

# Midleton College

Midleton, Co. Cork



# Manual of Governance

Midleton College

**Manual of Governance**

Adopted 2007  
Amended 2016

## 1. Introduction

- 1.1 Midleton Endowed School ('Midleton College'/'the College') was founded in 1696 by Elizabeth, Countess of Orkney, as an independent boys school with a Church of Ireland ethos and over the years has met the educational needs of many in the protestant community throughout Munster and beyond.
- 1.2 Today the College is a co-educational boarding and day school. The historic links with the Church of Ireland and protestant community of Munster and beyond continue. The ecumenical and inclusive ethos of the Church of Ireland is evident in the diverse College community which includes those of many denominations and faiths. The Patronage of the College is held in trust by the Board of Governors: two of whom are statutory governors, including the Bishop of Cork, Cloyne and Ross.
- 1.3 In 2007 the Board of Governors of Midleton College, recognising the need to develop its structures to meet the practical management needs of our day, and in order to implement the vision detailed in the Education Act 1998, undertook a strategic review of the governance structures of the College.
- 1.4 The outcome of the strategic review was a three tier structure as follows: (i) The Board of Governors of Midleton College who own the College as Trustees and who, collectively, fulfil the statutory function of Patron, (ii) a Board of Management, and (iii) a charitable company known as Midleton College Ltd
- 1.5 In 2016, in order to comply with changes stipulated in the Companies Act 2014, Midleton College Ltd was renamed Midleton College Company Limited By Guarantee and a Constitution of that Company was adopted.
- 1.6 This manual reflects the decisions taken and the model of governance adopted.

## 2. Outline

2.1 Midleton College has a three tier management structure:

- 2.1.1 A Board of Governors which is the owner and Patron of the College.
- 2.1.2 A Board of Management through which the Board of Governors, as Patron, enters into partnership with others in the school community, and to which it delegates management of the work of the College as a day school.
- 2.1.3 Midleton College Company Limited by Guarantee: a charitable company which operates the College as a business including, and in particular, the work of the College as a boarding school.

## 3. Day-to-day Management

3.1 Management and operation of all aspects of the day to day work of the College, both as a boarding school and as a school, is the responsibility of the Principal who is head of a team comprising a Deputy Principal, an in-house management team of Assistant Principals and Special Duties' Teachers, together with administrative, household, catering, grounds staff and volunteers.

## 4. Partnership with Parents and Students

4.1 The College supports and works in partnership also with a Parent/Teacher Association and a Student Council.

## 5. Partnership

5.1 The Education Act 1998 sets out, ‘...in the interests of the common good to make provision for the education of every person in the State...’, to ensure that the education system is accountable, and conducted ‘...in a spirit of partnership between schools, patrons, students, parents, teachers and other school staff, the community served by the school and the State;...’<sup>1</sup>. The concept of partnership is, therefore, a guiding principle of the legislation and shapes the management of schools in Ireland.

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<sup>1</sup> Education Act 1998, Long Title.

## 6. The Board of Governors: Patron of Midleton College

### 6.1 Introduction

The persons designated as ‘The Patron’ of the School are those who stand appointed as the Board of Governors of the School under the statutes, deed, charter, articles of management or other such instrument of the School. (Education Act 1998 s.8 (1)(b)).

### 6.2 General

The Board of Governors, as Patron, is required to ensure that schools will operate in accordance with such regulations as may be made by the Minister from time to time under the Act and any other terms and conditions as may reasonably be attached to recognition of a school by the Minister for Education and Science.<sup>2</sup>

### 6.3 Constitution and Membership

The Board of Governors is constituted and regulated by Scheme 105 (The Midleton Endowed School, Cork) framed and amended in accordance with the Educational Endowments (Ireland) Act 1885 and the Charities Act 1961 and 1973. (Scheme 105 is found at Appendix I).

Scheme 105 lays down that the Board of Governors shall be comprised as follows:

- The Bishop of Cork, Cloyne and Ross
- The Viscount Midleton
- A Governor nominated by the Viscount Midleton
- Up to nine co-opted Governors

### 6.4 Characteristic Spirit/Ethos

The Board of Governors determines what kind of school Midleton College is to be: it determines the characteristic spirit (ethos) of the school. The Ethos Statement is found at Appendix III.

### 6.5 Ownership

The Board of Governors is the legal owner of Midleton College.

### 6.6 Partnership

It is the duty of the Governors, for the purposes of ensuring that the School is managed in a spirit of partnership, to appoint a Board of Management. (Education Act, s.14 (1)). The composition of the Board will be agreed between the Governors, parents and permanent full time teachers at the School.

### 6.7 Role and Responsibilities of the Board of Governors

The Governors shall carry out the functions laid down in the statutes, deed, charter, articles of management or other such instrument of the School, and exercise the powers conferred on the Patron by the Education Act 1998 and such other functions and powers as may be conferred on the Patron by any Act of the Oireachtas or instrument made thereunder, deed, charter, articles of management or other such instrument relating to the establishment or operation of the school. (Education Act 1998, s.8(1)(6)).

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<sup>2</sup> Education Act 1998 s 10(2)(f)

6.8 Within this legislative framework, Scheme 105 and the Constitution of Midleton College Company Limited by Guarantee the following are the principal functions of the Board of Governors:

- 6.8.1.1 To determine matters of characteristic spirit/ethos and to maintain that ethos.
- 6.8.1.2 To fulfil the terms of Scheme 105.
- 6.8.1.3 To act as trustees and Patron of Midleton College
- 6.8.1.4 All decisions relating to the fixed assets and endowments of Midleton College
- 6.8.1.5 To own the property of Midleton College.
- 6.8.1.6 To seek the inclusion of the Board of Governors on the Register of Patrons of schools in Ireland.
- 6.8.1.7 To give undertakings to the Minister that the curriculum will be followed and regulations adhered to.
- 6.8.1.8 To oversee the establishment of a Board of Management every three years.
- 6.8.1.9 To appoint the Board of Management so established and to dissolve it if necessary (Education Act 1998 s.16(1)(a)(b)).
- 6.8.1.10 To select and appoint the Chairperson of the Board of Management
- 6.8.1.11 To recruit and appoint the Principal and Deputy Principal of the school (Scheme 105).
- 6.8.1.12 To approve appointments of teachers who have been recruited by the Board of Management.
- 6.8.1.13 To decide upon and approve any proposal which affects the property or management of the property vested in the Board of Governors.
- 6.8.1.14 To adjudicate upon and give approval for overdrafts, or loan or hire-purchase agreements.
- 6.8.1.15 The ultimate resolution of all appeals and disputes occurring within the School which are not subject to an appeals procedure in Section 29 of the Education Act 1998 or to any other procedure under the laws of the State.

#### 6.9 *Insurance*

The Board of Governors shall put in place all appropriate insurance covers, including such insurance cover as to indemnify the Board of Governors, the Directors of Midleton College Company Limited by Guarantee and the members of the Board of Management.

#### 6.10 *Responsibility for the Appointment of Staff*

The Governors are responsible for the appointment of the Principal and Deputy Principal. All other teaching appointments shall be made by the Board of Management in accordance with the procedures laid down in Appendix IV.

#### 6.11 *Delegation*

Scheme 105 empowers the Board of Governors to establish committees and sub-committees (which consist of two or more Governors) or corporate bodies (of which the majority of Directors shall be Governors).

### 6.12 *Middleton College Company Limited by Guarantee*

In 2008 the Board of Governors established a company called Middleton College Ltd, which, in 2016, was reconstituted in compliance with the Companies Act 2014 as Middleton College Company Limited by Guarantee (see III below).

### 6.13 *Board of Management*

A key function of the Board of Governors, as Patron, is, where practicable, to appoint a board of management.<sup>3</sup>

The members of a Board of Management shall be appointed by the Governors (Education Act 1998 s.14 (4)). Subject to the consent of the Minister, the Governors may remove a member from the Board of Management (Education Act 1998 s.16.- (1)(a)). Also, subject to the consent of the Minister, if the Governors are satisfied that the functions of the Board of Management are not being effectively discharged, dissolve the Board of Management. (Education Act 1998 s.16.- (1)(b)).

In 2008, the Governors, decided to proceed with the constitution of a Board of Management (see 7 below).

The composition of the Board of Management is determined by the Governors (see 7 below).

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<sup>3</sup> Education Act 1998 s 14(1)

## 7. Board of Management of Midleton College

7.1 It shall be the duty of the Board to manage the College on behalf of the Governors and for the benefit of the pupils and their parents and to provide or cause to be provided an appropriate education for each pupil at the College. (Education Act 1998, s. 15-(1)).

### 7.2 *Legal Standing*

The Board of Management ‘...shall be a body corporate with perpetual succession and power to sue and may be sued in its corporate name.’ (Education Act 1998 s.14(20))

### 7.3 *Management*

The Board of Management in managing the College shall, in every respect, do so in a manner that is consonant with

- The Education Act 1998.
- The law of Ireland generally.
- The founding Scheme of the College: Scheme 105 (Appendix 1).
- Rules, circulars and guidelines of the Minister/Department of Education and Science.
- The established customs and traditions of Midleton College, including the characteristic spirit as determined by the Governors and articulated in the Ethos Statement.

### 7.4 *Ethos/Characteristic Spirit*

The Board of Management shall uphold, and be accountable to the Governors for so upholding, the characteristic spirit of the College as determined by the cultural, educational, moral, religious, social, linguistic and spiritual values and traditions which inform and are characteristic of the objectives and conduct of the College, and at all times act in accordance with any Act of the Oireachtas and within the statutes, deed, charter, articles of management or other such instrument of the College. (Education Act 1998, s.15 (1)(b)).

Any decision which might alter the ethos/characteristic of Midleton College or its status are matters for the Board of Governors (as Patron) alone.

### 7.5 *Serving as a Board of Management*

The functions of the Board of Management are to be performed collectively by the Board of Management. Individual members have no power to act on behalf or, or in the name of the Board of Management. The Board of Management may authorize the Chairperson, and/or another member, in respect of a particular function or functions, to act on its behalf for a specified period of time. Elected members do not act as delegates of their electorate but as individuals bringing attributes to the Board of Management that will enhance the collective management of the College by the Principal, or with the duties assigned to any officer or member of staff, teaching or non-teaching.

## 7.6 Main Functions

On behalf of the Governors the Board of Management is

- a. To fulfil the functions of a Board of Management under the Education Act 1998 with the exception of those assigned to the Governors and Midleton College Company Limited by Guarantee within this Manual of Governance.
- b. To fulfil the statutory duties of the Board of Management
- c. To undertake its work in accordance with any Act of the Oireachtas relating to the operation of the College [Education Act 1998 s.15(2)(b)]
- d. To manage the College on behalf of the Governors and for the benefit of the students and their parents and to provide an appropriate education for each student [Education Act 1998 s.15(1)]
- e. To ensure that the characteristic spirit/ethos of the College is upheld and to be accountable to the Governors for upholding that ethos [Education Act 1998 s.15(2)(a)]
- f. To have regard to the principles and requirements of a democratic society and have respect and promote respect for the diversity of values, beliefs, traditions, languages and ways of life in society. (Education Act 1998 s. 15(1)(e)).
- g. To consult with the Governors and Midleton College Company Limited by Guarantee and to keep them informed of decisions and proposals of the Board of Management [Education Act 1998 s.15(2)(c)]
- h. The Board of Management, through the Bursar, has overall responsibility for the monies allocated to it by the Governors or by Midleton College Company Limited by Guarantee, and shall ensure that in each year all such accounts are kept within budget and are properly audited or certified in accordance with best accounting practice.
- i. To ensure that all minor repairs and day to day maintenance of the College buildings are carried out.
- j. To have regard to the efficient use of resources (and, in particular, the efficient use of grants provided), the public interest in the affairs of the College and accountability of pupils, their parents, the Governors, staff and the community served by the College. (Education Act 1998 s.15 (1)(f)).
- k. In accordance with agreed procedures and the requirements of employment law and equality legislation to recruit teaching staff (with the exception of the Principal and Deputy Principal), and to seek the approval of the Governors for such appointments.
- l. To fulfil the role of employer of teaching staff.
- m. In consultation with the Principal and partners, and in accordance with the relevant legislation, regulations and guidelines, to devise required policies, codes and guidelines, to publish, in such manner as the Board with the agreement of the Governors considers appropriate, the policy of the College concerning admission to and participation in the College, including the policy of the College relating to the expulsion and suspension of pupils and admission to and participation, *where possible*, by pupils with disabilities or who have other special educational needs (Education Act 1998 s.15 (1)(d)).
- n. To submit policies to the Governors (as Patron) for approval, including
  - i. Admissions Policy.
  - ii. Policy on expulsion and suspension of students.
  - iii. Policy on Special Educational Needs and Disabilities.
- o) Subject to the approval of the Governors, to put in place and operate a local appeals procedure.
- p) To cooperate with the school inspectorate.



