



**ROYAL ACADEMY
OF MUSIC**

At the Court at Buckingham Palace

THE 21st DAY OF JULY 1998

PRESENT,

THE QUEEN'S MOST EXCELLENT MAJESTY

IN COUNCIL

WHEREAS there was this day read at the Board of a Report of a Committee of the Lords of her Majesty's Most Honourable Privy Council, dated the 20th day of July 1998, in the words following, viz:-

"YOUR MAJESTY having been pleased, by Your Order of the 22nd day of July 1997, to refer until this Committee the humble Petition of the Royal Academy of Music praying for the grant of a Supplemental Charter":

"THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration and do this day agree humbly to report, as their opinion, to Your Majesty, that a Supplemental Charter may be granted by Your Majesty in terms of the Draft hereunto annexed."

HER MAJESTY, having taken into consideration the said Report and the Draft Supplemental Charter accompanying it, was pleased, by and with the advice of her Privy Council, to approve thereof and to order, and it is hereby ordered, that the Right Honourable Jack Straw, one of Her Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for Her Majesty's Royal Signature for passing under a Great Seal a Supplemental Charter in conformity with the said Draft which is hereunto annexed.

N. H. Nicholls

ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS His Late Majesty King George the Fourth by a Charter dated the twenty-third day of June one thousand eight hundred and thirty (hereinafter referred to as "the Original Charter") constituted a body politic and corporate by the name of "The Royal Academy of Music" (hereinafter called "the Academy") with perpetual succession and a Common Seal:

AND WHEREAS His late Majesty King George the Fifth on the sixteenth day of December one thousand nine hundred and ten and the tenth day of January one thousand nine hundred and twenty-eight granted to the Academy Supplemental Charters (hereinafter referred to as "the Supplemental Charters"):

AND WHEREAS the Academy has by its humble Petition represented unto Us that it is expedient that the Original Charter as amended by the Supplemental Charters should be further Amended and this can best be effected by the grant of a new Supplemental Charter, and has prayed for the grant of a new Supplemental Charter accordingly:

NOW THEREFORE KNOW YE that We, having taken the said Petition into consideration and being minded to accede thereto, have of Our especial grace, certain knowledge and mere motion granted and ordained and do by these Presents for Us, Our Heirs and Successors, grant and ordain as follows:

- 1. The Original Charter (except insofar as it incorporates the Academy and confers upon in perpetual succession, power to have and use a common seal (with power to alter, vary, break and renew the same as the Academy shall from time to time think fit), power to sue and be sued, plead and be impleaded, answer and be answered unto, defend and be defended in all Courts and Places whatsoever of Us, Our Heirs and Successors and overseas in all actions, suits, causes and things whatsoever in the name of the Academy and power to hold lands for the purposes of the Academy) and the Supplemental Charters shall be and are hereby revoked but nothing in this revocation shall affect the legality or validity of any act, deed, or thing lawfully done or executed under the provisions of the Original Charter or the Supplemental Charters.

- 2. In this Our Supplemental Charter:

Academic Board	means the Academic Board from time to time of the Academy appointed pursuant to Article 11 hereof
Auditor	means a person eligible to act as a company auditor pursuant to Part II of the Companies Act 1989 or any statutory modification or re-enactment thereof for the time being in force
Bye-laws	means the Bye-laws referred to in Article 9 hereof
Council of Honour	means the Council of Honour from time to time appointed pursuant to Article 7 hereof
Governor	means a member of the Governing Body of the Academy
Governing Body	means the Governing Body for the time being of the Academy appointed pursuant to Article 6 hereof

Honorary Auditor	means a member of the Governing Body appointed to act in that capacity pursuant to the Bye-laws
Independent Member	in relation to membership of the Governing Body means a person appointed as a member of the Governing Body in accordance with the Bye-laws who is not a member of the professorial or administrative staff of the Academy or one of its students
Members	means persons admitted as members of the Academy under the provisions of the Bye-laws
President	means the President for the time being of the Academy appointed under the provisions of the Bye-laws
Principal	means the Principal for the time being of the Academy
Representative Member	means persons admitted as Representative Members of the Governing Body under the provisions of the Bye-laws
Secretary	means the secretary from time to time of the Academy appointed pursuant to the Bye-laws
Senior Management Team	means such senior members of the Academy's staff as the Governing Body shall from time to time decide
Special Resolution	means a resolution passed by a majority of not less than three fourths of the persons present and voting at the relevant meeting
Students	means persons following a course of study leading to examination by the Academy
Treasurer	means the Treasurer from time to time of the Academy appointed pursuant to the Bye-laws

Words in the masculine gender include the feminine, it being intended that women should be admitted to membership, scholarships, exhibitions, professorships, degrees, certificates of proficiency, and all other privileges under this Our Supplemental Charter in the same manner as men; and words in the singular number include the plural and words in the plural number include the singular; and words importing persons shall (unless the context otherwise requires) include corporations.

