BYELAWS

of the

THE UK ASSOCIATION FOR MUSIC EDUCATION – MUSIC MARK

(the "Charity")

1. **MEMBERSHIP**

1.1 The name of each Member (including Individual and Organisational Members), and Partner (see Byelaw 4) shall be entered on the Charity's register, stored electronically on the Charity's CRM (Customer Relationship Management) System.

1.2 Any change in the details should be reported to the Charity's register.

1.3 The rights and privileges of every Member (including Individual and Organisational Members) and Partner shall be personal, and not transferable.

1.4 The Trustees shall put in place appropriate mechanisms for deciding whether an applicant meets the requirements for membership or partnership as laid down by the Trustees, as defined in a set of Member Ethics.

1.5 Applicants for membership or partnership shall apply to the Charity providing such information as shall be required by the Trustees from time to time.

2. **INDIVIDUAL MEMBERSHIP OF THE CHARITY**

2.1 The Trustees shall have the power to admit any individual, over 18 years of age to Individual Membership within the meaning of the Companies Acts.

2.2 A Member shall be entitled to:

2.2.1 attend and vote at all general meetings of the Charity (subject to Byelaw 6);

2.2.2 be eligible to be a Member of the Trustees or any committee of the Charity subject to appointment in accordance with these Byelaws; and

2.2.3 be entitled to vote in the election of Elected Trustees.

3. **ORGANISATIONAL MEMBERSHIP OF THE CHARITY**

3.1 The Trustees shall have the power to admit organisations as Organisational Members, to be Members of the Charity. Organisational Members will be represented by a named 'Nominated Representative'.

3.2 Organisations or departments (such as music services within local authorities) that do not have independent legal status and therefore cannot hold Charity membership as an "organisation", may

nominate or appoint an individual ('Nominated Representative') who is in effect an Individual Member of the Charity.

3.3 For the purpose of these Byelaws, Nominated Representatives of Organisational Members and Individual Member Nominated Representatives of organisations that cannot hold Charity Membership are referred to as 'Nominated Representatives of Organisational Members'.

3.4 The Trustees shall determine the Membership categories, rights and privileges of Members and the subscriptions payable.

3.5 Each Organisational Member should determine who will be the Nominated Representative of their organisation and indicate this on their application form for membership. The Nominated Representative of an organisation can be changed at any time by a Written notice to the Charity.

3.6 Nominated Representatives shall be entitled to:

3.6.1 attend and vote at all general meetings of the Charity (subject to Byelaw 6);

3.6.2 be eligible to be a member of the Trustees or any committee of the Charity subject to appointment in accordance with these Byelaws, in particular Byelaw 19.3; and

3.6.3 be entitled to vote in the election of Elected Trustees.

3.7 A Nominated Representative who ceases to be employed by the Organisational Member can remain a Member of the Charity by applying to become an Individual Member or becoming the Nominated Representative of another Organisational Member.

3.8 A Nominated Representative can identify further contacts from within their organisation who may take advantage of the benefits of the organisation's Membership. There is no maximum number of contacts that the Nominated Representative can identify, but there will remain only one Nominated Representative of the organisation.

3.9 Do we need a byelaw here to the effect of 'In the event of a Nominated Representative ceasing to be employed by the organisation that they represent, The Charity reserves the right to appoint a new Nominated Representative from within its contacts at the organisation.

4. ASSOCIATE PARTNERS

4.1 The Trustees shall have the power to admit associate partners ("**Partners**") who:

4.1.1 have an interest in music education and support the aims and objects of the Charity; and

4.1.2 apply in a form approved by the Trustees.

4.2 An associate partner shall not be a Member of the Charity for the purposes of the Companies Acts.

4.3 An associate partner shall have the right to receive any benefits that the Trustees decide from time to time, subject to the payment of any fees.

4.4 An associate partner shall not have the right to:

4.4.1 vote at a general meeting or on a resolution of the Charity.

4.4.2 be eligible for election as an officer or Elected Trustee; or

4.4.3 propose or vote in the election of Elected Trustees.

5. SUBSCRIPTIONS

5.1 The terms, conditions, mode of application and fees, if any, (including the membership subscription bands and any other fee) for admission to any category of membership or partnership shall be determined by the Trustees from time to time.

5.2 The Trustees have a right to suspend the rights and benefits of a Member, including an Organisational Member, whose subscription is unpaid after it becomes due, including the rights to vote at any general meeting or on a resolution of the Charity.