- q) The Board of Management shall establish procedures for informing the parents of pupils in the College of matters relating to the operation and performance of the College and such procedures may include the publication and circulation to parents, teachers and other staff and a pupil council where one has been established of a report on the operation and performance of the College in any school year, with particular reference to the achievement of objectives as set out in the School Plan provided for under Education Act 1998 s. 20.
- r) The Board of Management may form such sub-committees as the Board feels is appropriate and may co-opt individuals with particular interest and skills to such sub-committees.

### *7.7 School Plan*

The Board of Management shall, as soon as may be after its appointment, make arrangements for the preparation of a School Plan and shall ensure that the Plan is regularly reviewed and updated (Education Act 1998 s.21(1)).

1. The School Plan shall state the objectives of the College relating to equality of access to and participation in the College and the measures which the School proposes to take to achieve those objectives including equality of access to and participation in the School by pupils with disabilities or who have other special educational needs. (Education Act 1998 s.21(2)).
2. The School Plan shall be prepared in accordance with such directions, including directions relating to consultation with the parents, the patron, staff and pupils of the College, as may be given from time to time by the Minister in relation to School Plans. (Education Act 1998 s.21(3)).
3. The Board of Management shall make arrangements for the circulation of copies of the School Plan to the Governors, parents, teachers and other staff of the College. (Education Act 1998 s.21(4)).

### *7.8 Finance*

Each year (no later than the month of April) the Board of Management shall prepare a forward budget and submit it to the Board of Directors of Midleton College Company Limited by Guarantee for approval.

Each year (no later than the month of November) the Board of Management shall approve the audited accounts of the Board of Management and submit them to the Board of Directors of Midleton College Company Limited by Guarantee and also to the Governors.

The Board of Management may not enter into any loan or hire-purchase agreements or incur any debt or overdraft without the advance written approval from the Governors (as Patron).

The Board of Management is required to 'keep all proper and usual accounts and records of all monies received by it or expenditure ... incurred by it and 'ensure that in each year all such accounts are properly audited or certified in accordance with best accounting practice.' [Education Act 1998 s.18(1)]

### 7.9 Confidentiality

The business transacted by the Board of Management is conducted in private and no disclosure of the business may be made without the authority of the Board of Management. Members should be scrupulous in preserving confidence and confidential information.

### 7.10 Loyalty and support to the Principal

The Board of Management has a duty of loyalty and support to the Principal, and the Principal has the right to expect that support and loyalty. The unity and mutual loyalty of the Board of Management and the Principal should be apparent to the entire College community.

### 7.11 Appointment and Composition of the Board

The Board of Management shall be appointed by the Governors (Education Act 1998 s.14 (4)) and will consist of:

- a. Six Governors or nominees of the Governors.
- b. Two parents or guardians of children currently in the College, to be elected by parents and guardians whose children also currently attend the school.
- c. Two permanent, full time teachers, to be elected by their permanent, full-time teaching colleagues.
- d. The Principal, *ex officio*, who shall be a voting member of the Board of Management.

The Board of Management may appoint a Secretary from among its number or may, with the prior approval of the Governors, appoint a non-voting Secretary.

No proxy or substitute will be permitted to replace any member at any meeting (see section 7.16 on casual vacancies). The Bursar may attend meetings for matters relating to his or her responsibilities but will not have a vote.

Each member of the Board must, before taking up office, sign a declaration of his/her acceptance of membership and willingness to participate in the management of the school in accordance with the constitution of the Board and the rules of the Department of Education and Science. This declaration will be recorded in a book specially kept for this purpose.

No member may receive any financial remuneration for his/her services as member of the Board of Management. However, the Board may reimburse, from its financial allocation, expenses incurred by expenses where such expenses has had the prior approval of the Board of Management.

### 7.12 Elections to the Board of Management

The Chairperson of the Board of Governors, on behalf of the Governors and in consultation with the Governors, shall initiate and oversee the election process.

Any matter relating to such elections, not determined herein, shall be determined by the Chairperson of the Board of Governors.

### 7.13 *Elections to the Board of Management: Teacher Members*

Two permanent, full-time teachers are to be elected by their permanent, full-time teaching colleagues to serve as members of the Board of Management.

To ensure the widest possible representation, the teachers so elected should, where practicable, be from separate families and bear no relationship to any other member of the board.

A member so elected shall cease to be a member of the Board of Management if they are no longer qualified for election to membership of the Board of Management (e.g. where they cease to be permanent or full time).

Teacher members shall be elected as follows:

- i. A Staff meeting shall be held for the purpose of selecting the teachers who will be nominated to the Patron for appointment as teacher members on the Board of Management.
- ii. At least ten days' notice of such a meeting shall be given in writing to each person entitled to vote at such a meeting.
- iii. At the meeting, nominations shall be invited from among the permanent teaching staff.
- iv. The following teachers are eligible to be present and to vote
  - a. Permanent full-time teachers with at least one year of registered service in the school; including, at Midleton College, those teachers on full-time permanent contracts with the College
  - b. Such teaching staff who are on extended sick leave or non-statutory leave.
- v. The following teachers are not eligible to nominate or to vote
  - a. Teachers on casual or fixed-term contracts with the Department of Education and Science or with Midleton College
- vi. The following teachers are not eligible to be elected
  - a. Staff who will not be in attendance in a full-time working capacity at the College when the Board is convened.
- vii. Each nomination must be seconded.
- viii. In making nominations and in the election, the desirability of attaining a representative gender balance shall be kept in mind.
- ix. If there are more than two nominations, a secret ballot shall be held at the meeting, in which case two tellers shall be appointed.
- x. Election shall be by simple majority.
- xi. The vote shall be counted at the meeting and the result of the ballot shall be notified to the staff and to the Chairperson of the Board of Governors.
- xii. In the event of a tied vote between nominees, the election shall be determined by the drawing of lots.

### 7.14 *Elections to the Board of Management: Parent Members*

Two parents/legal guardians of children currently in the School are to be elected by parents/legal guardians whose children also currently attend the school.

A member so elected shall cease to be a member of the Board of Management if they are no longer qualified for election to membership of the Board of Management (e.g. where s/he ceases to be a parent of a child currently enrolled in the School).

To ensure the widest possible representation, the parents so elected should, where practicable, be from separate families and bear no relationship to any other member of the board.

One should be a mother/guardian and the other should be a father/guardian of children currently enrolled in the school.

Parent representatives should be elected by the general body of parents/guardians of children enrolled in the school.

Parent representatives shall be elected as follows:

- (i) The timeframe for the elections shall be laid down by the Chairperson of the Board of Governors in consultation with the Principal.
- (ii) Parents and registered guardians of all students currently enrolled in the School shall be eligible to nominate, be nominated and to vote in the election of parent representatives.
- (iii) Parents and registered guardians of all students currently enrolled in the School shall be invited by posted letter to nominate other parents and/or registered guardians for election to the Board of Management.
- (iv) All such nominations must be seconded by another parent or registered guardian.
- (v) One man and one woman from among the parents and registered guardians shall be elected.
- (vi) Each parent/guardian shall be entitled to vote for one man and also for one woman.
- (vii) In the event that more than one man and/or more than one woman be nominated an election by postal secret ballot shall take place.
- (viii) The man receiving the highest number of votes and the woman receiving the highest number of votes shall be deemed to be elected.
- (ix) Election shall be by simple majority.
- (x) The vote shall be counted at a meeting (the date and time of which are notified when the voting papers are circulated) and the result of the ballot shall be notified to the parents and to the Chairperson of the Board of Governors.
- (xi) In the event of a tied vote between nominees, the election shall be determined by the drawing of lots.

#### *7.15 Appointment and Powers of Chairperson*

The Chairperson of the Board of Management is appointed by the Governors and from among the Governors' nominees to the Board of Management, and his/her appointment is to be ratified by the Board of Management at its first meeting. He/she is the official public representative of the Board. The Chairperson presides at all meetings, and in the event of his/her being unable to attend any meeting, the voting members present must, before any other business is transacted, choose one of the Governor nominees to preside at that meeting.

Where a vote is taken on any business and there is an equal division of votes, the Chairperson has a second or casting vote.

He/she also has the discretionary power to summon special meetings of the Board, if he/she deems it necessary.

The Chairperson is the legal representative of the Board of Management.

### 7.16 *Casual Vacancies on the Board of Management*

Where a casual vacancy occurs for whatever reason, the following is the procedure to be adopted to select a replacement to be nominated by the Governors:

- a. In the event of a vacancy occurring among the members who were nominated by the Governors, the Governors will nominate his/her replacement.
- b. Where a vacancy occurs among teacher members, it will be filled by election.
- c. Where a vacancy among parent representatives occurs the Board of Management shall notify the Board of Governors as Patron. The Patron may decide either
  - To co-opt as a replacement the person with the next highest number of votes from among those not elected to the Board initially or
  - To hold a by-election to replace the parent representative

### 7.17 *Removal of Members and/or Dissolution of the Board of Management*

Subject to the approval of the Minister, the Governors may remove a member from the Board and may dissolve the Board of Management [Education Act 1998, s.16 (1)]

### 7.18 *Term of Office of the Board of Management*

The term of office of each member of the Board is three years, and expires on a date to be agreed by the Board, in conjunction with the Governors in the third year after the date when the Board was first set up. At the end of the term of office of the Board, retiring members will be eligible for re-nomination or re-election, as the case may be.

The nomination and election of members to an incoming Board must be complete within one month before the expiry date of the term of office of the existing Board and the new Board will assume its duties on that date.

## **8. Board Meetings**

### 8.1 *Frequency of Meetings*

The Board of Management will meet at least once each term.

### 8.2 *Agenda*

It is the Secretary's duty to prepare the agenda in consultation with the Chairperson and the Principal.

Members may propose items for inclusion on the agenda. The Secretary, in consultation with the Chairperson and the Principal, will assess whether items are relevant to the responsibilities of the Board. Notification of items must reach the Secretary 10 days before a meeting so that, if relevant, they can be included in the agenda. The agenda will be sent out 7 days before each meeting so that members may be aware of the matters to be discussed.

### 8.3 *Special Meetings*

Special meetings requiring shorter notice may also be held. If it is deemed necessary to hold a special meeting, not less than three clear days' notice will be given. A

special meeting may be convened by the Chairperson, at the request of the Principal, or by any five members of the Board of Management.

#### *8.4 Emergency Meetings*

In the event of an emergency meeting being called by the Chairperson or Principal (having each consulted the other), such a meeting will take place as soon as possible after notification has been conveyed to all the members of the Board of Management.

#### *8.5 Quorum*

At every meeting of the Board of Management, whether ordinary, special or emergency, at least five members, three of whom shall be nominees of the Governors, must attend to form a quorum.

#### *8.6 Chairperson*

The Chairperson shall preside at all meetings of the Board. If the Chairperson is absent from any meeting, the voting members present must, before any business is transacted, choose one of the Governor nominees to preside.

#### *8.7 Voting*

It will be normal to make decisions by consensus. However if it is necessary to vote each of the members of the Board of Management has a vote. A simple majority of votes will decide the issue. However in the case of a tied vote, the Chairperson will have a second, or casting vote.

Members of the Board of Management may not participate in discussions, or vote on any matters in which they, or any company or partnership or firm of which the member is a director or partner, may have a personal or financial interest. In the event of any such matter arising, they will, on request from the Chairperson, retire from the part of the meeting at which such discussion and decision take place.

#### *8.8 Confidentiality*

In order to preserve confidentiality, an agreed statement will be prepared at the conclusion of each meeting which will be used to notify anyone concerned about the business decided by the Board of Management.

