

CONSTITUTION OF

THE ULSTER COLLEGE OF MUSIC

Cleaver Fulton Rankin Limited
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The Ulster College of Music
“the College”

1. DEFINITION AND INTERPRETATION

1.1 In this Constitution, the following expressions have the specified meaning

- (a) “Applicable Charities Legislation” means the Charities Act (Northern Ireland) 1964, the Charities (Northern Ireland) Order 1987 and the Charities Act (Northern Ireland) 2008 to the extent that they are for the time being in force.
- (b) The Interpretation Act (Northern Ireland 1954) applies for the Interpretation of this Constitution as it applies for the interpretation of an Act of the Parliament of Northern Ireland.
- (c) “The Committee” means the Committee of Trustees of the College.
- (d) “Trustees” means and includes the trustees or trustee for the time being of the College and “Trustee” means any one of the Trustees.
- (e) “The College” means the College referred to in Clause 2 of the Constitution.
- (f) “Financial Expert” means a body which is reasonably believed by the Committee to be qualified to give the relevant advice and/or provide the relevant services by its ability in and practical experience of financial and other matters relating to the investment.
- (g) “The Fund” means, all sums of cash, including; investments, bank balances and any other property belonging to the College.
- (h) “General Meeting” means an Annual General Meeting or Special General Meeting of the College as the case may be.
- (i) “Life Members” means any person who has donated £250 or more prior to 9th April 2014.
- (j) “Objects” means the objects of the College as defined in Clause 3.
- (k) “Members” means
 - (i) those persons over seventeen years of age receiving and having paid in full for tuition at the College;
 - (ii) parents or guardians of all persons up to the age of seventeen years receiving and having paid in full for tuition at the College (“students”); and
 - (iii) all Staff;
 - (iv) existing Life Members of the College whose identities are recorded on the register of such Life Members maintained by the College.
- (l) “Staff” means any person providing teaching, administration and/or secretarial services to the College for remuneration.

- (m) "Trustee Report" means the Report of the Committee to be submitted at each Annual General Meeting of the College pursuant to Clause 10.4 below.

2. NAME

- 2.1 The name of the College shall be "The Ulster College of Music".

3. OBJECTS

- 3.1 The College's Objects are to promote the following purposes for the public benefit-

- 3.1.1 the advancement of education through the promotion, development, maintenance and study, teaching and practice of music and dramatic art in Northern Ireland; and
- 3.1.2 such other exclusively charitable purpose according to the law of Northern Ireland as the Trustees may from time to time decide.

4. POWERS AND FUNCTIONS

- 4.1 The College has the following powers, which may be exercised only in promoting the Objects:

- 4.1.1 to provide a centre for study, tuition and performance;
- 4.1.2 to arrange for recitals, concerts and performances;
- 4.1.3 to enter pupils for examinations, festivals and competitions both as individuals and as representatives of the College;
- 4.1.4 to publish or distribute information in any format;
- 4.1.5 to cooperate with other bodies;
- 4.1.6 to enter into any funding or other arrangement with any government (local, national or international) and to obtain from such government any rights, concessions, privileges, licences and/or permits;
- 4.1.7 to establish, participate in and/or support (financially or otherwise) groups, forums, associations, federations, or organisations with purposes that are within the Objects;
- 4.1.8 to set up, make grants to, support or administer other charities and undertake and execute charitable trusts;
- 4.1.9 to raise funds but not by means of taxable trading;
- 4.1.10 to accept any gift of money, property or other assets whether subject to any special trusts or not;
- 4.1.11 to acquire or hire property, rights or privileges of any kind and to construct, restore, improve, maintain and alter such property;
- 4.1.12 to let or dispose of or turn to account property of any kind (but only in accordance with the restrictions imposed by Applicable Charities Legislation (if any));