3. The Objects of the Academy shall be to promote the cultivation of the Science of Music and to afford facilities for attaining perfection in it by assisting with general instruction all persons desirous of acquiring a knowledge thereof.
4. In furtherance of its objects but not otherwise the Academy shall have power:
 - (a) To purchase or otherwise acquire land or other property, patents, patent rights, copyright or other intellectual property;
 - (b) To lease, let, mortgage, charge or license any lands, buildings or other property of which the Academy may become possessed;
 - (c) To erect, insure, maintain, improve or renovate any buildings required for the purposes of the Academy;

- (d) To dispose, subject to such consents as may be required by law, by sale, exchange, or otherwise, of any lands, buildings or other property of which the Academy may become possessed and manage or deal with the proceeds of sale thereof;
- (e) To receive and accept donations, endowments and gifts of money and any other assets whatsoever and to borrow money, subject to such consents as may be required by law, either without security or on the security of the property of the Academy, or of any part of such property;
- (f) To remunerate by salary, fees, or otherwise, or partly in one way and partly in another, officers, academic staff and other employees of the Academy;
- (g) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees and ex-employees of the Academy or the dependants of such persons and to establish and maintain trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid;
- (h) To invest and deal with the Academy monies if or upon such stocks, funds, shares, securities, investments or property (including land whether freehold or leasehold) of whatsoever nature and wheresoever as the Governing Body thinks fit but subject nevertheless to such conditions (if any) and such consents (if any) that may be imposed or required by law;
- (i) Subject to the Academy complying with any orders, instruments or regulations from time to time applying to it, to negotiate with any institutions or other bodies having objects similar to those of the Academy as to the condition on which they would be willing to join with, or be amalgamated wholly or partially with, the Academy;
- (j) To establish or promote any other charitable company or enter into any partnership or joint venture arrangement with any company, firm, person or other body with a view to carrying on or proposing to carry on activities within the purposes of the Academy and to affiliate any musical schools or societies with the Academy.
- (k) To establish Scholarships, Exhibitions, Fellowships and Bursaries;
- (l) To cause examinations to be held of Students and other persons who may present themselves for examination, and after examination to confer, in such mode and on compliance by the candidate with such conditions as the Governing Body may from time to time determine, certificates of proficiency in such branches of music as the Governing Body may from time to time determine and to authorise the holders of certificates of proficiency to call themselves Fellows or Associates of the Academy or such other title as the Governing Body may think fit to confer;
- (m) To provide homes and boarding houses for students of the Academy or any of them;
- (n) To enter into any engagements with Our Government for the time being respecting musical instruction in schools, including the inspection of schools, the conduct of examinations, the providing wholly or partially for the supply or education of musical teachers, the appropriate of Scholarships or otherwise to persons educated in such schools, and any other matter in

relation to the promotion of music in connection with government aid which may be thought expedient;

- (o) To provide indemnity insurance for the charity trustees of the Academy out of the funds of the Academy provided that such insurance shall not extend to:
 - (1) any claim arising from any act or omission which:
 - (a) the trustee knew to be a breach or trust or breach of duty; or
 - (b) was committed by the trustee in reckless disregard of whether or not it was a breach or trust or breach of duty; and
 - (2) the costs of an unsuccessful defence to a criminal prosecution brought against such persons in their capacity as charity trustees of the Academy.

AND we do hereby of Our especial grace, certain knowledge and mere motion give and grant unto the Academy power to do all and all manner of acts and things whatsoever and wheresoever which shall be necessary for or conducive to effecting or carrying out the objects of the Academy or which the Governing Body shall in their discretion consider necessary for or conducive to such effecting or carrying out and the Governing Body shall have full power and authority in that behalf accordingly subject to the provisions of the Presents and Statutes of Our Realm.

- 5. The income and property of the Academy, whencesoever derived, shall be applied solely towards the promotion of the objects of the Academy as set forth in this Our Supplement Charter, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus, or otherwise howsoever by way of profit to the Members: Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officer or employee of the Academy or to any Member therefore or member of the Council of Honour in return for professional services actually rendered to the Academy or the payment of interest of money lent by any Member of the Academy (or of its Governing Body or Council of Honour) or the payment to any members of the Governing Body or Council of Honour of reasonable travelling and other out-of-pocket expenses incurred in connection with the affairs of the Academy. Notwithstanding the foregoing, no member of the Governing Body other than the Principal and the members of the Governing Body from time to time appointed from amongst the Academy's employees in accordance with the Bye-laws and no company of which a member of the Governing Body may be an officer or member shall be appointed to any salaried office of the academy who is from time to time appointed to a salaried office of the Academy (being the Principal or one of the members of the Governing Body) shall be present at or take part in any discussion or decision of either the Governing Body or the Academy concerning the terms upon which any such salary shall be so paid or concerning the terms of any such appointment to salaried office or any matter relating thereto.
- 6. For the better rule and governing of the Academy and for the better direction, management and execution of the business and concerns thereof there shall be from the date of these Presents thenceforth and for ever a Governing Body and such Governing Body shall consist of the President *ex officio* and not less than twelve nor more than twenty persons to be elected or appointed in accordance with the Bye-laws.