#### *8.9 Disclosure of Interest*

A member of a Board of Management, including the Chairperson, who has any interest in any company or concern other than Midleton College Company Limited by Guarantee with which the Board proposes to make any contract, or any interest in any contract which the Board proposes to make, shall disclose to the Board the fact of the interest and the nature thereof and shall take no part in any deliberation of the Board relating to the contract, and the disclosure shall be recorded in the minutes of the Board.

A member of the Board who stands in a relationship to a person who is a candidate for appointment by the Board shall disclose to the Board the fact of the relationship and the nature thereof and shall take no part in any deliberation or decision of the Board concerning the appointment and the disclosure and the decision shall be recorded in the minutes of the Board. In this context Board members are required to make a disclosure not only in the case of a family relationship but in respect of any relationship which could be regarded as prejudicial to ensuring absolute impartiality in the selection process.

Where any member of the Board is related to any person (e.g. a student or teacher) who may be the subject of or have a direct involvement in a matter which is before the Board for consideration, that Board member shall disclose to the Board the fact of that relationship and the nature thereof. Unless the Board is fully satisfied that the relationship concerned is not prejudicial to the preservation of the principles of natural justice and specifically that the legal requirement that Board proceedings should not be open to the charge of bias, then that member shall take no part in the Board's deliberations on the matter and the disclosure and absence of the member shall be recorded in the minutes. In this context Board members are required to make a disclosure not only in the case of a family relationship but in respect of any relationship which could be regarded as prejudicial to ensuring absolute impartiality in the deliberations of the Board.

Where any member of the Board is personally the subject of a matter which is before the Board for consideration, that Board member shall withdraw from the Board's deliberations on the matter unless the Board is fully satisfied that the presence of the member during such deliberations is not prejudicial to the preservation of the principles of natural justice and, specifically, the legal requirement that Board proceedings should not be open to the charge of bias. The absence of the member shall be recorded in the minutes.

#### *8.10 Other Matters*

Any other matters not provided for in this manual shall be referred to the Board of Governors for their arbitration or determination in accordance with the governing legislation, Scheme 105 and the customary norms and articles of school governance.

### **9. Principal**

9.1 The Governors shall, in accordance with procedures laid down in the Statutes of the College and existing legislation, appoint to the College in a whole-time capacity a person to be Principal of the College. [Education Act 1998 s..23(1)].

9.2 The Principal shall:

- 9.2.1 Be responsible for the day-to-day management of the College including guidance and direction of the teachers and other staff of the College, and be accountable to the Board of Management for that management. (Education Act 1998, s.23(2)(a)).
- 9.2.2 Provide leadership to the teachers and other staff and the pupils of the College. (Education Act 1998, s.23(2)(b)).
- 9.2.3 Be responsible for the creation, together with the Board of Management, parents of pupils and the teachers, of an environment which is supportive of learning among the pupils and which promotes the professional development of the teachers. (Education Act 1998, s.23 (2)(c)).
- 9.2.4 Under the direction of the Board and, in consultation with the teachers, the parents and, to the extent appropriate to their age and experience, the pupils, set objectives for the College and monitor the achievement of those objectives, and (Education Act 1998, s.23 (2)(d)).
- 9.2.5 Encourage the involvement of parents of pupils in the College in the education of those pupils and in the achievement of the objectives of the College (Education Act 1998, s.23 (2)(e)).

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- 9.2.6 For the purpose of carrying out his functions under this Act, the Principal shall have all such powers as are necessary or expedient in that regard, and shall carry out his functions in accordance with such policies as may be determined from time to time by the Board of Management and regulations made in accordance with Section 33 of the Act. (Education Act 1998, s.23 (3)).
- 9.2.7 The Principal may, in accordance with the agreed procedures, appoint such and so many persons as teachers and other staff of the College as *thought* necessary subject to the constraints imposed by the budget agreed by the Governors (Education Act 1998, s.24.-(1) and (7)).
- 9.2.8 The Principal shall be entitled to be a voting members of any and every committee appointed by a Board of Management. (EA.23 (4)).
- 9.2.9 As part of his/her management of the College, the Principal, in consultation with the in-house management team, has immediate responsibility for dealing with all complaints and disputes arising from the administration of the College.



## **10 Midleton College Company Limited by Guarantee**

### ***10.1 Introduction***

Midleton College Company Limited by Guarantee is the mechanism by which the property, business, finance and employment of Midleton College are conducted.

### ***10.2 Constitution***

The Constitution of Midleton College Company Limited by Guarantee is appended (Appendix II).

### ***10.3 Main Object***

The main object for which the Company is established is

- a. To carry on the business of Midleton Endowed School, Cork in accordance with Scheme 105 as framed under the Educational Endowments (Ireland) Act 1885 and as amended from time to time and to do all such other things as are or may be incidental or conducive to the attachment of this object or concomitant or ancillary thereto;
- b. To carry out the business of the provision of facilities for boarding, keeping, lodging, housing, accommodating and catering for students, teachers, lecturers and any other persons instructed or employed by the Company.
- c. the relief of poverty, deprivation and distress among, and education of, necessitous people.

### ***10.4 Principal Functions***

*10.4.1* The management of the assets of Midleton College.

*10.4.2* The receipt of fees and all financial business of Midleton College.

*10.4.3* The oversight and operation of the boarding and day boarding facilities at Midleton College.

*10.4.4* The determination of the budget of the Board of Management upon the submission of such budget by the Board of Management.

*10.4.5* To fulfil the functions of employer of all staff who are not employed by the Board of Management and in respect of contracts of employment with the Company.

## Appendix I

**EDUCATIONAL ENDOWMENTS (IRELAND) ACT, 1885**  
**(48 & 49 Vic., o.78)**  
**AND**  
**CHARITIES ACT, 1961**  
**(No. 17 of 1961)**

**No. 105**  
**County of Cork**

### Scheme<sup>4</sup>

ENDOWMENT:- THE MIDLETON ENDOWED SCHOOL – CORK

[Note sections in **Red** have been amended by the amending scheme of 2008: please refer, therefore, to the amending Scheme]<sup>5</sup>

AMENDING SCHEME framed by the Commissioners of Charitable Donations and Bequests for Ireland for the future government and Management of the Educational Endowments of and belonging to the above-mentioned Endowment.

WHEREAS a Scheme Number 105 (hereinafter referred to is the Original Scheme) was framed under the Educational Endowments (Ireland) Act, 1885, for the future government and management of The Midleton Endowed School, Cork and was finally approved by Order in Council made on the 19<sup>th</sup> day of March, 1894.

AND WHEREAS the Governors of the said Educational Endowments have made an application to the Commissioners of Charitable Donations and Bequest for Ireland to amend the Original Scheme so as to increase their number by two and to permit such additional Governors to be persons resident outside the County and City of Cork.

NOW WE, the said Commissioners having made inquiry into the circumstances of the application and having satisfied ourselves that it would be advantageous to the above Endowment to alter the Original Scheme in accordance with the application of the said Governors and under the powers conferred on Us by the Educational Endowments Act, 1885, the Charities Act, 1961, and by Clause 30 of the Original Scheme DO HEREBY ORDER that, from the date of this Order, Clauses 2 and 3 of the said Original Scheme shall be amended so as to read as follows:-

#### *Incorporation of Governing Body*

2. From and after the date of this Scheme a Governing Body shall be formed for the future government and management of the School and of the Endowments. It shall consist of the Bishop, for the time being, the Viscount Midleton, for the time being, and a Governor nominated by him as hereinafter provided; and six co-opted Governors as hereinafter provided.

The Viscount Midleton for the time being may at any time and from time to time, by writing under his hand, nominate a suitable person to act as a Governor; every Governor so nominated shall hold office until he shall die or resign, or until his nomination shall be revoked by the Viscount Midleton for the time being. If, at any time, the Viscount Midleton for the time being shall be a minor, or shall be subject to any other legal disability, the right of acting as a Governor, and of nominating a Governor, as hereinbefore provided, may be exercised, on his behalf, by his legal Guardian or Committee.

The first co-opted Governors shall be such and so many of the following persons as at the date of this Scheme shall be Governors of the Midleton Endowed School, and able and willing to act as Governors under this Scheme, namely:-

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<sup>4</sup> Note: This is the Scheme as amended in 1894.

<sup>5</sup> Note added by Dr Paul Colton

1. Captain E. C. Bayly.
2. Robert Uniacke Penrose Fitzgerald, Esq. M. P.
3. Rev. Thomas Moore, LL.D.
4. James H. B. Penrose Fitzgerald, Esq.

The Governors for the time being shall constitute a body corporate, by the name of "The Governors of the Midleton Endowed School," with perpetual succession and a common seal, and power to acquire and hold property, real and personal, for the purposes of this Scheme. The Governors for the time being may exercise all the powers of the Governors under this Scheme, notwithstanding any vacancy or vacancies in their number.

3. If, at the date of this Scheme, any of the co-opted Governors above-named shall not be a Governor of the Midleton Endowed School, or shall be unable or unwilling to act as a Governor under this Scheme, and whenever thereafter any co-opted Governor shall die, or resign by writing under his hand, or become bankrupt, or refuse to act to become incapable of acting, or shall for the space of one year fail to attend any meeting of the Governors, his office shall thereupon become vacant, and the fact of the vacancy, with the cause thereof, shall be recorded in the minutes of the Governors. As soon as conveniently may be after the occurrence of each vacancy, the remaining Governors shall co-opt a suitable person to fill the vacancy, provided always that four of the co-opted members shall be persons resident in the County or City of Cork.

FINAL APPROVAL BY ORDER IN COUNCIL

Endowment:- The Midleton Endowed School – Cork

By the Lords Justices and Privy Council in Ireland

S. WALKER, C.  
WOLSELEY, Genl.

Whereas the Right Honorable Gerald Fitzgibbon and the Right Honorable William O'Brien, The Judicial Commissioners constituted under the Educational Endowments (Ireland) Act, 1885, have, in virtue of the powers conferred upon them by the said Act and the Acts continuing the same, and of every other power enabling them in that behalf, framed and signed under their hands a Scheme relating to the Educational Endowments of and belonging to the Midleton Endowed School, Cork, which Scheme is annexed to this Order:

And whereas the time limited by the said Acts for exercising the powers of making and approving this Scheme has been duly extended, upon special cause shown, with reference to the above-mentioned Endowments, by Orders of the Lord Lieutenant in Council, dated, respectively, March 30, 1893, and December 23, 1893, in pursuance of the 38<sup>th</sup> section of the first-mentioned Act:

And whereas all the conditions in regard to the said Scheme, which are required to be fulfilled by the said Acts to enable the said Scheme to be finally approved, have been fulfilled:

Now therefore, We, the Lords Justices General and General Governors of Ireland, by and with the advice and consent of Her Majesty's Privy Council in Ireland, do by this Order, pursuant to the 27<sup>th</sup> and 38<sup>th</sup> section of the first-mentioned Act, declare our approbation of the aforesaid Scheme, and the same is hereby finally approved.

Given at the Council Chamber, Dublin Castle, this  
19<sup>th</sup> day of March 1894

MACDERMOT, A.-G.  
Scheme referred to in the Foregoing Order

EDUCATIONAL EDNOWMENTS (IRELAND) COMMISSION

Scheme framed under the Educational Endowments (Ireland) Act, 1885, for the future government and management of the Educational Endowments of and belonging to the MIDLETON ENDOWED SCHOOL, in the County of Cork.