6. SUSPENSION AND TERMINATION OF MEMBERSHIP

6.1 The Trustees have the power to suspend any privileges of membership and partnership with immediate effect on the following grounds:

6.1.1 the Member or Partner's conduct has brought or could bring the Charity into disrepute; or

6.1.2 a failure to suspend any such privilege could potentially undermine the reputation of the Charity.

6.2 A committee of three Members of the Charity appointed by the Trustees shall have the power to suspend membership or partnership, to suspend any privileges of membership or partnership and to terminate membership or partnership.

6.3 Membership or partnership is terminated if:

6.3.1 the Member or Partner concerned gives written notice of resignation to the Secretary at least one month before the subscription is due; or

6.3.2 the Individual Member concerned dies or, in the case of an Organisational Member or Partner, the organisation ceases to exist; or

6.3.3 the Member or Partner concerned is removed from membership by resolution of a committee of three Members of the Charity appointed by the Trustees; or

6.3.4 as provided in the Articles.

6.4 The Charity has published a set of Member Ethics which gives more details of the expected conduct of its members (https://www.musicmarkmembers.org.uk/pages/53-music-mark-member-partner-ethics).

7. GENERAL MEETINGS

7.1 All general meetings must be called by either:

7.1.1 at least 14 Clear Days' notice; or

7.1.2 shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90 per cent of the total voting rights at that meeting of all the members in attendance.

7.2 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

7.3 If the general meeting is to be a Hybrid Meeting (as set out in 7.13 below), the notice must also contain the information specified in Byelaw 7.16.1 and 7.16.2.

7.4 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

7.5 In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the Member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Charity.

7.6 If the Charity gives an electronic correspondence address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

Service of notice

7.7 Notification will be sent to every Member (including Nominated Representatives of Organisational Members) or an Individual Member (as outlined in the Article 25.1.1), to every Member, to the Trustees, to any patron(s) and to the auditors of the Charity.

Attendance and speaking at general meetings

7.8 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

7.9 A person is able to exercise the right to vote at a general meeting when:

7.9.1 that person is able to vote, during the meeting (or in the case of a poll, within the time period specified by the chair of the meeting), on resolutions put to the vote at the meeting; and

7.9.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

7.10 The Trustees may, in their discretion, make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms. The Trustees may, in making such arrangements, impose restrictions on how those not physically attending the meeting may communicate with the meeting.

7.11 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

7.12 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Hybrid Meetings and Remote Attendance

7.13 A Hybrid Meeting is a general meeting where the Trustees have made arrangements to enable those attending the meeting to exercise their rights to speak and/or vote at the meeting either by physical

attendance at the place specified in the notice of the meeting ("**the Primary Location**") or by Remote Attendance.

7.14 The Trustees may (but shall be under no obligation to) make such arrangements for Remote Attendance at a Hybrid Meeting as they may (subject to the requirements of the Companies Acts) decide. The entitlement of any person to attend a general meeting by Remote Attendance shall be subject to such arrangements.

7.15 In the case of a Hybrid Meeting:

7.15.1 the provisions of the Articles and these Byelaws shall be treated as modified to permit such arrangements and in particular:

(a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles and these Byelaws, including without limitation the provisions relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles or these Byelaws expressly provide to the contrary; and

(b) references in the Articles or these Byelaws to the place of a general meeting shall be treated as references to the Primary Location;

7.16 the Trustees must ensure that the notice of a Hybrid Meeting includes:

7.16.1 details of the Primary Location; and

7.16.2 details of the arrangements for Remote Attendance and any restrictions on Remote Attendance;

7.17 the Trustees may decide:

7.17.1 how those attending by Remote Attendance may communicate with the meeting, for example by using an electronic platform to communicate with the chair and/or others attending the meeting in Writing;

7.17.2 how those attending by Remote Attendance may vote;

7.17.3 the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Trustees, who must give the members as much notice as practicable of the change;

7.17.4 in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting; and

7.17.5 under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the Charity) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

8. QUORUM FOR GENERAL MEETINGS

8.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

8.2 For the avoidance of doubt, a person attending a meeting by Remote Attendance will be treated as being present and/or present in person at the meeting for the purposes of this Byelaw 8, unless the Articles expressly provide to the contrary.

8.3 The quorum shall be twenty persons entitled to vote on the business to be transacted (each being a Member, a Nominated Representative of an Organisational Member or a proxy for a Member).