7. There shall be a Council of Honour of the Academy consisting of such persons who have given distinguished service to the Academy or who are otherwise distinguished in the fields of education or music as the Governing Body shall from time to time decide.
8. The Governing Body shall have the power:
 - (a) to convene a General Meeting of the Members of the Academy whenever they may deem it expedient;
 - (b) to make such rules, orders and regulations as they shall deem useful and necessary for the regulation and management of the Academy and of the estates, goods and business thereof;
 - (c) to fix and determine the manner of electing the President and the members of the Governing Body in accordance with the Bye-laws;
 - (d) to fix and determine the hours and places of holding any General Meetings of the Members of the Academy and of the Governing Body;
 - (e) to regulate the admission of Members and the privileges to be conferred upon them and the classes to which they may respectively be appointed to belong; and
 - (f) to decide the annual or other sums of money to be paid by the Members of the Academy whether upon admission or otherwise towards carrying on the purposes of the Academy.
9. The affairs of the Academy shall be managed and regulated in accordance with the Bye-laws scheduled to this Our Supplemental Charter. The Governing Body may, by resolution passed by a majority of not less than two thirds of those present and voting, amend, revoke or add to any Bye-laws previously made as they shall think property provided that no such amendment, revocation or addition shall have any force or effect until approved by the Lords of Our Most Honourable Privy Council of which approval a certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.
10. The Independent Members of the Governing Body shall:
 - (a) be responsible for the appointment and removal of the members of the Senior Management Team and for designating their terms of employment and remuneration;
 - (b) take all decisions regarding the acquisition or disposal of material assets of the Academy and/or any merger of the Academy with any other body or institution;
 - (c) nominate the person to act as Chairman of the Governing Body; and
 - (d) deal exclusively with such other matters as the Chairman of the Governing Body shall from time to time decide.
11. AND IT IS Our further Will and Pleasure that there shall be an Academic Board which shall consist of such members of the professorial staff of the Academy as the Principal shall from time to time decide AND THAT the Academic Board shall act in a consultative and advisory capacity on academic matters relating to the Academy and shall meet and regulate its meetings in accordance with the provisions laid down in the Bye-laws.

12. AND IT IS Our further Will and Pleasure that:
- (a) on a certain day to be fixed by the Governing Body not later than the month of March in every year there shall be laid before the Governing Body an account of the receipts and expenditure of the Academy for the financial year of the Academy ended on the previous 31st July prepared in accordance with the requirements of all applicable legislation;
 - (b) such Accounts shall be reviewed by the Honorary Auditors and shall be audited by an Auditor of firm of Auditors appointed by the Governing Body provided that such Auditor of firm shall not be members of the Governing Body.
13. AND the Governing Body of the Academy shall have full authority and power from time to time to determine that such remuneration as they shall jointly fix shall be paid to the Chairman of the Governing Body and to any other member or members of the Governing Body in respect of any special services in and about the management of the affairs of the Academy.
14. The provisions of this Our Supplemental Charter may be revoked, amended or added to by a Special Resolution of the Governors present and voting in a meeting convened for the purpose (provided that no amendment shall be made which shall cause the Academy to cease to be a charity in law) and any amendment, revocation or addition shall when allowed by Us, Our Heirs or Successors in Council become effective so that this Our Supplemental Charter as so amended, revoked or added to shall thenceforth continue and operate as if it had been originally granted or made accordingly but without prejudice to anything previously lawfully effected, made or done under or in accordance with the said provisions. These provisions shall apply to this Our Supplemental Charter as amended, revoked or added to in a manner aforesaid.
15. The Academy may by a Special Resolution of the members of the Governing Body present and voting in a meeting convened for the purpose surrender the Original Charter and this Our Supplemental Charter subject to the sanction of Us, Our Heirs or Successors in Council an upon such terms as We or They consider fit and wind up or otherwise deal with the affairs of the Academy in such manner as shall be directed by such meeting having due regard to the liabilities of the Academy for the time being and if on the winding up or the dissolution of the Academy there shall remain after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the Members or any of them but shall subject to any special trusts affecting the same be given and transferred to some other charitable association or associations having objects similar to the objects of the Academy to be determined by the Governing Body at or before the time of dissolution.

LASTLY we do hereby for Us, our heirs and Successors grant and declare that this Our Supplemental Charter or the enrolment thereof shall be in all things valid and effectual in law according to the intend and meaning of the same and shall be taken, construed and adjudged in the most favourable and beneficial sense and for the best advantage of the Academy as well in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection whatsoever.

IN WITNESS whereof We have caused these Our Letters to be made Patent.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

SCHEDULE

BYE-LAWS OF THE ROYAL ACADEMY OF MUSIC

BYE-LAW I

AS TO INTERPRETATION

In these Bye-laws, "the Charter" means the Supplemental Charter granted to the Academy in 1998. Words and expressions defined in this Charter shall bear the same meanings in these Bye-laws.

BYE-LAW II

AS TO MEMBERSHIP

Members shall consist of Fellows, Associates, Honorary Fellows, Honorary Associates, Subscribing Members, Honorary Members and Corporate Members and all references to Members in the Charter and these Bye-laws shall where the context permits comprise all of them.

Fellows are distinguished past Students elected under Bye-law VII (d).

Associates are distinguished past Students elected under Bye-law VII (a) and (b).

Honorary Fellows and Honorary Associates are friends of the Academy admitted as Members by the Governing Body who have rendered signal service to the Academy (whether they be professional musicians or not) and have not been Students of the Academy.

Subscribing Members are persons admitted as Members of the Academy under Bye-law III (a).

Honorary Members are distinguished musicians, elected by the Governing Body.

Corporate Members are corporate bodies admitted as members by the Governing Body under Bye-law III.