Whereas, by Indenture dated October 23, 1696, the Right Hon. Elizabeth, Countess of Orkney, having resolved to erect and found a Schoolhouse, with all suitable conveniences there unto belonging, at or in the Town of Midleton in the County of Cork, and to establish and endow a Free School there, with a perpetual maintenance for the good instruction and education of youth, with exhibitions to be allowed to certain persons at the University who should have had their education at the said School, granted the lands described in the First Schedule hereto to certain Trustees therein named and their heirs and assigns for ever, upon trust that the rents issues and profits thereof should be applied towards the purchasing and providing a convenient place, materials, and necessaries for the erection of a Schoolhouse and other fitting out-houses and conveniences for a Master and usher, and for the receipt of boarders and scholars, and other suitable accommodations and buildings, within the said Town of Midleton: and after the said School had been erected and finished as aforesaid, then for and towards the payment of the following annual sums, viz.: One Hundred Pounds, late Irish currency, to the Head Master of the said School; Twenty Pounds, like currency, to the Usher under him; Twenty Pounds, like currency, to a Master to teach the pupils to write and cast accounts; Ten Pounds, like currency, for the repair of the Schoolhouse and for contingent charges; and Fifty Pounds, like currency, to be paid to certain scholars at the University, who had their education at the said School, as exhibitors and towards their maintenance, no one exhibition to exceed Fifteen Pounds per annum, like currency; and by the said Indenture the said Countess appointed the Bishop of Cork and the Sovereign of Midleton, both for the time being, together with seven other persons therein named, to be the Governors of the said School, with power to make ordinances and rules for the government thereof from time to time, and to fill vacancies in their number by the election of new persons by the majority of the Governors for the time being:

And whereas a School known as the Midleton Endowed School was afterwards erected in the Town of Midleton upon the site described in the Second Schedule hereto, which was granted for the purposes by the Viscount Midleton, the representative of the said Countess of Orkney, and a Boarding and Daily School for the Intermediate Education of boys was established and has since been carried on therein, under the management of Governors appointed in pursuance of the said-recited Indenture:

And whereas, by an Act of Parliament passed in the fifty-third year of the reign of King George III, cap. 107, "The Commissioners of Education in Ireland" were incorporated, and were empowered to visit and regulate certain Endowed Schools in Ireland, including the Midleton Endowed School; and by the said act it was provided that, upon application made by the said Commissioners, it should be lawful for the Lord Chancellor to direct that the funds revenues and direction of such School should vest in the said Commissioners:

And whereas the lands aforesaid, and the funds revenues and direction of the Midleton Endowed School, afterwards, under the provisions of the said Act, were vested in the said Commissioners:

And whereas the said lands, and the said School buildings and premises, and all other the property, real and personal, held in trust for or applicable to the purposes of the said School, now constitute Educational Endowments within the meaning of the Educational Endowments (Ireland) Act, 1885, and the said Act applies to the same:

And whereas it has appeared to the Commissioners under the said Act, after due inquiry, that it is expedient to make provision for the future government and management of the said Endowments, in manner hereinafter appearing:

Therefore, from and after the date of this Scheme, being the day upon which the Lord Lieutenant shall by Order in Council declare his approbation hereof, the said Endowments shall be held, governed, managed, and applied, for the purposes, with the powers, under the conditions, and

provisions, and in the manner hereinafter set forth, and not otherwise, any previous Act of Parliament, Letters Patent, Statute, Charter, Order, Scheme, Deed, Will, Instrument, Trust, or Direction, relating to the subject matter of this Scheme, to the contrary notwithstanding.

## PRELIMINARY

### *Interpretation of Terms*

1. For the purposes of this Scheme, unless the context otherwise requires, the following terms shall be interpreted as follows:-

“The Act” shall mean the Educational Endowments (Ireland) Act, 1885.

“The Commissioners” shall mean the Commissioners of Education in Ireland, incorporated under the hereinbefore recited Act, 53 George III, cap. 107, as lawfully constituted for the time being.

“The Governors” shall mean the Governing Body of the Midleton Endowed School, hereby incorporated.

“The School” shall mean the educational institution established under the hereinbefore recited Indenture dated October 23, 1696, and since existing in the Town of Midleton, and known as the Midleton Endowed School, and shall include any other educational institution for the time being managed, maintained, or aided by the Governors under the provisions of this Scheme.

“The Endowments” shall mean and include all the estates, lands, buildings, tenements, hereditaments, funds, securities, moneys, goods and chattels, described in the Schedules hereto, and all rents interest dividends and income thereof, due or accruing, and all other property, real and personal, at the date of this Scheme, vested in or held or possessed by the Commissioners, or by any other person or persons, upon trust for the Midleton Endowed School, or which may hereby or at any time hereafter become or be vested in the Governors for the purposes of this Scheme.

“The Bishop” shall mean the Bishop of Cork Cloyne and Ross for the time being, appointed in accordance with the constitution of the Church formerly established by law, and referred to in the Irish Church Act, 1869, as the Church of Ireland, hereinafter referred to as the said Church, and shall include any other person duly empowered under the said constitution to exercise, in the Dioceses in which the School is situated, the authority now vested in the said Bishop.

“Intermediate Education” shall mean education in such subjects as may be included in the programme of Examinations held by the Intermediate Education Board for Ireland.

“Technical Education” shall mean and include all technical instruction and manual instruction within the meaning of the Technical Instruction Act, 1889, and all other theoretical and practical instruction and training which may directly tend to prepare young persons for any industry, trade, handicraft, or commercial employment.

“Elementary Education” shall mean such education as may be given in the Schools aided by grants from the Commissioners of National Education in Ireland.

## THE GOVERNING BODY

### *Incorporation of Governing Body:*

2. From and after the date of this Scheme a Governing Body shall be formed for the future government and management of the School and of the Endowments. It shall consist of the Bishop, for the time being; the Viscount Midleton, for the time being, and a Governor nominated by him as hereinafter provided; and four co-opted Governors appointed as hereinafter provided.

The Viscount Midleton for the time being may, at any time and from time to time, by writing under his hand, nominate a suitable person to act as a Governor; every Governor so nominated shall hold office until he shall die or resign, or until his nomination shall be revoked by the Viscount Midleton for the time being. If, at any time, the Viscount Midleton for the time being shall be a minor, or shall be subject to any other legal disability, the right of acting as a Governor, and of nominating a Governor as hereinbefore provided, may be exercised, on his behalf, by his legal Guardian or Committee.

The first co-opted Governors shall be such and so many of the following persons at the date of this Scheme shall be Governors of the Midleton Endowed School, and able and willing to act as Governors under this Scheme, namely:-

- (i) Captain E. C. Bayly,
- (ii) Robert Uniacke Penrose Fitzgerald, Esq., M.P.
- (iii) Rev. Thomas Moore, LL.D.
- (iv) James H. B. Penrose FitzGerald, Esq.

The Governors for the time being shall constitute a body corporate, by the name of “The Governors of the Midleton Endowed School” with perpetual succession and a common seal, and power to acquire and hold property, real and personal, for the purposes of this Scheme. The Governors for the time being may exercise all the powers of the Governors under this Scheme, notwithstanding any vacancy or vacancies in their number.

*Casual Vacancies:*

3. If, at the date of this Scheme, any of the co-opted Governors above-named shall not be a Governor of the Midleton Endowed School, or shall be unable or unwilling to act as a Governor under this Scheme, and whenever thereafter any co-opted Governor shall die, or resign by writing under his hand, or become bankrupt, or refuse to act, or becoming incapable of acting, or shall for the space of one year fail to attend any meeting of the Governors, his office shall thereupon become vacant, and the fact of the vacancy, with the cause thereof, shall be recorded in the minutes of the Governors. As soon as conveniently may be after the occurrence of each vacancy, the remaining Governors shall co-opt a suitable person, resident in the County or City of Cork, to fill the vacancy.

VESTING AND TRANSFER OF THE ENDOWMENTS

*Vesting and Transfer of the Endowments:*

4. From and after the date of this Scheme, the Endowments, and all rights powers and remedies for the recovery thereof, shall, without any new conveyance or instrument, become and be vested in the Governors, and shall be thenceforth held by them and their successors for ever, upon and for the trusts and purposes of this Scheme; subject to the conditions and provisions herein contained, and to all such rents, charges, rights, tenancies, easements, and liabilities, as at the date of this Scheme may lawfully affect the same. From and after the date of this Scheme, the Governor and Company of the Bank of Ireland, upon the written requisition of the Governors, shall, without further order, transfer to and register in their books in the name of “The Governors of the Midleton Endowed School,” the sum of Government Stock mentioned in the Third Schedule hereto; and all dividends due or accruing upon the Stock, and all rents and other property, securities, goods, chattels, and moneys, which at the date of this Scheme may be held by the Commissioners, or by any other person or person, in trust for or applicable to the purposes of this Scheme or any of them, and all sums then due or accruing on account of the Endowments, shall be delivered, transferred, and paid by the person or persons possessed thereof, or bound to pay the same, to the Governors. The receipt of the Governors, duly executed as hereinafter provided, for any delivery, transfer, or payment hereby directed, shall be a good discharge for the person or person making the same, and he or they shall not thenceforth be answerable for the application thereof.

## TRUSTS OF THE ENDOWMENTS

### *Trusts of the Endowments:*

5. From and after the date of this Scheme, and subject to the conditions and provisions herein contained, the Endowments, and all or any other property of or belonging to the Governors, or available for the purposes of this Scheme, shall be held by the Governors upon trust to maintain, or to aid in maintaining, in or near the Town of Middleton, a School for boarders or day pupils, or for both, in which instruction shall be given in such branches of Intermediate, or Technical, and Elementary Education as the Governors shall from time to time think best suited to the wants of the locality and to the requirements of the pupils, and to carry out the other purposes of this Scheme.

## APPLICATION OF THE ENDOWMENTS

### *Application of the Endowments:*

6. ALL moneys received by the Governors under or for the purposes of this Scheme, subject to the other provisions of this Scheme, and to any special trusts or conditions lawfully affecting any part thereof, shall be expended and applied by them for or towards the following purposes, or for or towards such and so many of them as to the Governors from time to time shall seem expedient:--

(a) To maintain the School buildings, furniture, appliances, and premises in good order and condition, and to make such additions thereto, and such improvements therein, as may be required from time to time.

(b) To pay all rents, taxes, cost of insurance, and other charges, necessarily or properly payable out of or for the said premises, and to defray the necessary working expenses of the School, and the cost of management of the School and of the Endowments.

(c) To maintain an efficient Teaching Staff for the School, and to provide for the education of the pupils.

(d) To maintain a sufficient household and domestic staff, and to provide suitable board, lodging, and accommodation for the resident pupils and resident staff of the School.

(e) To provide prizes and exhibitions for the most deserving pupils; such prizes and exhibitions may be awarded in such manner as the Governors may deem best calculated to promote the progress of the pupils, and may be so given as to enable or encourage deserving and capable pupils, who require such assistance, to continue their education at the School longer than they could otherwise do, or to obtain more advanced education elsewhere.

(f) To defray any other expenses incurred in carrying out the purposes of this Scheme.

## ADDITIONAL ENDOWMENTS

### *Donations and Subscriptions:*

7. The Governors may from time to time collect, acquire, receive and hold donations, subscriptions, devises, bequests, and other additional endowments, real and personal, and may apply the same for any or all of the purposes of this Scheme. They may also collect, acquire, receive, and hold donations, subscriptions, devises, bequests, and other endowments, real and personal, and may apply the same for any objects connected with the School, or with all or any of the purposes of this Scheme, which shall not be inconsistent, with, or calculated to impede, the efficient working of the provisions hereof. All property and moneys so received or applied shall be included in the accounts to be kept by the Governors under this Scheme.

### *Aid from Public Sources:*

8. The Governors may, from time to time, make all arrangements necessary to enable them to obtain for the School, from the Intermediate Education Board, from the Science and Art Department, from the Commissioners of Public Works, from the Commissioners of National Education, from any Local Authority, or from any other public body, or under any statute, any aid, by way of teachers' salaries, allowances, results fees, prizes, provision for special or Technical Education, and grants or

loans for building or other purposes which may at any time be available for or open to like schools or the pupils thereof; and, notwithstanding anything herein contained, they may please the School, or any or all of the classes or pupils thereof, in connection with or under the inspection of any such public body as aforesaid: and they may comply with any conditions rules, or regulations, including conditions as to the appointment of Governors, for the time being in force respecting schools classes or pupils receiving such aid. All money and other aid which the Governors may so receive shall, subject to such conditions rules and regulations, be applied by them in conformity with the provisions of this Scheme, and accounted for accordingly.

#### GENERAL PROVISIONS AS TO THE SCHOOL

##### *Maintenance and Removal of the School:*

9. The School shall be maintained in the buildings hitherto occupied thereby, or in such other buildings as the Governors may acquire as hereinafter provided. The Governors, if and when they shall so think fit, may, from time to time, remove the School to any other convenient site, in or near the Town of Middleton, and any buildings and premises vacated upon such removal shall be sold, let, or otherwise disposed of to the best advantage; provided always, that no such removal shall take place, nor shall any agreement for same, or for any letting sale or disposal of the existing School premises, be made or entered into by the Governors, or become binding upon them, without the previous sanction of the Commissioners of Charitable Donations and Bequests for Ireland, which sanction may be given if the said Commissioners shall be satisfied that such removal is for the benefit of the School.