8.4 If both a Member and their proxy are present at a general meeting, only the Member shall be counted in the quorum for the purposes of this Byelaw 8.

8.5 If:

8.5.1 a quorum is not present within half an hour (or such longer interval as the chair of the meeting in his or her absolute discretion thinks fit) from the time appointed for the meeting; or

8.5.2 during the meeting a quorum ceases to be present;

8.5.3 the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

9. CHAIRING GENERAL MEETINGS

9.1 The Chair (if any) or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting. The chair of the meeting may attend the meeting by Remote Attendance.

9.2 If neither the Chair nor any Trustee nominated in accordance with Article 15 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, he or she shall be chair of the meeting.

9.3 If no trustee is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members and nominated representatives of organisational members present and entitled to vote shall choose one of their number to chair the meeting. A person attending by remote attendance shall be eligible to be appointed chair of the meeting in the same way as a person attending at the primary location. A proxy holder who is not a member or nominated representative of an organisational member shall not be eligible to be appointed chair of the meeting under this Byelaw 9.3Attendance and speaking by trustees, patrons and non-members.

9.4 Trustees may attend and speak at general meetings, whether or not they are Members.

9.5 Patrons may attend and speak at general meetings, whether or not they are Members.

9.6 The chair of the meeting may permit other persons who are not Members of the Charity (or otherwise entitled to exercise the rights of Members in relation to general meetings) to attend and speak at a general meeting.

10. ADJOURNMENT

10.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

10.1.1 if the meeting consents to an adjournment; or

10.1.2 if it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

10.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

10.3 When adjourning a general meeting, the chair of the meeting must:

10.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and

10.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

10.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 Clear Days' notice of it:

10.4.1 to the same persons to whom notice of the Charity's general meetings is required to be given; and

10.4.2 containing the same information which such notice is required to contain.

10.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

11. **VOTING: GENERAL**

11.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

11.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

11.2.1 has or has not been passed; or

11.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 35 is also conclusive evidence of that fact without such proof.

12. **VOTES**

Votes on a show of hands

12.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

12.1.1 each Member present in person; and

12.1.2 (subject to Byelaw 17.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

12.1.3 each Nominated Representative of an Organisational Member present;

provided that if a person attending the meeting falls within more than one of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

12.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

12.2.1 each Member present in person; and

12.2.2 (subject to Byelaw 17.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

12.2.3 each Nominated Representative of an Organisational Member present.

General

12.3 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

13. ERRORS AND DISPUTES

13.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

13.2 Any such objection must be referred to the chair of the meeting whose decision is final.

14. CALLING POLL VOTES

14.1 A poll on a resolution may be demanded:

14.1.1 in advance of the general meeting where it is to be put to the vote; or

14.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

14.2 A poll may be demanded by:

14.2.1 the chair of the meeting;

14.2.2 the Trustees;

14.2.3 two or more persons having the right to vote on the resolution;

14.2.4 any person, who, by virtue of being appointed proxy or Nominated Representative of an Organisational Member for one or more Members having the right to vote on the resolution, holds two or more votes; or

14.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

14.3 A demand for a poll may be withdrawn if:

14.3.1 the poll has not yet been taken; and

14.3.2 the chair of the meeting consents to the withdrawal.

15. **PROCEDURE ON A POLL**

15.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

15.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.

15.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

15.4 A poll on:

15.4.1 the election of the chair of the meeting; or

15.4.2 a question of adjournment;

must be taken immediately.

15.5 Other polls must be taken within 30 days of their being demanded.

15.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

15.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

15.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

16. **PROXIES**

Power to appoint

16.1 A Member (including an Organisational Member) is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Charity. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.

Manner of appointment

16.2 Proxies may only validly be appointed by a notice in Writing (a "**Proxy Notice**") which:

16.2.1 states the name and address of the Member appointing the proxy;

16.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;

16.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

16.2.4 is delivered to the Charity in accordance with the Articles and any instructions included with the notice of the general meeting to which they relate.

16.3 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

16.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

16.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

16.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

16.5.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

17. **DELIVERY OF PROXY NOTICES**

17.1 The Proxy Notification Address in relation to any general meeting is:

17.1.1 any Address or Addresses specified by the Charity as an Address at which the Charity or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

17.1.2 if no Address is specified in accordance with Byelaw 17.1.1, the registered office of the Charity; or

17.1.3 any electronic Address falling within the scope of Byelaw 17.2.

