

Byelaws

OF

The UK Association for Music Education – Music Mark



New Kings Court
Tollgate
Chandler's Ford
Eastleigh
SO53 3LG

Reference: EJD/581422/1

THE UK ASSOCIATION FOR MUSIC EDUCATION – MUSIC MARK

BYELAWS

1 MEMBERSHIP

- 1.1 The name of each member (including Members and other non-voting members) shall be entered on the Charity's register of members. Any change in the details of the member's name shall be reported to the Secretary in writing and such amendments as may be necessary shall be made to the Charity's register of members.
- 1.2 The rights and privileges of every member (including Members and other non-voting members) shall be personal, and not transferable.
- 1.3 The Trustees shall put in place appropriate mechanisms for deciding whether an applicant meets the requirements for membership as laid down by the Trustees.
- 1.4 Applicants for membership shall send to the Charity a written application containing such information as shall be required by the Trustees from time to time.

2 MEMBERSHIP OF THE CHARITY

- 2.1 The Trustees shall have the power to admit any individual who is not less than 18 years of age or corporate body to Membership within the meaning of the Companies Act.
- 2.2 A Member shall be entitled to
 - 2.2.1 vote at all general meetings of the Charity (subject to Byelaw 6);
 - 2.2.2 attend all general meetings, the Charity's conferences, and Regional Group or Focus Group meetings and conferences (subject to payment of any fee for attendance at conference or Regional Group or Focus Group meetings) for which he, she or it is registered as a Regional Group or Focus Group member;
 - 2.2.3 be eligible to be a member of the Trustees or any committee of the Charity subject to appointment in accordance with these Byelaws;
 - 2.2.4 be entitled to vote in the election of Elected Trustees;
 - 2.2.5 be entitled to vote in the election of a Regional Representative for the Regional Group for the area in which the registered address of the Member is located; and
 - 2.2.6 draw upon such benefits provided by the Charity as the Trustees may from time to time decide in relation to his her or its category of membership subject to payment of the relevant membership subscription.

3 ORGANISATIONAL MEMBERSHIP

- 3.1 The Trustees shall have the power to admit nominees of organisations (including corporate bodies and unincorporated associations and trusts), which are approved by the Trustees, to Organisational Membership. A nominee must be a natural person.

- 3.2 The Trustees shall determine such categories, rights and privileges of Organisational Membership and the subscriptions payable for different categories of Organisational Membership as they shall think fit.
- 3.3 An organisation which nominates an Organisational Member shall be entitled to withdraw such nomination by notice in writing to the Charity at any time whereupon the Membership of the Organisational Member shall immediately cease.
- 3.4 An organisation that nominates an Organisational Member shall not be a Companies Act member of the Charity and shall not be entitled to appoint a representative to attend a general meeting on its behalf.
- 3.5 Subject to byelaw 3.3, a corporate body or an individual appointed to Organisational Membership under this byelaw shall have all the rights of a Member appointed under Byelaw 2.

4 ASSOCIATE MEMBERSHIP

- 4.1 The Trustees shall have power to admit to associate membership any person who
- 4.1.1 has an interest in music education and supports the aims and objects of the Charity;
 - 4.1.2 applies for membership in a form approved by the Trustees; and
 - 4.1.2 being an individual, is not less than eighteen years of age.
- 4.2 An associate member shall not be a Companies Act member of the Charity.
- 4.3 An associate member shall have the right to receive the Charity's e-newsletter and receive any other benefits that the Trustees decide from time to time, subject to the payment of any fees).
- 4.4 An associate member 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;
 - 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 number of nominees for membership and any other fee) for admission to any category of membership shall be determined by the Trustees from time to time.
- 5.2 A Member, including an Organisational Member, whose subscription is unpaid after it becomes due shall not be entitled to vote at any general meeting or on a resolution of the Charity or to receive membership benefits.