##### *Female Education:*

10. The Governors may provide that the School, and the Scholarships and Exhibitions tenable in connection therewith, shall be open to male pupils only, or both to male pupils and to female pupils, and they may provide for the education of female pupils in the School, either in the same class-rooms with the male pupils or in separate class-rooms; or they may assist the education of female pupils in another School in the same locality, by assisting to pay the teaching staff, or by giving the aid of Teachers engaged in the School, at such times and on such terms as the Governors shall think expedient.

##### *Evening School and Classes:*

11. The Governors may maintain an evening school or schools or evening classes for the education of pupils who are engaged during the day at trade or business, and who are desirous of carrying on their education in the evening. The course of instruction in such evening school or classes shall be arranged with special regard to the requirements of the pupils obliged to maintain themselves by commercial or industrial pursuits; and, may comprise instruction in Natural and Experimental Science, Drawing, Modelling, Shorthand, Book-keeping, Handicraft, and any other subjects of Intermediate or Technical Education which the Governors may deem suitable or useful for any sufficient number of pupils.

##### *Religious Instruction:*

12. The Governors may from time to time make such provision for the religious instruction of the pupils of the School as they shall think fit; provided that no pupil attending the School shall at any time be permitted to receive or to be present at any religious instruction to which his or her parents or guardians shall object, and that the arrangements for giving religious instructions shall be so made that no pupil attending for secular instruction only shall be thereby in effect excluded, directly or indirectly, from any of the advantages of the secular education given in the School.



*Scholarships and Exhibitions:*

13. The Governors, if and whenever the funds at their disposal shall suffice, may establish Scholarships and Exhibitions in connection with the School, which shall in each case have such value, and shall be awarded upon such examination, and shall be held subject to such conditions, as the Governors shall think fit. These Scholarships and Exhibitions may be given so as to entitle their holders to education at the School free of costs or at a reduced cost, or may be tenable at any University in Ireland, or at any place of Technical Education, which the Governors may from time to time approve.

*School Fees and Boarding Arrangements:*

14. Subject to any pending contract with the existing Head Master, the Governors may fix the fees to be paid by the pupils, and may remit or modify these fees in such cases as they shall think fit, and they may make such arrangements with the Head Master respecting such fees and the application thereof, as they shall think desirable; they may also allocate or permit the use of such portions of the School buildings as they shall think fit for the residence of the Head Master or other Teachers, and may provide for the reception and boarding therein of resident pupils, upon such terms and under such conditions as they shall from time to time determine.

GENERAL PROVISIONS AS TO GOVERNING BODY

*Chairman, Quorum, and Honorary Officers:*

15. At their first meeting in each year the Governors shall elect from their own number a Chairman and a Vice-Chairman. The Chairman, if present, shall preside at the meetings of the Governors; in the absence of the Chairman, the Vice-Chairman shall preside; and in the absence of both, the Governors present shall elect one of their number to preside for the occasion. Three Governors shall constitute a quorum, and all matters and questions shall be determined by the majority of the Governors present; in every case of equality of votes, the presiding Governor shall have a second or casting vote. The Governors may appoint from their own number an Honorary Secretary, and such other Honorary Officers as they shall think fit.

*Meetings:*

16. Within three calendar months after the date of this Scheme, at a time to be fixed by a requisition of three or more Governors, and once at the least in every six months thereafter, the Governors shall meet at the School; they may also meet at such other times and places as they may from time to time appoint. At each of the half-yearly meetings to be held at the School, the Governors shall examine for themselves into the condition of the premises and the efficiency of the School. Notice of every meeting shall be given to each Governor two clear days, or such other times as the Governors may direct, before the meeting, the Chairman, or the Vice-Chairman, or any three other Governors, may at any time summon a special meeting, giving notice to each Governor six clear days, or such other time as the Governors may direct, before the meeting, specifying in the notice the object thereof. Every meeting may adjourn for the completion of its business to such time and place as the Governors present may appoint.

*Minutes, Books and Documents;*

17. Every Governor shall, at or before the first meeting which he attends, sign a declaration in a book to be kept for the purpose, of his acceptance of the office of Governor, and until he has signed such declaration he shall not be entitled to act as a Governor. Minute books shall be kept by the Governors, in which minutes of all their proceedings shall be duly entered. All deeds and other writings sealed with the common seal, and signed at any meeting of the Governors by the Chairman of the meeting and two other Governors, shall be held to be validly executed on before of the Governors.

*Committees:*

18. The Governors may, from time to time, appoint a Committee or Committees, each consisting of any two or more of their number, to visit the School, to carry into execution any orders, rules, or directions of the Governors with respect to the purposes of this Scheme, or to manage such of the business of the School or of the Endowments as the Governors may deem it expedient to depute to a Committee. The Governors may fix the quorum, define the duties, and regulate the proceedings of every Committee as they may think fit.

*By-laws and Regulations:*

19. The Governors may, from time to time, make such by-laws and regulations as they shall consider convenient and needful for the good management of the School, and of the Endowments, and for effectuating the other purposes of this Scheme; provided that no such by-law or regulations shall be inconsistent with the provisions of this Scheme, and that the same may be repealed, altered, or amended, from time to time, by the Governors as they may think fit.

*Powers of the Governors;*

20. Subject to the provisions of this Scheme, the Governors may prescribe and regulate the course of instruction, and the terms and vacations, and may make all necessary and proper arrangements to be observed in the School, and shall have and exercise general supervision and control over it. Subject as aforesaid, they may, from time to time, upon such terms as they shall think fit, and at such salaries as they may deem sufficient, appoint, or may provide for the appointment of the several members of the teaching and domestic staff employed in or about the School, and such other officers and servants as they shall from time to time deem it advisable to employ. Subject to the provisions hereinafter contained as to the vested interests of individuals holding office at the date of the passing of the act, every teacher, officer, and other person employed in the School shall be removable by the Governors for adequate cause, or upon reasonable notice, or upon payment of a reasonable sum, not exceeding six months' salary, in lieu of notice. Provided that no Head Master shall be removed except upon a resolution of the Governors, passed at a special meeting Summoned on due notice, at which not less than one-half of the number of Governors for the time being shall be present, and confirmed at a subsequent meeting of the Governors held at any interval of not less than one week or more than five weeks after the first meeting, and at which not less than one-half of the Governors for the time being shall be present, and that notice of both meetings, and an opportunity of being heard at each meeting, shall be given to the Head Master concerned. The Governors, with the sanction of the Commissioners of Charitable Donations and Bequests, may grant to any teacher or other officer employed in the School who shall become incapable of further duty, or whose services shall be no longer required, a reasonable retiring pension or gratuity, to be fixed by the Governors, with due regard to length of service, to the circumstances of the employment, and to the amount of the Endowments. No person appointed after the date of this Scheme to any paid office or employment under the Governors, or becoming entitled to any salary or emolument out of the Endowments under any such appointment, shall be capable of becoming, or shall continue to be a Governor.

HEAD MASTER AND ASSISTANT MASTERS*Head Master and Assistant Masters:*

21. Subject to the provisions of this Scheme as to the existing Head Master, the Governors shall appoint from time to time, upon such terms as they shall think fit, and at such salary and with such emoluments as they may deem sufficient, a Head Master of the School. Whenever a vacancy shall occur in the office of Head Master, or shall be about to occur, in consequence of notice given either by the Governors or by the Head Master, the Governors shall give public notice of the vacancy, and thereupon, at a meeting specially summoned for the purpose, they shall proceed to elect a Head Master by open voting. The Head Master shall be a Graduate in Arts or Science of one of the Universities of the United Kingdom, if a suitable candidate so qualified can be obtained. After conference with the Head Master, the Governors shall from time to time determine the number of Assistant Masters and other officers, servants to be employed in or about the School, and shall fix their salaries and the mode of payment thereof. The Governors may provide that the Head Master shall

appoint the Assistant Master, officer, servant, and other person employed as aforesaid, shall be removable by the Head Master, or by the Governors, for such cause as he or they shall deem adequate.

#### AUDIT AND INSPECTION

##### *Accounts and Audit:*

22. The Governors shall cause to be kept regular accounts of all their receipts and disbursements, in such manner and form as may be from time to time prescribed or approved by the Local Government Board, and the accounts for each year ending the thirty first day of December, or such other day as the Board may direct, or an abstract thereof, in such form as the said Board shall prescribe or approve, shall be submitted for audit on or before the first day of March following, or such other day as the Board may direct, to an Auditor of the Local Government Board, or to some other competent authority to be appointed or approved by the said Board. The Local Government Board may fix, and the Governors shall pay, such reasonable sum as shall be necessary to defray the cost of audit. The Governors shall keep an account with such bank as they may from time to time select, and all moneys receivable or payable by them, except petty cash, shall be lodged to or drawn from such account, and every cheque shall be signed by two Governors, at the least, thereto authorised.

##### *Inspection:*

23. The Inspector to be appointed by the Lord Lieutenant, in pursuance of the act, Section 17, shall inspect the School once at the least in each year, and so much oftener as the Lord Lieutenant may direct, and shall present his reports thereon to the Lord Lieutenant; and the remuneration of the Inspector, when fixed by the Lord Lieutenant, shall be defrayed by the Governors out of the Endowments.

#### MANAGEMENT OF PROPERTY

##### *Management:*

24. The Governors shall, from time to time, make such arrangements as they may deem expedient for the custody of their common seal, and of all deeds and documents belonging to the Endowments, for the management of the estates and property vested in them, for keeping proper maps and records of holdings and tenancies, for the appointment of an agent or agents, and for the employment of a solicitor or solicitors, and of such bailiffs and other officers as they shall find it expedient to employ to assist in such management. Every agent shall be required to give sufficient security for the faithful discharge of his duties, and shall furnish an account to the Governors, once at the least in each year, and shall include in each account all rents and other income due or payable up to the gale day next preceding the date of furnishing the account.

##### *Lettings, Sale and Exchange:*

25. The Governors may make agricultural or occupation leases and lettings of land from year to year, or for any term of years not exceeding forty years, and leases of buildings from year to year, or for any term not exceeding ninety-nine years, and leases for building or improvement for any term of years, so that the demised premises be not required for the purposes of the School, and that every such lease and letting shall take effect in possession upon or within three years after the making thereof, and shall be made at the highest rent that may fairly and reasonably be obtained, and without fine. The Governors, with the sanction of the Commissioners of Charitable Donations and Bequests, may sell, exchange, let upon fine in fee-farm or for any term, mortgage, or otherwise dispose of, all or any part or parts of the lands or buildings which may be vested in them, so that every such dealing shall be carried out to the best advantage and that all money obtained thereon, other than current rents, shall be treated as part of the capital of the Endowments, and shall be invested or otherwise disposed of in accordance with the provisions hereof.

*Investments:*

26. The Governors may from time to time invest the moneys arising from any sale, or received for equality of exchange of land or buildings, and also any residue of income not required in any year for the purposes of this Scheme, and any subscriptions or other moneys received by them under this Scheme, in any of the public stocks, funds, or securities of the United Kingdom, or of any Colony or Dependency thereof; or in the stock of the Bank of England or of the Bank of Ireland; or upon freehold or leasehold securities, or in the purchase of perpetual rents or rent charges, in the United Kingdom; or upon the debentures or mortgages of any municipal, commercial, or other Joint Stock Company or Corporation, carrying on business or constituted for any purpose in the United Kingdom, or any Colony or Dependency thereof; or in any securities sanctioned by law, or by the practice of the High Court of Justice, for the investment of trust funds. The Governors may from time to time vary such investments, and they may have recourse in any year to the accumulations of income of any previous year or years, and they may retain in their existing state of investment, so long as they shall think fit, all or any securities which may from time to time be received by them for the purposes of this Scheme, if the retention of such securities does not involve any liability capable of affecting the other Endowments.