BYE-LAW III

AS TO PRIVILEGES OF MEMBERS

- (a) Subscribing Members shall consist of persons admitted as Members of the Governing Body subject to payment of such single or annual subscription as the Governing Body shall from time to time specify and with such rights and privileges as the Governing Body may from time to time decide.
- (b) Corporate Members shall consist of bodies corporate admitted as Members by the Governing Body subject to payment of such annual subscription as the Governing Body shall from time to time specify and with such rights and privileges and the Governing Body from time to time decide save that they shall not be entitled to attend or vote at any General Meetings of the Academy.
- (c) The Governing Body may from time to time as it thinks fit increase the amounts to be paid annually by Subscribing Members or Corporate Members provided always

that no further payment shall be required of any Subscribing Member who has contributed his full subscription monies by one single payment.

- (d) All annual subscriptions shall be due on 1st January in each year.
- (e) Every Subscribing Member and Corporate Member shall be considered as continuing his annual subscription until he conveys in writing to the Secretary his intention to discontinue it.
- (f) If an annual subscription is not paid on or before 1st March next after the period at which it becomes due, the subscriber shall *ipso facto* cease to be a Member; but the Governing Body shall have power to reinstate such person as a Member, on receiving from him such explanation as it shall consider satisfactory, and on payment of all arrears.
- (g) The Governing Body shall have full power to appoint such persons being music professors resident in the United Kingdom or officers of any foreign musical institution to be Honorary Members of the Academy as it shall deem appropriate, every such appointment being in writing and signed by the Chairman of the Governing Body.
- (h) In accordance with the Bye-laws and any regulations as to membership from time to time adopted by the Governing Body, the Governing Body shall have full power to remove from the Academy any Member of the same.
- (i) Fellows, Associates, Honorary Members and Honorary Associates shall have such rights and privileges as the Governing Body may from time to time decide.
- (j) The Governing Body shall have full power to appoint persons as Honorary Associates or Corporate Members of the Academy as it shall deem appropriate, every such appointment being in writing and signed by the Chairman of the Governing Body.

BYE-LAW IV

AS TO THE PRESIDENT, THE GOVERNING BODY AND THE CHAIRMAN THEREOF

- (a) The President shall be elected by the Governors at a meeting of the Governing Body and, when elected, shall continue as President and *ex officio* Governor of the Academy during his life and the provisions of paragraph (r) of this Bye-law shall not apply to him.
- (b) The Governing Body shall consist of the President (*ex officio*) and not more than fifteen nor less than ten Independent Members and not more than five Representative Members. A minimum of five members of the Governing Body (of whom a majority are Independent Members) shall be a quorum for meetings of the Governing Body.
- (c) The Independent Members of the Governing Body shall be appointed by the Governing Body.
- (d) The Representative Members of the Governing Body shall consist of:
 - (i) not more than two members of the professorial staff or the Academy elected by the professorial staff of the Academy;
 - (ii) not more than one member of the administrative staff of the Academy elected by the administrative staff of the Academy;

- (iii) not more than two Students of the Academy elected by the Students of the Academy.
- (e) The elections of persons as Representative Members of the Governing Body shall be conducted at such times and in such manner as the Governing Body shall from time to time direct but in any event not less than annually. At each such election the Representative Members of the Governing Body in office shall resign but shall be eligible for re-election provided that no Representative Member shall be eligible to serve more than two consecutive terms.
- (f) The existing members of the Governing Body shall hold office until vacation thereof, as hereinafter provided.
- (g) The Independent Members of the Governing Body shall, at the next meeting of the Governing Body after its Annual Meeting, elect a Chairman and Deputy Chairman for the ensuing year, and should the office fall vacant during the year, the Independent Members of the Governing Body shall thereupon elect another member of the Governing Body to be Chairman (or, as appropriate, Deputy Chairman) for the unexpired portion of the year.
- (h) The Representative Members shall not be eligible for the office of Chairman or Deputy Chairman of the Governing Body.
- (i) The Governing Body shall nominate and appoint out of the governors fit and proper persons to be the Treasurer and Honorary Auditors who shall each continue in his office during the pleasure of the Governing Body unless he shall resign or vacate the said office; and shall nominate and appoint a fit and proper person to be Secretary of the Governing Body and of the Committees of the Governing Body upon such terms and conditions as may be thought fit.
- (j) At the Annual Meeting of the Governors a retirement of one quarter (or the nearest number to one quarter) of the Independent Members of the Governing Body shall take place, and a new election of the Independent Members required by the Charter shall be held. The retiring Independent Members of the Governing Body shall be selected by agreement or, in default of agreement, shall be those who have been longest in office since their appointment or re-appointment and shall be capable of re-election provided that a Governor who retires having served for two consecutive terms shall not be eligible for re-appointment until the date twelve months following such requirement.
- (k)
 - (1) Notwithstanding anything hereinbefore contained, any new appointment as an Independent Member, and also any new appointment as an Independent Member consequent on retirement, to the Governing Body may take place either at the Annual Meeting of the Governors, or at a meeting of the Governors specially convened for the purpose, of which meeting seven clear days' notice at least shall be given.
 - (2) In such notice, and also in any notice of the Annual Meeting of the Governors, the name of any Member to be proposed as an Independent Member of the Governing Body shall be given.
- (l) If at the respective periods of vacation of office in accordance with paragraph (j), there shall be Independent Members of the Governing Body of equal standing, and it shall become necessary to determine which shall vacate office, the question shall be decided by lot.