- 4.1.13 to pay any rent and other outgoings or expenses and execute and do all such other instruments, acts and things as may be requisite in connection with the use, maintenance, upkeep, expansion, alteration and improvement of such property;
- 4.1.14 to purchase, lease or hire and operate and maintain any equipment necessary or convenient for the administration of the College;
- 4.1.15 to make grants or loans of money and to give guarantees;
- 4.1.16 to set aside funds for special purposes or as reserve against future expenditure;
- 4.1.17 to deposit or invest funds in any manner (but to invest only after obtaining advice from a Financial Expert, unless the Trustees reasonably conclude that in all the circumstances it is unnecessary or inappropriate to do so, and having regard to the suitability of investment and the need for diversification);
- 4.1.18 to insure the property of the College against any foreseeable risk and take out other insurance policies to protect the College when required;
- 4.1.19 to purchase insurance designed to indemnify the Trustees against any personal liability in respect of any negligence, default, breach of trust or breach of duty committed by them in their capacity as Trustees provided that the terms of such insurance exclude the provision of indemnity for liability incurred:
 - 4.1.19.1 to pay a fine imposed in criminal proceedings;
 - 4.1.19.2 to pay a sum payable to a regulatory authority by way of a penalty in respect of non compliance with any requirement of a regulatory nature (howsoever arising);
 - 4.1.19.3 by a Trustee in defending criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty or wilful or reckless misconduct by him, or
 - 4.1.19.4 by a Trustee, to the College that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the College or in the case of which he did not care whether it was in the interests of the College or not;
- 4.1.20 to employ paid or unpaid agents, staff, professionals or advisers;
- 4.1.21 to enter into contracts to provide services to or on behalf of other bodies;
- 4.1.22 to do anything else within the law which the Trustees believe will promote or help promote the Objects;
- 4.1.23 to arrange for the Fund or other property of the College to be held in the name of the Trustees or a nominee (being a corporate body acting under the instructions of the Trustees) and to pay any reasonable fees required;
- 4.1.24 to adopt and pursue the ethical investment policy adopted from time to time; and may so invest the monies of the College not immediately required for its purposes in or upon such investments, securities or properties as may be thought fit and left in such condition (if any) and such consents (if any) as may for the time being be imposed or required by law;

4.1.25 to remunerate any person, firm or company rendering services to or for the College.

5. Committee of Trustees

- 5.1 The College shall be managed by a Committee of Trustees which shall be responsible for the management of the College and which shall formulate and implement policies aimed at furthering the Objects and shall have control of the College's property and funds.
- 5.2 A Trustee must be a natural person aged 18 or over.
- 5.3 The Trustees shall be elected once every three years by the Members at the Annual General Meeting convened in accordance with paragraph 10.
- 5.4 A Trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the Trustees.
- 5.5 The Committee shall consist of a maximum of twelve Trustees. The Trustees may appoint a Chairman, a Vice Chairman, an Honorary Treasurer and an Honorary Secretary from amongst their number.
- 5.6 Not more than one half of the Committee of Trustees may be Staff.
- 5.7 At the date of adoption of this Constitution the Trustees shall be:
Astrid King, Leslie Lyness, Claire Phillips, Sean Walsh, David Rutherford, Jim Carlisle, Annette Murphy.
- 5.8 At the first meeting of the Committee following the adoption of this Constitution a Chairman, Deputy Chairman, Honorary Treasurer and Honorary Secretary shall be appointed each of whom shall remain in office until the first Annual General meeting referred to below.
- 5.9 Every Trustee must sign a declaration of willingness to act as a Trustee of the College before he or she is eligible to vote at any meeting of the Trustees.
- 5.10 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 5.11 Any casual vacancies occurring amongst the Trustees shall be filled by the Committee and the persons so co-opted shall hold office for the remainder of the period for which the persons replaced would have held office.
- 5.12 The Committee shall make such regulations as it thinks fit from time to time for the management of its business and meetings.
- 5.13 50% of Trustees shall form a quorum for all meetings.
- 5.14 No person shall be permitted to act as Trustee if that person is a trustee or otherwise of any organisation with objects similar to the Objects of the College.
- 5.15 A Trustee automatically ceases to be a Trustee if he or she:

- 5.15.1 is disqualified under the Applicable Charities Legislation from acting as a charity trustee or trustee for a charity;
- 5.15.2 is incapable, whether mentally or physically, of managing his/her own affairs;
- 5.15.3 is absent without permission from [four] consecutive meetings of the Trustees;
- 5.15.4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office);
- 5.15.5 is removed by a unanimous resolution passed by the other Trustees after they have invited the views of the Trustee concerned and considered the matter in the light of any such view;
- 5.15.6 is appointed as a trustee or otherwise of an organisation with objects similar to the Objects of the College.