PROVISION FOR VESTED INTERESTS*Vested Interests:*

27. From and after the date of this Scheme, every individual who at the date of the passing of the Act held, and at the date of this Scheme shall continue to hold, any office, place, employment, pension, compensation, allowance, or emolument under or arising out of the Endowments hereby transferred to and vested in the Governors, shall continue to hold, and shall be entitled to receive the same from the Governors, upon the same terms, and in the same manner in every respect, as he or she held and was entitled to receive the same at the date of the passing of the Act; every such individual shall remain bound to perform the same and all like duties for the Governors, so long as his or her employment shall continue, as he or she would have been bound to perform for his or her existing employers if this Scheme had not passed; and his or her employment may be determined by the Governors at any time after the date of this Scheme by dismissal for the like cause, or on the same notice, or payment in lieu of notice from the Governors, for or on which his or her existing employers might have determined such employment if this Scheme had not passed. Every person who, at the date of this Scheme, shall hold any Exhibition awarded to him as a pupil of the School, and payable out of the Endowments, shall be entitled, during the continuance thereof, to receive the same from the Governors in the same manner, and out of the same funds, as if this Scheme had not passed.

PAYMENT OF EXPENSES*Payment of Expenses:*

28. The Governors shall, subject to the other provisions of this Scheme, pay out of the Endowments all charges which, under the provisions of the Act, shall be properly and necessarily payable by the Governors, or out of the Endowments, for the taxed costs and expenses of this Scheme, or for Audit and inspection, or for other purposes.

DISCHARGE OF THE COMMISSIONERS OF EDUCATION IN IRELAND, AND THE EXISTING GOVERNORS*Discharge of Commissioners and Existing Governors:*

29. Immediately after the date of this Scheme, the Commissioners of Education in Ireland, and the existing Governors of the Midleton Endowed School, shall proceed to pay and discharge out of the moneys in their hands, all the salaries, outgoings, and liabilities due or payable by them up to the date of this Scheme, including their costs of and incident to the preparation of this Scheme (such costs, if

any, to be taxed and certified by the proper officer of the High Court of Justice in Ireland), and shall prepare a final account of all their receipts and disbursements, and shall submit the same for audit to the Local Government Board, or to some other competent authority to be appointed or approved by the Board. Upon such audit the net cash balances remaining in the hands of the Commissioners and the said existing Governors respectively or of their treasurer or bankers, or of any other person on their account, shall be ascertained and certified, and thereupon the same, and all other property, books, documents, goods, chattels and effects belonging to or held by them shall to delivered to the Governors, and thereupon the Commissioners and the said existing Governors shall be discharged from all further responsibility for or in respect of the Endowments or the trusts affecting the same. All debts and other sums then accruing or payable to or recoverable by the said Commissioners, or the said existing Governors, respectively, shall thereupon and thenceforth accrue and become payable to or recoverable from, and all contracts then binding upon the said Commissioners or the said existing Governors, respectively, shall thereupon and thenceforth, to the same extent and out of the same funds be payable by and recoverable from and binding upon the Governors. If, upon the audit aforesaid, any sum shall be found due and payable to the Commissioners on account of the School or of the Endowments, over and above any moneys in their hands on the account aforesaid, the amount so found due and payable shall be and remain charged, with interest at the rate of four per cent, per annum, until payment, upon the Endowments, and shall be paid by the Governors to the Commissioners out of the first moneys received by them out of the Endowments.

#### PRINTING OF SCHEME

##### *Printing of Scheme:*

30. The Governors shall cause this Scheme to be printed, or shall procure printed copies thereof, and shall keep the same for sale at a reasonable price.

#### ALTERATION OF SCHEME

##### *Alteration of Scheme:*

31. This Scheme may be altered from time to time by the Commissioners of Charitable Donations and Bequests for Ireland, in any matter whatsoever, upon the application of the Governors, or of the Commissioners, but except upon such application no alteration shall be so made and no alteration shall be made contrary to anything contained in the Act.

SCHEDULES REFERRED TO IN THE FOREGOING SCHEMEFirst Schedule

Lands Granted by the Hereinbefore Recited Indenture  
Dated October 23, 1696

1. All these the towns and lands of Dowlas alias Drinegas, containing by estimation 257 acres 1 rood and 8 perches, be the same more or less; the lands of Ballynahatig, containing by estimation 114 acres 1 rood and 14 perches, be the same more or less; the lands of Ballyneregain, containing by estimation 393 acres and 14 perches, be the same more or less; the lands of Ballynemaule, containing by estimation 163 acres and 32 perches, be the same more or less; the lands of Ballydonogh, containing by estimation 40 acres 2 roods and 4 perches, be the same more or less; land in Tullaghloane alias Tullaghbane, 64 acres 3 roods and 24 perches, be the same more or less; all lying in the Barony or Baronies of Kinalea and Kerrycurrihy, in the county of Cork, or by whatsoever other name or names, description or quantities of acres the same are called or known; and all other the towns, lands, tenements, and hereditaments whatsoever within the said Barony or Baronies formerly leased to Sir John Meade, Knight, by the late King James II, when he was Duke of York, or his Agents or Commissioners, at and under the rent of £100 per annum, late Irish currency.

2. All that and those the towns, lands, and hereditaments of Kilgoban and Ballyslabeg, situate in the Barony of Carbery, and County of Cork; containing by estimation 851 acres, be the same more or less, or by whatsoever other name or names, descriptions or quantities of acres the same is or are called or known; and all other the towns, lands, tenements, and hereditaments whatsoever, within the said Barony of Carbery, and County of Cork, formerly let unto William Worth, Esquire, by the late King James II, when he was Duke of York, or by his Agents or Commissioners, at and under the yearly rent of £104.

Second Schedule

The Lands, Buildings, and Premises occupied  
By the Midleton Endowed School

1. All that parcel of lands, with the Schoolhouse, out-houses, and other buildings thereon, known as the Midleton Endowed School, at Midleton, in the County of Cork, held in fee-simple, and occupied for the purposes of the School, containing three roods, plantation measure, or thereabouts.

2. All that other parcel of land, with the buildings thereon, at Midleton aforesaid, now held at a yearly rent under the Viscount Midleton, and occupied for the purposes of the School containing three acres, plantation measure, or thereabouts.

3. All fittings, fixtures, furniture, goods, chattels, and effects, at the date of this Scheme belonging to the School, or held in trust for the same.

Third Schedule

The Moneys, Funds and Securities  
Comprised in the Endowments

1. The sum of £1,107 2s.10d., Government Stock, standing in the books of the Governor and Company of the Bank of Ireland, in the names of the Commissioners of Education in Ireland, and in the accounts of the said Commissioners designated as Midleton Private School Endowment.
2. Any investments or funds which, at the date of this Scheme, may represent the foregoing lands, funds, or securities, or may consist of the income or accumulations thereof, or of any other income or produce of the Endowments.
3. Such sum, if any, as at the date of this Scheme shall stand to the credit of the School upon the Income and Expenditure account of the Commissioners.
4. All accruing rents interest dividends and other income of the Endowments of the School up to the date of this Scheme.

We, the Judicial Commissioners constituted  
Under the Educational Endowments  
(Ireland) Act, 1885, having duly considered  
the foregoing Scheme, hereby submit the  
same for the approval of the Lord Lieutenant  
in Council under the said Act, duly signed by  
both of us under our hands, this Eleventh day  
of September, 1893.

GERALD FITZGIBBON, )  
  ) Judicial  
WILLIAM O'BRIEN,      ) Commissioners.

Witness:

N.D. MURPHY,

Secretary

THE COMMISSIONERS OF CHARITABLE DONATIONS AND BEQUESTS FOR IRELAND

EDUCATIONAL ENDOWMENTS (IRELAND) ACT, 1885  
(48 & 49 Vic., o.78)

AND

CHARITIES ACT, 1961  
(No. 17 of 1961)  
CHARITIES ACT, 1973  
(No. 13 of 1973)

No. 105  
County of Cork

ENDOWMENT:- THE MIDLETON ENDOWED SCHOOL – CORK

AMENDING SCHEME framed by the Commissioners of Charitable Donations and Bequests for Ireland for the future government and Management of the Educational Endowments of and belonging to the above-mentioned Endowment.

WHEREAS a Scheme Number 105 (hereinafter referred to is the Original Scheme) was framed under the Educational Endowments (Ireland) Act, 1885, for the future government and management of The Midleton Endowed School, Cork and was finally approved by Order in Council made on the 19<sup>th</sup> day of March, 1894.

AND WHEREAS an amending Scheme to the original Scheme was framed by the Commissioners of Donations and Bequests for Ireland and was finally approved by Order of the Council made on the 23<sup>rd</sup> day of April 1963.

AND WHEREAS the Governors of the said Educational Endowments have made an application to the Commissioners of Charitable Donations and Bequest for Ireland to amend the Original Scheme so as to increase their number by two and to permit such additional Governors to be persons resident outside the County and City of Cork.

NOW WE, the said Commissioners having made inquiry into the circumstances of the application and having satisfied ourselves that it would be advantageous to the above Endowment to alter the Original Scheme in accordance with the application of the said Governors and under the powers conferred on Us by the Educational Endowments Act, 1885, the Charities Act, 1961, and by Clause 30 of the Original Scheme DO HEREBY ORDER that, from the date of this Order, Clauses 2 and 3 of the said Original Scheme shall be amended so as to read as follows:-

#### THE GOVERNING BODY

##### *Incorporation of Governing Body:*

2. From and after the date of this Scheme a Governing Body shall be formed for the future government and management of the School and of the Endowments. It shall consist of the Bishop, for the time being, the Viscount Midleton, for the time being, and a Governor nominated by him as hereinafter provided; and nine co-opted Governors as hereinafter provided.

The Viscount Midleton for the time being may at any time and from time to time, by writing under his hand, nominate a suitable person to act as a Governor; every Governor so



nominated shall hold office until he shall die or resign, or until his nomination shall be revoked by the Viscount Midleton for the time being. If, at any time, the Viscount Midleton for the time being shall be a minor, or shall be subject to any other legal disability, the right of acting as a Governor, and of nominating a Governor, as hereinbefore provided, may be exercised, on his behalf, by his legal Guardian or Committee.

The first co-opted Governors shall be such and so many of the following persons as at the date of this Scheme shall be Governors of the Midleton Endowed School, and able and willing to act as Governors under this Scheme, namely:-

1. Captain E. C. Bayly.
2. Robert Uniacke Penrose Fitzgerald, Esq. M. P.
3. Rev. Thomas Moore, LL.D.
4. James H. B. Penrose Fitzgerald, Esq.

The Governors for the time being shall constitute a body corporate, by the name of "The Governors of the Midleton Endowed School," with perpetual succession and a common seal, and power to acquire and hold property, real and personal, for the purposes of this Scheme. The Governors for the time being may exercise all the powers of the Governors under this Scheme, notwithstanding any vacancy or vacancies in their number.

*Casual Vacancies:-*

3. If, at the date of this Scheme, any of the co-opted Governors above-named shall not be a Governor of the Midleton Endowed School, or shall be unable or unwilling to act as a Governor under this Scheme, and whenever thereafter any co-opted Governor shall die, or resign by writing under his hand, or become bankrupt, or refuse to act or become incapable of acting, or shall for the space of one year fail to attend any meeting of the Governors without due reason, his office shall thereupon become vacant, and the fact of the vacancy, with the cause thereof, shall be recorded in the minutes of the Governors. As soon as conveniently may be after the occurrence of each vacancy, the remaining Governors shall co-opt a suitable person to fill the vacancy, provided always that four of the co-opted members shall be persons resident in the County or City of Cork.

*Committees:*

18. The Governors may, from time to time, appoint a Committee or Committees, each consisting of any two or more of their number or Corporate Body of which the majority of the Directors shall be Governors, to visit the School, to carry into execution any orders, rules, or directions of the Governors with respect to the purposes of this Scheme, or to manage such of the business of the School or of the Endowments as the Governors may deem it expedient to depute to a Committee. The Governors may fix the quorum, define the duties, and regulate the proceedings of every Committee as they may think fit.