- (m) In the event of the death or resignation of any member of the Governing Body, the vacancy so caused shall, in the case of Independent Members, be filled up by the Governors at their next meeting, or, in the case of Representative Members, upon election by the appropriate body such election to be held as soon as practicable after such death or resignation.
- (n) The President or any Governor shall have full power to resign and vacate his office by giving to the Governing Body one calendar month's previous notice of his intention so to do. Such notice shall be in writing addressed to the Secretary, who shall thereupon communicate the same to the Governors at their next meeting.
- (o) Every Independent Member who, under Bye-law III (f), ceases to be a Member of the Academy, shall *ipso facto* vacate his office; but subject to paragraph (b) of this Bye-law the Governors shall have the power, in the case of a Member re-instated under the last mentioned paragraph, to re-instate him as an Independent Member.
- (p) Every Representative Member of the Governing Body who ceases to be a member of the body electing him shall *ipso facto* vacate his office but where eligible for re-election in another capacity may be re-elected in that other capacity.
- (q) The office of President or Governor shall be vacated if that person:-
 - (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
 - (iii) is convicted of a criminal offence (other than a road traffic offence which in the view of the Governing Body can be properly regarded as minor);
 - (iv) is guilty of conduct tending to bring the name and/or reputation of the Academy into disrepute and is requested to resign by a resolution of the Governing Body passed by a three quarters majority of the Governors present at a meeting of which not less than 14 days' notice in writing indicating the intention to propose such a resolution shall have been given.
- (r) A Governor shall vacate his office at the conclusion of the Annual Meeting of the Governors commencing next after he attains the age of 70, or if he was aged 70 or over when last elected or re-elected, he shall vacate his office at the conclusion of the Annual Meeting of the Governors commencing next after the date of such last election or re-election, provided always that if a majority of the Governors agree at that Annual Meeting and (in respect of future years) at each subsequent Annual Meeting such a Governor may continue in office until the next following Annual Meeting after attaining the age of 75.

BYE-LAW V

AS TO MEETINGS, RESPONSIBILITIES AND COMMITTEES OF THE GOVERNING BODY AND THE RESPONSIBILITY OF THE PRINCIPAL

- (a) The Governing Body shall be responsible for:
 - (i) the whole and exclusive direction, management and superintendence of the Students and of the Academy for the education of the Students including the adoption of appropriate procedures for the supervision, suspension, appeal and expulsion of Students and the establishment of guidelines concerning

- the finances and constitution of any student union association for the benefit of the Students;
 - (ii) the determination of the educational character and mission of the Academy and for oversight of its activities;
 - (iii) safeguarding the Academy's assets;
 - (iv) the appointment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the Principal;
 - (v) setting a framework for the pay and conditions of service of all the Academy's other staff;
 - (vi) determining the tuition and other fees payable to the Academy (subject to any terms and conditions attached to grants, loans or other payments paid or made by the appropriate Higher Education Funding Council or any statutory successor thereto); and
 - (vii) approving annual estimates of income and expenditure.
- (b) The Principal shall (subject to direction (if any) as the Governing Body may think fit to give) be responsible for:
- (i) the appointment, assignment, grading, appraisal, suspension, dismissal and determination of the pay and conditions of service of the staff of the Academy and shall define their respective duties in accordance with the procedures established by the Governing Body and fix and pay out of the funds of the Academy their respective salaries;
 - (ii) making proposals to the Governing Body about the educational character and mission of the Academy and for implementing the decisions of the Governing Body;
 - (iii) the determination, after consultation with the Academic Board, of the Academy's academic activities, and for the determination of its other activities;
 - (iv) preparing annual estimates of income and expenditure, for consideration by the Governing Body, and for the management of budget and resources, within the estimates approved by the Governing Body;
 - (v) the maintenance of student discipline and, within the rules, procedures and guidelines provided for in these Bye-laws, for the suspension, appeal and expulsion of students on disciplinary grounds and for implementing decisions to expel Students for academic reasons; and
 - (vi) the organisation, direction and management of the Academy in terms of the day-to-day running of the Academy and the leadership of its staff.
- (c) The Governing Body shall have responsibility for overseeing the management and regulation of the expenditure of the Academy to ensure the effective and efficient use of services and the solvency of the Academy.
- (d) The Governing Body shall meet not less than four times in any year. Governors shall not be entitled to appoint proxies to vote on their behalf.
- (e) In March of each year, on the last Thursday, or such other day as the Governors may appoint, the Annual Meeting of the Governors shall be held.