17.2 If the Charity gives an electronic Address:

17.2.1 in a notice calling a meeting;

17.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

17.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Byelaw 17.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of Member

17.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including a Nominated Representative of an Organisational Member) remains so entitled in respect of that meeting or any adjournment or postponement of it, even though a valid Proxy

Notice has been delivered to the Charity by or on behalf of that person (or the Organisational Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

17.4 Subject to Byelaws 17.5 and 17.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

17.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

17.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

17.6.1 received in accordance with Byelaw 17.4; or

17.6.2 given to the chair, Secretary (if any) or any Trustee at the meeting at which the poll was demanded.

Interpretation

17.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Byelaw 17.

Revocation

17.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

17.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

17.9.1 the start of the meeting or adjourned or postponed meeting to which it relates; or

17.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

17.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

18. AMENDMENTS TO RESOLUTIONS

18.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

18.1.1 notice of the proposed amendment is given to the Charity in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

18.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

18.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

18.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

18.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

18.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

19. ELECTION AND APPOINTMENT OF TRUSTEES

19.1 Elected Trustees shall be elected from among the Members in the following manner:

19.1.1 A nomination for appointment as an Elected Trustee to fill a vacancy in a form approved by or on behalf of the Trustees shall be:

(a) completed by the nominee to indicate his/her willingness to serve if elected;

(b) endorsed by not less than two Members;

19.1.2 The nomination and election process for elected trustees must be run in a measured way with nominations received a minimum of 28 days before the AGM to allow at least 21 days for votes to be placed.

19.1.3 A candidate may withdraw his/her nomination at any time before his/her election.

19.1.4 An election by ballot of the Members shall forthwith be held prior to the AGM in accordance with Byelaw 20 and the retiring Elected Trustee shall continue in office until the result of the ballot is declared at the AGM.

19.2 A person who ceases to be a Member shall be deemed to have immediately withdrawn from any election of Elected Trustee.

19.3 Trustees appointed as Elected Trustees are trustees in their individual capacity and do not represent the views of their organisation (if any) on the board.

19.4 There should be at least one Elected Trustee on the Board.

19.5 Co-opted Trustees shall be appointed in the following manner:

19.5.1 Prior to appointment the Trustees shall be responsible for identifying the skills and experience likely to be required by the Trustees to meet their responsibilities to the Charity and shall seek to appoint individuals as Trustees with suitable skills to enable the Trustees to fulfil their responsibilities.

19.5.2 The Trustees shall appoint Co-opted Trustees at a meeting of the Trustees.

19.5.3 A person appointed as a Co-opted Trustee who is not already a Member of the Charity shall be offered Honorary Membership for the duration of their appointment as a Trustee. A Co-opted Trustee

shall not be required to accept Honorary Membership. A Co-opted Trustee who does not accept Honorary Membership, and who is not otherwise a Member of the Charity, shall not be entitled to vote at a general meeting of the Charity or be counted towards the quorum for such a meeting. Any Honorary Membership granted under this Byelaw shall cease automatically when the person ceases to be a Trustee, unless the Trustees determine otherwise.

19.6 It is expected that a Co-opted Trustee will serve no more than 6 years on the Board. Years may or may not be consecutive.

19.7 As stated in the Articles, an Elected Trustee who is appointed as either the Chair or Treasurer of the Charity shall resign as an Elected Trustee and be appointed by the Trustees as a Co-opted Trustee from the time of their appointment as Chair or Treasurer. Co-opted Trustees who are the Treasurer or the Chair shall serve a maximum of 6 years in office and will be reappointed annually in accordance with Article 20.12.

20. ELECTIONS BY BALLOT

20.1 Elections by ballot shall proceed as follows

20.1.1 The Secretary shall forward details pertaining to voting to each person who shall be qualified to vote which shall contain the following particulars:

(a) the names of the candidates;

(b) the number of vacancies;

(c) the date by which the voting must be completed; and

20.2 The ballot for the election of Elected Trustees and the re-election of Elected Trustees who are retiring must be held in sufficient time for the election to be announced at the AGM at the end of which relevant vacancies are due to arise.