*Powers of the Governors;*

20. Subject to the provisions of this Scheme, the Governors may prescribe and regulate the course of instruction, and the terms and vacations, and may make all necessary and proper arrangements to be observed in the School, and shall have and exercise general supervision and control over it and shall have power to act as Patron as defined by and for the purposes of the Education Act 1998. and shall have power to act as Patron as defined by and for the purposes of the Education Act 1998. Subject as aforesaid, they may, from time to time, upon such terms as they shall think fit, and at such salaries as they may deem sufficient, appoint, or may provide for the appointment of the several members of the teaching and domestic staff

employed in or about the School, and such other officers and servants as they shall from time to time deem it advisable to employ. Subject to the provisions hereinafter contained as to the vested interests of individuals holding office at the date of the passing of the act, every teacher, officer, and other person employed in the School shall be removable by the Governors for adequate cause, or upon reasonable notice, or upon payment of a reasonable sum, not exceeding six months' salary, in lieu of notice. Provided that no Principal shall be removed except upon a resolution of the Governors, passed at a special meeting Summoned on due notice, at which not less than one-half of the number of Governors for the time being shall be present, and confirmed at a subsequent meeting of the Governors held at any interval of not less than one week or more than five weeks after the first meeting, and at which not less than one-half of the Governors for the time being shall be present, and that notice of both meetings, and an opportunity of being heard at each meeting, shall be given to the Principal concerned. The Governors, with the sanction of the Commissioners of Charitable Donations and Bequests, may grant to any teacher or other officer employed in the School who shall become incapable of further duty, or whose services shall be no longer required, a reasonable retiring pension or gratuity, to be fixed by the Governors, with due regard to length of service, to the circumstances of the employment, and to the amount of the Endowments. No person appointed after the date of this Scheme to any paid office or employment under the Governors, or becoming entitled to any salary or emolument out of the Endowments under any such appointment, shall be capable of becoming, or shall continue to be a Governor.

#### PRINCIPAL AND DEPUTY PRINCIPAL

##### *Principal and Deputy Principal:*

21. Subject to the provisions of this Scheme as to the existing Principal, the Governors shall appoint from time to time, upon such terms as they shall think fit, and at such salary and with such emoluments as they may deem sufficient, a Principal of the School. Whenever a vacancy shall occur in the office of Principal, or shall be about to occur, in consequence of notice given either by the Governors or by the Principal, the Governors shall give public notice of the vacancy, and thereupon, at a meeting specially summoned for the purpose, they shall proceed to elect a Principal by open voting. After conference with the Principal, the Governors shall from time to time determine the number of Deputy Principals and other officers, servants to be employed in or about the School, and shall fix their salaries and the mode of payment thereof. The Governors may provide that the Principal shall appoint the Deputy Principal, officer, servant, and other person employed as aforesaid, shall be removable by the Principal, or by the Governors, for such cause as he or they shall deem adequate.

GIVEN under the Common Seal of the Commissioners of Charitable Donations and Bequests for Ireland this                      day of                      2008

Present when the Seal affixed:

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## Appendix II

### COMPANIES ACT, 2014

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#### COMPANY LIMITED BY GUARANTEE

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#### CONSTITUTION

of

#### MIDDLETON COLLEGE COMPANY LIMITED BY GUARANTEE

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### Memorandum of association

1. **NAME**

The name of the Company is Middleton College Company Limited By Guarantee.

2. **COMPANY LIMITED BY GUARANTEE**

The Company is a company limited by guarantee registered under Part 18 of the Companies Act 2014 (the “Act”).

3. **MAIN OBJECTS**

3.1 The main object for which the Company is established is:

(a) to advance education through the operation and maintenance of Middleton Endowed School, Cork in accordance with Scheme 105 as framed under the Educational Endowments (Ireland) Act 1885 and as amended from time to time; and

(b) the relief of poverty, deprivation and distress among, and education of, necessitous people.

3.2 The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only:

- (a) to provide facilities for boarding, keeping, lodging, housing, accommodating and catering for students, teachers, lecturers and any other persons instructed or employed by the Company.

#### 4. POWERS

4.1 The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Objects set out at clause 3 above and which powers may only be exercised in promoting the Main Objects set out at clause 3 above. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Objects set out at clause 3 above:

- (a) to employ and train others to employ special techniques of educating and instructing pupils; to provide for the delivery and holding of classes, lectures, exhibitions and conferences calculated to advance the cause of education and to do all such things as may be deemed necessary for imparting instructions;
- (b) to construct, carry out, maintain, alter, enlarge, pull down, improve, manage, work, control and superintend any schools, nurseries, chapels, gymnasia, playgrounds, sanatoria, swimming and other baths, reading rooms, libraries, laboratories, music rooms, studios, lodging houses and other work and conveniences which may seem directly or indirectly conducive to the attainment of any of the main objects of the Company, and to contribute to, subsidise or otherwise assist or take part in such maintenance, management, working, control and superintendence;
- (c) to create, administer and assist in the creation and administering of scholarships, exhibitions and prizes for the encouragement of study and learning and to act as trustees or managers of any endowment, legacy, bequest or gift for educational purposes;
- (d) to carry on all or any of the businesses of tutors, public speakers, lecturers, correspondents, writers, proprietors, publishers, printers and distributors and retailers of books, magazines, journals, periodicals, papers and pamphlets, education and literary works and undertakings, general printers, publishers and stationers, booksellers, librarians, advertising contractors and agents;
- (e) to acquire copyrights, rights of publication and other rights in respect of any literary matters and to turn the same to account or dispose thereof;
- (f) to furnish and provide the Company's premises with such furniture, furnishings, implements, machinery, educational equipment, catering equipment and utensils, sanitary equipment, towels, glass, china, cutlery, books, papers, periodicals, stationery, bedding and bed linen and conveniences and all other things required by the Company or as the Company may think desirable;
- (g) to provide equipment, accessories, facilities and goods required or desirable for the education and instruction of students, for sporting, musical, dramatic, video and other entertainments and gardens, greenhouses and grounds for recreation and amusement and club rooms, reading and writing rooms, games and sports

- accommodation and courts, billiards and snooker facilities, changing rooms, lockers and safe deposits, telephones and stores;
- (h) to provide facilities for study, research, cultivation, recreation, teaching and performance of study, education or duties allotted to them;
  - (i) to carry on the business of caterers, restaurant keepers, refreshment room and eating house proprietors and to buy, sell, import, produce, manufacture and deal in food and food products, meat, fish, groceries, fruit, confectionary, wine, spirits, beer and other beverages whether alcoholic or not, chemists and druggists supplies;
  - (j) to raise funds and help raise funds for any charitable purpose;
  - (k) to carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests;
  - (l) to make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments;
  - (m) to acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances or to occupy same under any licence or otherwise howsoever and to hold, farm, work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, maisonettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not subject to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner;
  - (n) to construct, erect, enlarge and maintain buildings, houses, flats, shops and all other works, erections and things of any description whatsoever either upon lands acquired by the Company or upon other lands and to hold, retain as investments, or to sell, let, alienate, mortgage, charge or deal with all or any of the same and generally to alter, develop and improve lands and property;
  - (o) to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or by all such methods, the performance of the obligations of and the re-payment or payment of the principle amounts and interest owed by any person, firm or Company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any

company which is the Company's holding company or a subsidiary or associated company;

- (p) to purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamate with or enter into any arrangement for sharing profits, or for cooperation, or for mutual assistance with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received;
- (q) to establish, promote or otherwise assist any company for the purpose of acquiring all or any of the property or liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company or for furthering the objects of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;
- (r) to invest and deal with the monies of the Company not immediately required in such manner as from time to time may be determined;
- (s) to accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally, prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years;
- (t) to enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main object(s), and to obtain from or to enter into with any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions;
- (u) to raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed; and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the

Company of any obligation or liability it may undertake, and to redeem or pay off any such securities;

- (v) to create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main object(s) of the Company;
- (w) to grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects;
- (x) to promote freedom of contact and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes;
- (y) to establish agencies and branches and appoint agents and others to assist in the conduct of or extension of the Company's business and to regulate and discontinue the same;
- (z) to transact and carry on all or any kinds of agency business and in particular in relation to the investment of money, the sale of property and the collection and receipt of money;
- (aa) to procure the Company to be registered or recognised in any foreign country, colony, dependency or place;
- (bb) to pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company;
- (cc) to do all or any of the above things on any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or

conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main object by any person or company; and

- (dd) to do all such other things as may be deemed incidental or conducive to the attainment of the above main object(s).

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

## 5. **LIABILITY LIMITED**

The liability of the members is limited.

## 6. **LIABILITY ON WINDING UP**

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for:

- (a) the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of contributories among themselves,

such amount as may be required, not exceeding €1.00.

## 7. **WINDING UP**

If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having main objects similar to the main object(s) of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Company under or by virtue of Clause 8 of this Memorandum of Association, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object with the agreement of the Charities Regulator, as established under the Charities Act 2009 (the "Charities Regulator"). Final accounts of the Company will be prepared and submitted to the Charities Regulator and such accounts will include a section that: (i) identifies and values any assets that are transferred in accordance with this clause; and (ii) sets out details concerning the recipient(s) and the terms of the transfers that are carried out in accordance with this clause.



## 8. INCOME AND PROPERTY

The income and property of the Company shall be applied solely towards the promotion of its main object(s) as set forth in this Constitution. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Company. No Director appointed to any office of the Company shall be paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the Company of:

- (a) such reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the Company;
- (b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by the directors or other members of the Company to the Company;
- (c) reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the Company;
- (d) reasonable and proper out of pocket expenses incurred by any Director in connection with attendance to any matter affecting the Company;
- (e) fees, remuneration or other benefit in money's worth to any company of which a director may be a member holding not more than one hundredth part of the issued capital of such company;

provided that nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

## 9. ADDITIONS, ALTERATIONS OR AMENDMENTS

The Company must ensure that the Charities Regulator has a copy of its most recent and up-to-date Constitution. No addition, alteration or amendment shall be made to or in the provisions of the Company's Constitution for the time being in force unless, and no such purported addition, alteration or amendment shall be effective until, the same is approved in writing by the Charities Regulator.

## 10. KEEPING ACCOUNTS

Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

## ARTICLES OF ASSOCIATION

The following Regulations shall apply to the Company:

### 1. INTERPRETATION

#### 1.1 In these Regulations:

“**Act**” means the Companies Act, 2014;

“**Directors**” means the directors for the time being of the Company or the directors present at a meeting of the board of directors and includes any person occupying the position of director by whatever name called;

“**Governing Body**” means the board of governors for the time being and from time to time of the School;

“**Office**” means the registered office for the time being of the Company;

“**School**” means Midleton Endowed School, Midleton, Cork, incorporated under Scheme 105 of the Educational Endowment Act (Ireland) 1885 approved by the Lords Justices and Privy Council in Ireland on 19th day of March, 1894;

“**Secretary**” means any person appointed to perform the duties of the Secretary of the Company; and

“**Seal**” means the common seal of the Company;

#### 1.2 In this Constitution, unless a contrary intention is stated, a reference to:

- (a) the singular shall include the plural and vice versa;
- (b) either gender includes the other;
- (c) a person shall be construed as a reference to any individual, firm or company, corporation, governmental entity or agency of a state or any association or partnership (whether or not having separate legal personality) or two or more of the foregoing;
- (d) a person includes that person’s legal personal representative, permitted assigns and successors;
- (e) a Regulation is a reference to a regulation of this Constitution and a reference to a paragraph or sub-paragraph is a reference to a paragraph or sub-paragraph of the Regulation in which it appears;
- (f) time shall be construed by reference to whatever time may from time to time be in force in Ireland;
- (g) any agreement document or instrument is to the same as amended, novated, modified, supplemented or replaced from time to time;

- (h) 'including' means comprising, but not by way of limitation to any class, list or category; and
- (i) 'writing' shall include a reference to any electronic mode of representing or reproducing words in visible form.

1.3 Save as otherwise expressly defined in this Constitution, or where a contrary intention is stated, each word and phrase defined in the Act (excluding any modification or re-enactment thereof not in force on the date of adoption of this Constitution) shall, when used in this Constitution, have the meaning given to it in the Act.

1.4 Headings are to be ignored in the construction of this Constitution.

## 2. **OPTIONAL PROVISIONS**

The optional provisions of the Act (as defined in section 1177(2) of the Act) shall apply to the Company save and so far as they are excluded or modified by this Constitution and such optional provisions together with the provisions of this Constitution shall constitute the Regulations of the Company.

## 3. **MEMBERS**

3.1 The number of members with which the Company proposed to be registered is 7 but the Directors may, subject to these Regulations, from time to time register an increase or a decrease in the number of members provided that the Company shall at all times have a minimum number of three members.