- (f) At least seven clear days' notice of each meeting shall be given to each Governor.
- (g) The Annual Report of the Governing Body, and an account of the receipts and expenditure of the Academy for the preceding year, shall be presented at the Annual Meeting of the Governors.
- (h) An Extraordinary Meeting of the Governors may be held at any time upon the requisition in writing of five Governors, in which requisition the reason for calling the meeting shall be stated. Such requisition shall be sent to the Secretary, and he shall thereupon summon the Extraordinary Meeting, stating the reason for calling same.
- (i) The Chairman of the Governing Body shall have full power to call at any time an Extraordinary Meeting of the Governing Body whenever he shall deem it expedient.
- (j) The Secretary or a person appointed by the Governing Body as his deputy shall attend all meetings of the Governors; and minutes of the proceedings shall be taken and preserved by him.
- (k) The Secretary shall invite the Principal and the Senior Management Team to attend all meetings of the Governors, and they shall be entitled to speak, but shall not be entitled to vote; but the Chairman or Governors may at any meeting require the Principal and/or any member of the Senior Management Team to withdraw from the meeting or any part of it.
- (l) The Secretary shall, not later than the first day of February, give to each Governor retiring under Bye-law IV (j) notice of such retirement; and any Governor who shall not, at least fourteen days before the date fixed for the Annual Meeting of the Governors, notify in writing to the Secretary his unwillingness to be re-elected, shall be deemed to assent to such re-election.
- (m) In such notice, and also in any notice of the Annual Meeting, the name of any person to be proposed as Governor shall be given.
- (n) The President shall preside at the meetings of the Governors. In the absence of the President, the chair shall be taken by the Chairman or in his absence by the Deputy Chairman, or in the absence of all of the President, the Chairman, and the Deputy Chairman, by any Independent Member elected as chairman of the day by the meeting.
- (o) The Chairman of the day shall have a casting vote in addition to his ordinary vote at the relevant meeting.
- (p) The Chairman of the Governing Body (or in his absence the Deputy Chairman or other chairman of the meeting) shall be entitled to require any of the Representative Members of the Governing Body to withdraw from meetings of the Governing Body whenever matters reserved for the Independent Members are to be discussed or he otherwise considers it appropriate or desirable for them to do so.
- (q) Members of the Governing Body shall not be entitled to vote upon any matter in which they are or may be personally interested: provided that they shall not be prevented from considering and voting upon proposals for the Academy to insure the members of the Governing Body against liabilities incurred by them arising out of their office or the Academy obtaining such insurance and paying the premiums.
- (r) The Governing Body may delegate such powers as it thinks fit to any Committee established by it provided that unless such Committee acts merely in an advisory

capacity not less than two-thirds of its members shall be members of the Governing Body.

- (s) The Governing Body may from time to time subject to paragraph (u) of this Bye-Law establish committees as follows:
- (i) a Development Committee to oversee the development of the Academy's physical and financial resources for the maximisation of its financial position consisting of not less than three Independent Members of the Governing Body and such other person as the Governing Body shall decide;
 - (ii) a Finance and General Purposes Committee to oversee the Academy's financial affairs consisting of not less than three Independent Members of the Governing Body and such other persons as the Governing Body shall nominate, with responsibility to supervise the day to day operations of the Academy;
 - (iii) an Audit Committee to oversee the annual audit of the Academy's financial affairs consisting of not less than three Independent Members of the Governing Body;
 - (iv) a Library Committee, to manage the library assets, consisting of not less than three Independent Members of the Governing Body and such other persons as the Governing Body shall nominate;
 - (v) a Nominations Committee, to identify persons suitable for nomination as Governors, members of the Council of Honour and members of the Development Committee, consisting of not less than three Independent Members of the Governing Body;

and shall have power from time to time to establish such other committees and sub-committees as it considers desirable and in these Bye-laws references to "Committee" shall be to any such committee or sub-committee.

- (t) The Governing Body may at any time revoke the appointment of a person as a member of a Committee with or without replacing him.
- (u) Any Committee of the Governing Body may exercise such powers as may from time to time be delegated to it by the Governing Body and shall report all its acts and proceedings to the Governing Body as soon as is reasonably practicable. Committees and their sub-committees shall regulate their own proceedings and shall themselves be entitled to appoint advisory sub-committees of their members for specified purposes and periods. The Governing Body may specify the quorum and voting requirements of any Committee or their sub-committees and shall nominate the chairman of any such Committee and their sub-committees and direct whether he shall have a casting vote.
- (v) The Governing Body may vary or revoke the powers or functions delegated to any Committee or sub-committee and may disband or discontinue any such Committee or sub-committee as it thinks fit.
- (w) The Governing Body will, unless it considers it inappropriate to do so for reasons of confidentiality or otherwise, make available to the Academy's staff and Students the agenda, and minutes of the Governing Body or its Committees and any reports or papers considered at such meetings.

BYE-LAW VI

AS TO THE ACADEMIC BOARD

- (a) The Academic Board shall consist of such members of the professorial staff of the Academy (not being less than five nor more than thirty in number) as the Principal shall from time to time decide.
- (b) The Academic Board shall consider such matters as the Principal may determine from time to time and shall upon the request of the Governing Body advise upon such matters relating to the Academy as the Governing Body may refer to it.
- (c) Meetings of the Academic Board shall be held at least once per term and the minutes of such meetings shall be circulated to the members of the Academic Board.
- (d) The Principal shall be an *ex officio* member of the Academic Board and shall chair all meetings of the Academic Board at which he is present. The chairman of the Academic Board shall not in the event of an equality of votes have a second or casting vote. In the event of an equality of votes, the matter shall be put to a further vote and if again there is an equality of votes, the resolution in question shall be deemed to have failed. If at any meeting the chairman is not present within ten minutes of the time appointed for the meeting the members of the Academic Board present shall choose one of their number to take the chair.
- (e) Subject to any instructions by the Governing Body the Academic Board shall meet for the dispatch of business and otherwise regulate its meetings as the person chairing the Academic Board shall determine. Questions arising at any meeting shall be decided by a majority of votes. The method of voting shall be at the discretion of the person chairing the meeting. The quorum for meetings of the Academic Board shall be one third or the number nearest one third of its membership.