6. POWERS OF THE TRUSTEES

- 6.1 The Trustees shall manage the business of the College and may exercise all the powers of the College unless they are subject to any restriction as imposed by the Applicable Charities Legislation.
- 6.2 Any meetings of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.
- 6.3 The Trustees may delegate any of their powers or functions to a committee consisting of not fewer than two Trustees appointed by them.

7. PROCEEDINGS OF TRUSTEES

- 7.1 The Trustees may regulate the proceedings as they think fit, subject to the provisions of this constitution.
- 7.2 Any Trustee may call a meeting of the Trustees by giving a minimum of 48 hours notice.
- 7.3 Questions arising at a meeting shall be decided by a majority of votes.
- 7.4 In the case of an equality of votes the person who is chairing the meeting shall have a second or casting vote.
- 7.5 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- 7.6 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

8. DECLARATION OF TRUSTEES' INTERESTS

- 8.1 A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the College, or in any transaction or arrangement entered into by the College which has not previously been

declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the College and any personal interest (including but not limited to any personal or financial interest) unless expressly invited to remain in order to provide information.

9. PRESIDENT

9.1 The Committee may appoint by invitation a President and/or a Patron who shall have no executive power or responsibilities.

10. GENERAL MEETINGS

10.1 An Annual General Meeting of the College shall be held as soon as possible after each financial year end, at such time and place as the Trustees may from time to time determine. The persons entitled to attend and vote at such meeting shall be the Members.

10.2 At each Annual General Meeting of the College one-third of the Trustees shall retire. The retiring Trustees shall be the longest in office. Any Trustee, who retires in accordance with this clause 10.2, if willing to act, shall be eligible for re-election for one further term of three years. At each such Meeting a Chairman, Vice-Chairman, an Honorary Treasurer and an Honorary Secretary shall be appointed for a term of one year and may be eligible for re-election.

10.3 Auditors shall be appointed at each Annual General Meeting of the College. Retiring Auditors shall be eligible for re-election.

10.4 At each Annual General Meeting of the College a full statement, certified by the auditors, of the financial position, including all investments shall be submitted together with a Trustee Report.

10.5 A Special General Meeting of the College shall be convened upon the written request of not fewer than three Trustees or a minimum of ten Members. Such written request shall include full details of the business to be transacted at such Special General Meeting.

10.6 No business shall be transacted at a Special General Meeting of the College unless it has been notified to each of the Trustees pursuant to 10.5 above.

10.7 Notice of the holding of a General Meeting shall be given to the Trustees and the Members in writing, by post or electronic mail, not later than fourteen days before the date fixed for the meeting.

11. ACCOUNTS AND FINANCIAL RECORDS

11.1 The financial year of the College shall end on 31st December or such other date as may be determined by the Trustees.

11.2 The Trustees shall maintain such Bank Accounts for the College as they consider appropriate and every sum received on account of the College shall be paid to the credit of such accounts. All cheques and orders for the payment of money from such accounts shall be signed by two persons as approved from time to time by the Committee.

11.3 The Trustees shall keep a proper book of account for the College.

12. BENEFITS TO MEMBERS AND TRUSTEES

12.1. The property and funds of the College must be used only for promoting the Objects and do not belong to the Members and none of the income or property of the College may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member, however:

12.1.1. Members who are Trustees may be employed by the College;

12.1.2. Members (including Trustees) may enter into contracts with the College and receive reasonable payment for goods or services supplied;

12.1.3. Members (including Trustees) may be paid interest at a reasonable rate on money lent to the College;

12.1.4. Members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the College;

12.1.5. individual Members and Trustees who are beneficiaries may receive charitable benefits in that capacity;

12.2. A Trustee must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the College except:

12.2.1. as mentioned at 12.1.3 (loans), 12.1.4 (rent), 12.1.5 (as a beneficiary) or 12.1.2 (contractual payments);

12.2.2. reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) in accordance with the expenses policy of the College, actually incurred in running the College;

12.2.3. an indemnity in respect of any liabilities properly incurred in running the College or otherwise to the extent permitted by the Applicable Charities Legislation;

12.2.4. payments to any company in which a Trustee has no more than a 1% shareholding;

12.2.5. in exceptional cases, other payments or benefits (but only with the prior written approval of the Commission where it is empowered to do so).