21. SUB COMMITTEES AND GROUPS

21.1 The Trustees may establish subcommittees, Special Interest Groups and other groups from time to time for specific purposes or in relation to particular areas of interest, practice or communities within or relevant to the membership. Such groups may include Members and, where appropriate, other individuals or organisations whose participation would further the purpose of the group. The Trustees shall establish Terms of Reference appropriate to each such committee or group, determining its membership, purpose, **role and responsibilities, governance and conduct of business. Any delegation of the Trustees' powers or functions to a committee shall be made expressly in accordance with the following provisions of this Byelaw.** Any delegation by the Trustees may be:

21.1.1 by such means;

21.1.2 to such an extent;

21.1.3 in relation to such matters or territories; and

21.1.4 on such terms and conditions;

as they think fit.

21.2 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

21.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

21.4 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

21.5 In the case of delegation to committees:

21.5.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

21.5.2 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;

21.5.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;

21.5.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

21.5.5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

21.5.6 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.

21.6 In the case of delegation of the day-to-day management of the Charity to a chief executive or other manager or managers:

21.6.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget;

21.6.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and

21.6.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity.

21.7 The Trustees may delegate the management of investments to a Financial Expert or Financial Experts provided that:

21.7.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Trustees;

21.7.2 timely reports of all transactions are provided to the Trustees;

21.7.3 the performance of the investments is reviewed regularly with the Trustees;

21.7.4 the Trustees are entitled to cancel the delegation arrangement at any time;

21.7.5 the investment policy and the delegation arrangements are reviewed regularly;

21.7.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance; and

21.7.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Trustees.

21.8 An Advisory Group will provide strategic advice and sector insight to the Charity, including informing its policy development and advocacy activity. Its membership will be determined by the Trustees and should seek to reflect the breadth and diversity of the Charity's membership and the wider music education sector.

22. TRUSTEES' DECISION-MAKING OUTSIDE MEETINGS

22.1 The Chair, or such other Trustee as shall be appointed by the Trustees shall be the chair of the process of decision-making outside of meetings in accordance with Article 17. That process includes:

22.1.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Trustees are asked to cast their votes;

22.1.2 the nomination of a person to whom all Trustee's votes must be communicated;

22.1.3 if a majority of the Trustees vote in favour of the decision, the nominated person shall communicate the decision to all the Trustees and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and

22.1.4 the nominated person must prepare a minute of the decision in accordance with Article 35.

22.2 In the case of an equality of votes in any decision-making process in accordance with Article 17, the chair of the process shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the chair or specified Trustee is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

23. NOTICES

The provisions of Articles 31 and 32 shall apply to these Byelaws.

24. INTERPRETATION

24.1 The provisions of Schedule 1 of the articles of association of the Charity shall apply for the interpretation of these Byelaws as they apply to the Articles (unless they contradict the definitions at Byelaw 25.3).

24.2 These Byelaws shall be construed so as not to be contrary to any of the Articles nor to amount to such alteration of or amendment or addition to the Articles as could only legally be made by a Special Resolution.

24.3 In these Byelaws:

24.3.1 words incorporating one gender shall include all genders, and the singular includes the plural and vice versa;

24.3.2 **Financial Expert** an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;

24.3.3 **Hybrid Meeting** has the meaning given in Byelaw 7.13;

24.3.4 **Individual Member** has the meaning given in Byelaw 2;

24.3.5 **Member** and **Membership** refer to membership of the Charity for the purposes of the Companies Acts and for the avoidance of doubt has the same meaning as in the Articles;

24.3.6 **Nominated Representative** means the individual person who represents an Organisational Member and can stand for nomination/election, attends and votes at an AGM or other GM, on behalf of an Organisational Member as further set out at Byelaw 3.3;

24.3.7 **Organisational Member** has the meaning given in Byelaw 3.1;

24.3.8 **Person** includes an individual and a corporate body;

24.3.9 **Primary Location** has the meaning given in Byelaw 7.13;

24.3.10 **Proxy Notice** has the meaning given in Byelaw 16.2;

24.3.11 **Proxy Notification Address** has the meaning given in Byelaw 17.1;

24.3.12 **Remote Attendance** means remote attendance at a general meeting by such means as are approved by the Trustees in accordance with Article 28.3 and Byelaw 7.14; and

24.3.13 **the Charity** means The UK Association for Music Education – Music Mark, company number 6134823.

Important note. This is a living document and the current definitive version is on the Music Mark website. Updates and amendments should be expected. The document will be reviewed in full on a biennial basis, or to reflect updates in legislation. This document is next due for renewal in October 2028.

8th October 2026