BYE-LAW VII

AS TO HONOURS

- (a) Students who show special merit and ability in the examinations of the Academy shall – upon production to the Governors of a certificate signed by the Chairman of the Governing Body or by the Principal to that effect, and also showing that the said Student passed the said examination on, or, as the case may be, during the term next after, leaving the Academy, or at such later date as the Governors in their discretion shall decide – receive the additional distinction of being elected by the Governors as Associates of the Academy.
- (b) Past Students who have distinguished themselves in any of the subjects which form part of the course of study at the Academy, but who have not passed any such examination as aforesaid, may also, upon the written certificate of the Principal, be elected by the Governing Body as Associates of the Academy.
- (c) Existing Associates of the Academy and Associates elected under paragraph (a) and (b), and no other persons, shall be entitled to use after their names of the initials "ARAM".
- (d) Past Students who have distinguished themselves in any of the subjects which form part of the course of study at the Academy, or who have rendered distinguished service to the Academy may, on the written certificate of the Principal, be elected by the Governing Body as Fellows of the Academy.

- (e) The number of Fellows of the Academy shall be limited to three hundred.
- (f) Existing Fellows of the Academy and Fellows elected under paragraph (d), and no other persons, shall be entitled to the use after their names of the initials "FRAM".
- (g) Persons who pass successfully the examinations of for the Licentiateship shall – upon production to the Governors of a certificate signed by the Chairman of the Governing Body to that effect – be elected by the Governors as Licentiates of the Royal Academy of Music, and shall receive diplomas signed by the Principal and by one of the Governors, to the effect that they are judged to be fully qualified for the branches of the musical profession in which respectively they have been examined.
- (h) Existing Licentiates of the Academy and Licentiates elected under paragraph (g), and no other persons, shall be entitled to use after their names of the initials "LRAM".
- (i) Honorary Members appointed by the Governing Body as provided in these Bye-laws, and no other persons, shall be entitled to use after their names of the expression "Hon RAM". The number of Honorary Members shall be limited to three hundred.
- (j) Friends of the Academy who have rendered signal service to the Academy and who are not professional musicians may on the written certificate of the Principal be elected by the Governing Body as Honorary Fellows of the Academy.
- (k) The number of Honorary Fellows of the Academy shall be limited to one hundred.
- (l) Honorary Fellows of the Academy elected under paragraph (j), and no other persons, shall be entitled to use after their names the initials "Hon FRAM".
- (m) Friends of the Academy who have rendered signal service to the Academy (whether they are professional musicians or not) and have not been students of the Academy may on the written certificate of the Principal be elected by the Governing Body as Honorary Associates of the Academy.
- (n) Honorary Associates of the Academy elected under paragraph (m), and no other person, shall be entitled to use after their names the initials "Hon ARAM".
- (o) The Governors of the Academy acting under its Charter shall have the power to enter into agreements with other institutions of higher education for the provision and maintenance of joint courses and for the examination of persons undertaking such courses and to grant to such persons appropriate certificates or diplomas.
- (p) The Governors shall have power by resolution duly carried at a meeting specially convened for the purpose to deprive any Honorary Member, Honorary Fellow, Honorary Associate, member of the professorial staff, Student, or official of the Academy who shall have been removed by the Governing Body for conducting tending to bring the name and/or reputation of the Academy into disrepute or conduct resulting in a conviction of a criminal offence (other than a road traffic offence which in the view of the Board of Governors can be regarded as minor) of any title, privilege, or honour conferred by the Academy, and written notice of such deprivation shall be forthwith given to the person so deprived.

BYE-LAW VIII

GENERAL

- (a) Every Member shall duly inform the Secretary of an address in Great Britain or Ireland to which such Member desires all letters and notices to be sent, and in the absence of any written notice of change of such address all letters or notices sent by post to such address shall be deemed to have been duly delivered or served on the date on which the same would have been delivered in the ordinary course of post.
- (b) Every notice to be given to the Academy shall be deemed to have been duly given if sent by post to the Secretary at the Academy and on the date on which the same would have been delivered in the ordinary course of post.
- (c) The seal shall only be used by the authority of the Governing Body which may determine who shall sign any instrument to which the seal is affixed and unless so determined it shall be signed by any two members of the Governing Body.
- (d) The Governing Body shall have power to adopt procedures and make regulations concerning such matters with regard to the government and conduct of the Academy as it shall think fit. Such procedures and regulations shall be subject to the provisions of these Bye-laws.
- (e) A copy of the Charter, these Bye-laws and any regulations formally adopted pursuant to them, shall be given to every member of the Governing Body and shall be available for inspection upon request to every Student and member of the Academy's staff.
- (f) A copy of all procedures and guidelines adopted or promulgated by the Governing Body under these Bye-laws shall be given to every member of the Governing Body.

BYE-LAW IX

AS TO THE COUNCIL OF HONOUR

- (a) There shall be a Council of Honour as provided in the Charter.
- (b) There shall be no minimum number of members of the Council of Honour. The maximum number of members of the Council of Honour shall be 100.
- (c) Members of the Council of Honour shall remain members for life.
- (d) The Council of Honour shall meet at such times as the Governing Body shall decide and regulate its proceedings as directed by the Governing Body.
- (e) A member of the Council of Honour may resign at any time upon giving the Secretary written notice. The Secretary shall communicate such resignation to the Governing Body at the next available opportunity.
- (f) The Governing Body may establish a nominations committee comprising such persons as the Governing Body considers appropriate to identify persons suitable for membership of the Council of Honour.