3.2 The subscribers to this Constitution and such other persons as the Directors shall admit to membership shall be members of the Company provided that the members must at all times also be members of the Governing Body.

3.3 The rights and liabilities attaching to any members of the Company may be varied from time to time by a special resolution of the members of the Company.

3.4 A member of any class may by notice in writing to the Secretary resign his or her membership of the Company.

3.5 Membership of the Company shall automatically cease on any member's death or upon that member ceasing to be a member of the Governing Body.

3.6 If any member shall refuse or wilfully neglect to comply with any of these Regulations or shall have been guilty of such conduct as in the opinion of the Directors either shall have rendered him unfit to remain a member of the Company or shall be injurious to the Company or if the Directors shall for any other good reason require that a member shall be expelled, such members may by a resolution of the Directors be expelled from membership provided that he shall have been given notice of the intended resolution for his expulsion and shall have been afforded an opportunity of giving orally or in writing to the Directors any explanation or defence as he may think fit. Notice under this Regulation shall be deemed to have been served pursuant to Regulation 10 whether or not it is actually received by the member intended to be served with such notice.

3.7 If a member is declared to be of unsound mind or is subject to an order of any court having jurisdiction over matters concerning that member's unsoundness of mind that member shall resign his membership of the Company, if requested to do so by the Directors.

#### 4. GENERAL MEETINGS

4.1 All general meetings of the Company shall be held in the State.

4.2 If at any time there are not within the State sufficient Directors capable of acting to form a quorum in accordance with these Regulations any Director or any two members of Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

4.3 An annual general meeting of the Company and a of the Company meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company (other than an annual general meeting of the Company or a meeting of the Company for the passing of a special resolution) shall be called by 14 days' notice in writing at the least.

4.4 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, balance sheets and the reports of the Directors and auditors, the election of Directors in the place of those retiring, the re-appointment of the retiring auditors and the fixing of the remuneration of the auditors.

4.5 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, five members present in person shall be a quorum.

4.6 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

4.7 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

(a) by the chairman; or

(b) by at least three members present in person; or

(c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

4.8 Unless a poll is so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost,

and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

- 4.9 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction over matters concerning that member's unsoundness of mind, shall not be entitled to vote.
- 4.10 Votes may only be given personally and section 183 of the Act shall not apply to the Company.

## 5. DIRECTORS

- 5.1 The number of Directors shall not be less than three and not more than twelve. The names of the first Directors shall be determined in writing by the subscribers of the memorandum of association or a majority of them.
- 5.2 Subject to Regulation 9, the Directors may exercise all the powers of the Company 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 Company or of any third party in the ordinary course of business.
- 5.3 The Directors shall give notice in writing of any meeting of the Directors to any Director who, being resident in the State, is for the time being absent from the State and section 160(4) of the Act shall be modified accordingly. The provisions of Regulation 10 of the Act shall apply in respect of any such notice.
- 5.4 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed shall be five.
- 5.5
- (a) A Director may from time to time appoint any other Director to be his alternate and may at any time revoke any such appointment. More than one person may stand appointed at a particular time to be an alternate Director as respects a particular Director (the "appointer"), provided that only one person so appointed shall be entitled to represent and vote on behalf of the appointer in respect of any particular meeting or resolution. Section 165(2) of the Act shall not apply to the Company.
- (b) An alternate Director shall be entitled to receive notice of and to attend and vote at any meeting of the Directors at which the appointer is not personally present and, in the absence of the appointer, to exercise all the powers, rights, duties and authorities of the appointer as a Director including (without limitation) with regard to the signing or countersigning of instruments to which the seal of the Company is affixed, but excluding the right to appoint an alternate. For the purposes of section 161(1) of the Act, the signature of an alternate Director shall

suffice in place of the signature of the appointer. Section 165(3) of the Act shall not apply to the Company.

- (c) A person may act as an alternate for more than one Director and while he is so acting shall be entitled to a separate vote for each Director he is representing and, if he is himself a Director, his vote or votes as an alternate shall be in addition to his own vote. An alternate shall be counted for the purpose of reckoning whether a quorum is present at any meeting attended by him at which he is entitled to vote, but where he is himself a Director or is the alternate of more than one Director he shall only be counted once for such purpose.
- (d) An alternate Director's appointment shall terminate if for any reason the appointer ceases to be a Director.
- (e) An alternate Director shall not by virtue of his appointment be an agent of the appointer.

5.6 The Directors shall, at every premises where the Company carries on its business, implement and enforce or cause the implementation and enforcement of the disciplinary and educational policies laid down by the Governing Body in relation to the School and in force as regard the School from time to time.

5.7 A Director may not vote in respect of any contract in which he is interested or any matter arising from such a contract.

## 6. **DISQUALIFICATION OF DIRECTORS**

6.1 The office of Director shall be vacated if the Director:

- (a) holds any office or place of profit under the Company;
- (b) is adjudged bankrupt in the State or in Northern Ireland or Great Britain or makes any arrangement or composition with his creditors generally;
- (c) a declaration of restriction is made in relation to the Director and the Directors, at any time during the currency of the declaration, resolve that his office be vacated;
- (d) an appropriately qualified medical practitioner certifies that the health of the Director is such that he can no longer be reasonably regarded as possession an adequate decision making capacity;
- (e) resigns his office by notice in writing to the Company;
- (f) the Director is convicted of an indictable offence, other than an offence specified in section 839 of the Act and other than a conviction on indictment of an offence specified in section 855(1) or section 856(1) of the Act, and the Directors resolve that his office be vacated;
- (g) the Director is removed from office by a resolution duly passed pursuant to section 146 of the Act, or under any provision of this Constitution;

- (h) the Director is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 231 of the Act;
- (i) ceases to be a member of the Company or the Governing Body; or
- (j) is removed from office by notice in writing served upon him by all his co-Directors.

Sections 148(2) to (3) of the Act (inclusive) shall not apply to the Company.

## **7. COMMITTEES OF DIRECTORS**

The meetings and proceedings of any committee formed by the Directors shall be governed by the provisions of sections 160(10) to (12) of the Act (inclusive) and the provisions of these Regulations regulating the meetings and proceedings of Directors so far as the same are applicable and are not superseded by any regulations imposed on such committee by the Directors.

## **8. REMOVAL AND ROTATION OF DIRECTORS**

- 8.1 At the first annual general meeting of the Company, all the Directors shall retire from office and at the annual general meeting in every subsequent year one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office.
- 8.2 The Directors to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.
- 8.3 A retiring Director shall be eligible for re-election.
- 8.4 The Company, at the meeting at which a Director retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director has been put to the meeting and lost.
- 8.5 No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any general meeting unless, not less than three nor more than 21 days before the date appointed for the meeting, there has been left at the office notice in writing, signed by a member duly qualified to attend and vote at the meeting for which notice is given, of his intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.
- 8.6 The Company may from time to time by ordinary resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office. Section 144(3)(d) of the Act shall not apply to the Company.

- 8.7 The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these Regulations as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
- 8.8 Subject to Regulation 9, the Directors shall have power at any time, and from time to time, to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Regulations. Any Director so appointed shall hold office only until the next annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
- 8.9 No person may be appointed to the office of Director unless that person is also a member of the Governing Body.

## 9. **RESERVED POWERS**

- 9.1 No action or decision relating to any of the matters specified in these Regulations shall be taken or made (whether by the Directors or any of the officers or managers of the Company) without the prior approval of a resolution of the members of the Company:
- (a) the determination or modification of the mission or purpose of the Company;
  - (b) the liquidation or winding up of the Company or its undertaking and assets, or the ceasing to trade of all or any substantial part of the Company's undertaking;
  - (c) the merger, consolidation or amalgamation of the Company or its undertaking with any person;
  - (d) the entry by the Company into any partnership or joint venture or enterprise with any other person;
  - (e) the incurring by the Company of any financial indebtedness other than pursuant to such authority in that regard as may from time to time be delegated to the Directors;
  - (f) the delegation by the Directors of any of their powers to a committee comprising persons other than Directors or the entry into any arrangement whereby the undertaking of the Company or any part thereof would be controlled otherwise than by the Directors;
  - (g) the granting of any pension, annuity or other allowance or the authorisation of any such payment;
  - (h) the acquisition by the Company of any share or other interest in any body corporate;
  - (i) the incorporation of any subsidiary, the appointment of directors to that subsidiary and the removal from office of any such directors;



- (j) the adoption or modification of the Company's business and strategic plans;
- (k) the approval of the Company's annual operating and capital budgets;
- (l) the entry into any commitment in respect of or the making of any capital expenditure other than pursuant to such authority in that regard as may from time to time be delegated to the Directors;
- (m) the granting by the Company of any mortgage, charge or other encumbrance over any real property or any leasehold interest in real property;
- (n) the appointment of the Company's auditors, bankers, financial advisers or solicitors; and
- (o) the exercise by the Company of any power or entitlement which it may have as a member of any person in connection with any action or decision of the kind contemplated by the preceding paragraphs of this Regulation in respect of that or any other person;

provided that any third party dealing with the Company shall be entitled without further enquiry to accept as evidence of compliance with this Regulation a certificate of the Secretary that it has been complied with.

## 10. NOTICES

- 10.1 A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 10.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member; and
  - (b) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

## 11. INDEMNITY

Subject to the Act:

- (a) every Director, managing director, agent, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in relation to his acts while acting in such office, in which judgment is given in his favour or in which he is acquitted or in

connection with any application under sections 233 and 234 of the Act in which relief is granted to him by the court. Section 235(3) of the Act shall apply to the Company; and

- (b) every Director, managing director, agent, auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto and no officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his or her office or in relation thereto. This Regulation 11(b) shall have effect only in so far as its provisions are not void under section 235 of the Act.

## Appendix III

### Ethos Statement for Midleton College

Midleton College was founded in 1696 by Elizabeth, Countess of Orkney, as an independent boys school with a Church of Ireland ethos and over the years has met the educational needs of many in the protestant community throughout Munster and beyond.

Today the College is a co-educational boarding and day school. The historic links with the Church of Ireland and protestant community of Munster and beyond continue. The ecumenical and inclusive ethos of the Church of Ireland are evident in the diverse College community which includes those of many denominations and faiths.

The Patronage of the College is held in trust by the Board of Governors: two of whom are statutory governors, including the Bishop of Cork, Cloyne and Ross.

The College is valued as a small, familial community. All pupils are encouraged to participate actively and fully in the wholeness of school life. At the heart of College life is each student and his or her educational journey in a well-structured liberal arts and sciences academic curriculum. Effective learning opportunities are provided for all pupils. Diversity of academic capability among pupils is recognized, and the College seeks, within resources, to foster equally the educational development of each person.

The College values our teachers and seeks to resource and support them to provide the highest standard of education in the exercise of their profession.

All members of the College community are entitled to be respected. Equally all are expected to demonstrate a high level of respect for all others. In the case of pupils, our aspiration is that they will discover and develop their innate, God-given talents and will realize their own worth and potential within an atmosphere of care, support and encouragement. Our goal is that pupils will leave the College equipped with the academic, personal and moral qualities necessary to enable them to take their place within, and ready to make a contribution to, the wider community.

Midleton College has been significantly shaped by its tradition as a boarding school: an environment which provides an enriched educational and pastoral experience for all pupils at the College during a crucial phase of their personal development. A structured year-round programme of extra-curricular activities seeks to provide for the range and diversity of interests and abilities that exists among pupils.

Daily assembly (involving prayer, reflection and choral singing) gathers the College as a community and creates the opportunity for the building of spirituality and faith. Pastoral care is provided under the guidance of the Dean of Cloyne. Religious Education and worship are core elements of College life.

Midleton College cherishes the partnerships - with teachers, parents/guardians, friends of the college, the local and wider community - which support the fulfilment of its characteristic spirit and goals.

It is a pre-requisite of all appointments (to the Board, the position of Headmaster, Deputy Principal and all teaching positions) that appointees are aware of the history and ethos of the College and that they also undertake to support its ethos in fulfilling their roles.

Likewise, all parents and guardians seeking application to the College on behalf of their daughter/son/ward are required to confirm that they understand and support the ethos of the College as set out in this statement prior to their acceptance of a place within the College.

October 2007