

## **Bill No.2**

**Proposer: The Very Revd Dr William Morton**

**Embargo until Delivery · Check against Delivery**

I am most grateful for the opportunity to propose this Bill to amend Part II of Chapter VII of the Constitution of the Church of Ireland with regard to Saint Patrick's Cathedral, Dublin. Section 32 of Part II (National Cathedral of Saint Patrick, Dublin) Chapter 7 (Cathedrals) of the Constitution makes provision for a Cathedral Board for the National Cathedral of Saint Patrick known, as the "Board", to manage various functions in relation to the Cathedral.

These functions include having responsibility for the preservation, restoration and repair of the fabric of the Cathedral. The Board is an unincorporated association, or body, with charitable status, and is currently undertaking a major project for the repair and restoration of the roof of the Cathedral.

In order to facilitate the raising of funds, contractual arrangements for this project, and to provide the protection of limited liability for the members of the Board, the Board considers that it is desirable to incorporate as a company limited by guarantee without share capital ("CLG").

There are not any changes proposed in the membership, or functions, of the Board.

There are not any shareholders, or share capital, in this type of company.

Instead of shareholders, the company is required to appoint members who guarantee to contribute one euro to the company in the event of its winding up (subject to the Company Constitution)

The Cathedral, through the Board, employs staff, and engages in fundraising, including running a sizable visitor and events operation.

In addition, the Cathedral works with children and vulnerable adults, and is active in community, outreach and education initiatives, both locally, and on a national scale.

As such, it meets the criteria of a "complex charity", as defined under the Charities Act 2009.

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A CLG is the Charity Regulator's preferred structure, for charities of the Cathedral's scale and scope.

For a complex charity, such as the Cathedral, incorporating creates a new legal personality in the form of the CLG, bringing about an entity which exists separately from the individual members of the Board, who will then become directors of this new CLG.

This has several advantages, including that of perpetual succession, transparency of reporting, relieving trustees of automatic unlimited personal liability, and limiting members' liability.

In addition, a CLG can hold *real property* in the name of its Trustees.

The Board, in the form of a CLG, may take legal action, and, indeed, legal action may be taken against it, as opposed to the current situation where legal action may only be taken against the Board members, as individuals.

The legal title of a CLG must end in the suffix "Company Limited by Guarantee" or "CLG". However, a CLG may apply for removal of the suffix, to the Minister, when its objects are the promotion of religion, charity or any other prescribed object, and it is the intention of the Board to make such an application.

The CLG will have a constitution fully compliant with the Charities Act 2009, the Companies Act 2014, and the Constitution of the Church of Ireland.

The Cathedral Board has sought, and received, comprehensive legal and tax advice, and is confident that the establishment of the CLG may be undertaken without endangering the charitable aims of the Cathedral, its assets, its governance structure, or its continuing relationship with the Representative Church Body.