at the end of the lifetime of the Synod during which he/she is elected and otherwise when he/she shall cease to be a member of the Board.

The Seal

41. The Board shall provide a Common Seal which shall only be used by the authority of the Bishop's Council and Standing Committee or such sub-committees as it specifies. The Bishop's Council and Standing Committee may determine who shall sign any instrument to which the Seal is affixed and unless so determined it shall be signed by:

- (A) One member of the Bishop's Council and Standing Committee and by the Secretary or Assistant Secretary; or
- (B) by two members of the Bishop's Council and Standing Committee;

Accounts

42. The Bishop's Council and Standing Committee shall cause proper books of account to be kept with respect to:

- (A) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- (B) All sales and purchases of goods by the Company;
- (C) The assets and liabilities of the Company;
- (D) Each object or purpose in the management or administration of whose affairs the Company shall for the time being act.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of affairs of the Company and of all the departments thereof and to explain its transactions.

43. No member other than a member of the Bishop's Council and Standing Committee shall (as such) have any right to inspect any accounting records or other book or document other than the Minutes of the Board and Bishop's Council and Standing Committee except as conferred by statute or authorised by the Bishop's Council and Standing Committee or by ordinary resolution of the Board.
44. A copy of every balance sheet of the Board (including every document required by law to be annexed thereto) which is to be laid before the Board in General Meeting together with a copy of the Auditor's Report shall not less than twenty one 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

45. A notice may be served by the Board upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his/her

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 him/her shall be entitled to have notices served upon him/her 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 served by post, shall be deemed to have been served on the 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 office as a prepaid letter.

46. Notice of every General Meeting shall be given in any manner hereinbefore authorised to the Auditors and to every member of the Board 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

47. Subject to the provisions of Section 310 of the Act every member and officer of the Board shall be indemnified out of the funds of the Board against all losses and expenses incurred in the discharge of his/her duties, and each one shall be chargeable only for so much money or property as actually received by such persons for or in the discharge of the business of the Board; and each one shall be answerable only for his/her own act, neglect or default, and not for those of any other person, nor for the insufficiency of any security for money invested or of title to any property acquired, nor for any loss or damage which may happen in the discharge of his/her duties.

General

48. Subject and without prejudice to the Memorandum of Association and these 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 of 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 by or by the authority of a resolution of such a body, or of the authorised managers thereof.
49. In so far as statute permits, in any case of conflict between these Articles and Standing Orders, these Articles shall prevail.

Dissolution

50. Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.