12.3. Any Trustee (or any person connected to a Trustee whose remuneration might result in a Trustee obtaining a Material Benefit) may enter into a contract which must be in writing with the College to supply goods or services in return for a payment or other Material Benefit but only if:

- 12.3.1. the amount or maximum amount of the remuneration is set out in the contract;
- 12.3.2. the goods or services are actually required by the College;
- 12.3.3. the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services; and
- 12.3.4. in any financial year, the total number of Trustees and persons connected to a Trustee entitled to receive remuneration out of the funds of the College by virtue of such a contract or otherwise does not exceed 49% of the persons for the time being holding office as a Trustee of the College.

For the purpose of this Clause 12 “Material Benefit” means a benefit which may or may not be financial but which has monetary value.

13. ALTERATIONS TO CONSTITUTION

- 13.1 The Constitution of the College may at any time be amended by a resolution passed by a two thirds majority of those Members present and voting at a General Meeting (whether an Annual General Meeting or a Special General Meeting).

14. PROPERTY AND FUNDS

- 14.1 Funds which are not required for immediate use (including those which will be required for use at a future date) must be placed on deposit or invested in accordance with clauses 4.1.17 and 4.1.24 until needed.
- 14.2 Investments and other property (including real property) of the College may be held:
 - 14.2.1 in the names of the Trustees (or in the name of the trustee body if incorporated under the Applicable Charities Legislation);
 - 14.2.2 in the name of a nominee company acting under the control of the Trustees or the Financial Expert acting under their instructions;
 - 14.2.3 in the name of a trust corporation as a holding trustee for the College which must be appointed (and may be removed) by deed executed by the Trustees.
- 14.3 Any nominee company acting under clause 14.2 and any trust corporation appointed under clause 14.2 may be paid reasonable fees.

15. DISSOLUTION

- 15.1 The College may, at any time, be dissolved by resolution passed by two thirds majority of those Members present and voting at a Special General Meeting convened for the purpose of which not less than [twenty-one] days notice shall have been given by affixing a notice to the notice board within the College premises specifying the agenda, date, location and time of such Special General Meeting.

- 15.2 The Trustees shall make reasonable efforts to ensure that all persons entered on the Register of Members receive not less than twenty one days written notice by post of a Special General Meeting convened for the purpose of dissolution.
- 15.3 Paragraph 10 shall apply mutatis mutandis to such Special General Meetings convened for the purpose of dissolution.
- 15.4 On the dissolution the property and assets of the College shall not be paid to or distributed among Members but any assets remaining after meeting debts of the College shall be applied to other charitable purposes in keeping with the Objects as the Members with the approval of the Charity Commission for Northern Ireland determine.

16. **LIABILITY OF TRUSTEES**

- 16.1 The duty of reasonable care as set out in Section 1 of the Trustee Act (Northern Ireland) 2001 applies to the Trustees.
- 16.2 A Trustee shall not be liable for a loss to the Fund unless that loss was caused by that Trustee's own fraud or negligence.
- 16.3 A Trustee shall not be liable for acting in accordance with the advice of Counsel, of at least 10 years standing, with respect to the Fund. This sub-paragraph does not apply:
- 16.3.1 if the Trustee knows or has reasonable cause to suspect that the advice was given in ignorance of material facts;
 - 16.3.2 if proceedings are pending to obtain the decision of the court on the matter;
 - 16.3.3 in relation to a Trustee who has a personal interest in the subject matter of the advice; or
 - 16.3.4 in relation to a Trustee who has committed a breach of trust relating to the subject matter of the advice.