BYE-LAW X

AS TO STAFF DISCIPLINE AND GRIEVANCES, AND REDUNDANCY DISMISSAL AND SUSPENSION OF STAFF

- (a) The Governing Body shall adopt rules and procedures relating to the discipline and conduct of staff and to dismissal, suspension and redundancy of staff. It shall also adopt a grievance procedure. Subject to paragraph (e) below these rules and procedures shall cover all employees of the Academy, both academic and non academic, as appropriate.
- (b) In adopting procedures under this Bye-law the Governing Body shall have regard to the need to ensure that academic staff have freedom within the law to test received wisdom, and to put forward new ideas and controversial or unpopular opinions, without placing themselves in jeopardy of losing their jobs or any privileges they may have.
- (c) The rules and procedures adopted by the Governing Body under this Bye-law shall be consistent with the statutory provisions governing institutions of higher education and best practice for the dismissal, suspension and redundancy of the staff. In the case of disciplinary and dismissal procedures they shall among other things provide for allegations to be properly investigated and representations by the individual concerned to be heard, and for an appeals procedure. The procedures shall also include provision for consultation with the representation by trade unions/staff representatives as appropriate.
- (d) Without prejudice to the foregoing, the rules and procedures shall among other things make provision as follows:
 - (i) Redundancy
 - (a) The rules shall specify by whom the redundancy procedures are to be implemented.
 - (b) In consultation with the relevant trade union/staff representatives measure shall be taken where possible to mitigate the requirement for redundancies (eg compulsory retirement, voluntary early retirement, voluntary redundancy, offers of suitable alternative employment).
 - (c) There shall be consultation with the trade unions/staff representatives as to the proposed methods of selection for redundancy, carrying out dismissals, and calculating redundancy payments (if any).
 - (d) There shall be specified procedures for communication and consultation with the individuals concerned.
 - (e) There shall be a right of appeal, to be dealt with under the grievance procedure.
 - (ii) Dismissal on performance grounds
 - (a) The employee shall be given oral and written warnings, and allowed time in which to achieve a satisfactory standard of performance.
 - (b) Before a decision to dismiss the employee is taken, a hearing shall be held which the employee may attend and be accompanied by a trade union/staff representative (or work colleague) as appropriate, and at which he may call witnesses.

- (c) There shall be a right of appeal.
- (iii) Dismissal on medical grounds
 - (a) Where dismissal on medical grounds is contemplated and the employee disputes medical incapacity, there shall be arrangements for an independent medical report to be obtained (subject to the employee's consent) as to whether or not the employee is fit to continue in employment.
 - (b) There shall be procedures whereby after considering any independent medical report obtained, any representations by the employee and such other matters as may be relevant, the Principal may dismiss the employee on medical grounds.
- (iv) Discipline and dismissal on grounds of misconduct
 - (a) Disciplinary action may be taken in any case of misconduct and may result in dismissal for good cause.
 - (b) Except where the seriousness of the alleged misconduct warrants, warnings shall be given.
 - (c) No disciplinary action shall be taken against an employee until the case has been properly investigated.
 - (d) The employee shall be advised of the nature of the complaint and given the opportunity to state his or her case before any decision is made, and shall be entitled to be accompanied by a trade union/staff representative or work colleague at any hearing.
 - (e) In cases where dismissal is being considered, there shall normally be a hearing which the employee may attend and at which he may call witnesses.
 - (f) There shall be a right of appeal against any disciplinary penalty imposed, including that of dismissal.
 - (g) An employee may be suspended on full basic pay pending the result of an investigation.
 - (h) There shall be procedures for summary dismissal of an employee by the Principal, after investigation, in cases of gross misconduct.
 - (i) There shall be a right of appeal against any decisions taken either after a hearing or following summary dismissal by the Principal.
- (v) Appeals Procedure
 - (a) There shall be an appeals procedure which applies to appeals against suspensions, disciplinary action (including warnings) and dismissal on performance grounds or grounds of misconduct.
 - (b) Appeals against dismissal on the grounds of redundancy shall be dealt with under the grievance procedure.
- (vi) Grievance Procedure
 - (a) The grievance procedure shall deal with grievances falling outside the appeals process.

- (b) The procedures shall provide for the aggrieved employee to be heard at a Hearing and to be accompanied by a Trade Union/ Staff representative or work colleague.
- (vii) Principal

The procedures shall provide for another member of the Governing Body to perform the functions required of the Principal in the case of any complaint or allegation in which the Principal is involved as a party or in the event that for any reason the Principal is absent or otherwise unable to act.
- (viii) Suspension
 - (a) The procedures shall provide for the suspension of an employee from duty on full basic pay for good and urgent cause.
 - (b) There shall be a right of appeal against a decision to suspend.
 - (c) A suspension against which an appeal is made shall continue to operate pending the determination of the appeal.
- (e) Notwithstanding the provisions of the Bye-law, in adopting rules and procedures pursuant to this By-law the Governing Body may exclude therefrom staff employed on fixed term or temporary contracts or during a probationary period or may, in relation to such staff, adopt such other rules and procedures as the Governing Body considers appropriate.