6 SUSPENSION AND TERMINATION OF MEMBERSHIP

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

6.1.1 the member'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 power to suspend membership, to suspend any privileges of membership and to terminate membership on the following grounds:

6.2.1 the member concerned has been convicted of a criminal offence; or

6.2.2 the member's conduct has brought or could bring the Charity into disrepute; or

6.2.3 circumstances have arisen whereby the suspension of membership or suspension of privileges of membership or termination of membership is necessary in order to prevent the reputation of the Charity from being adversely affected.

6.3 Membership is terminated if:

6.3.1 the member concerned gives written notice of resignation to the Secretary at least one month before his/her subscription is due; or

6.3.2 the member concerned dies or (in the case of an organisation) ceases to exist; or

6.3.3 the member concerned has not paid his/her subscription for a particular year within 90 days of the due date for payment (but in such a case the member may be reinstated without re-election and at the discretion of the Trustees on payment of the amount due in good time) unless the Trustees has suspended the operation of this provision in exceptional circumstances; or

6.3.4 the member concerned is removed from membership by resolution of a committee of three Members of the Charity appointed by the Trustees;

or as provided in the Articles.

7 ADJOURNMENT OF GENERAL MEETINGS

7.1 A general meeting shall be adjourned to such time and place as the Trustees shall determine if:

7.1.1 a quorum is not present within one hour from the time appointed for a general meeting; or

7.1.2 during a general meeting a quorum ceases to be present.

7.2 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

7.3 If no quorum is present at the reconvened general meeting within 15 minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.

8 PROCEEDINGS FOR THE CONDUCT OF A POLL AT A GENERAL MEETING

8.1 At a general meeting a poll may be demanded:

8.1.1 by the person chairing the meeting; or

8.1.2 by at least five Members present in person or by proxy and having the right to vote at the meeting; or

8.1.3 by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

8.2 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.

8.3 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.

8.4 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.

8.5 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

8.6 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.

8.7 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

8.8 No poll may be demanded on the election of a person to chair a meeting or on a question of adjournment.

8.9 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.

8.10 The poll must be taken within thirty days after it has been demanded.

8.11 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

8.12 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

9 PROXIES

9.1 Proxies may only validly be appointed by a Member by a notice in writing (a "proxy notice") which

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

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

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

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

9.2 The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

9.3 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.

9.4 Unless a proxy notice indicates otherwise, it must be treated as –

9.4.1 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

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

9.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Charity by or on behalf of that person.

9.6 An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

9.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

9.8 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.

10 ELECTION AND APPOINTMENT OF TRUSTEES

10.1 Subject to Article 3, Elected Trustees shall be elected from among the Members in the following manner:

10.1.1 A nomination for appointment as an Elected Trustee to fill a vacancy shall be

- (a) made by not less than two Members in writing in a form approved by or on behalf of the Trustees;
- (b) signed by the nominee to indicate his/her willingness to serve if elected; and
- (c) delivered to the Charity not less than 60 days before the next AGM

10.1.2 A notice inviting nominations for a vacancy as an Elected Trustee shall be published in the appropriate publication of the Charity or in such other manner as the Trustees shall direct not less than 90 days before the next AGM.

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

10.1.4 An election by postal ballot of the Members shall forthwith be held prior to the AGM in accordance with Byelaw 13 and the retiring Elected Trustee shall continue in office until the result of the ballot is declared at the AGM.

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

10.3 Co-opted Trustees to fill vacancies arising at the AGM for the office of Co-opted Trustees shall be appointed in the following manner:

10.3.1 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.

10.3.2 Subject to Article 3.6.2, the Trustees shall appoint Co-opted Trustees either at a meeting of the Trustees or by a written resolution.

11 ELECTION OF REGIONAL REPRESENTATIVES

11.1 Subject to Article 13, Regional Representatives shall be elected from among the Members in the following manner:

11.1.1 A nomination for appointment as an Regional Representative to fill a vacancy shall be

- (a) made by not less than two Members whose registered address is in the relevant area for the Regional Group in writing in a form approved by or on behalf of the Trustees; and

(b) delivered to the Secretary not less than 60 days before the next AGM

11.1.2 A notice inviting nominations for a vacancy as a Regional Representative shall be published in the appropriate publication of the Charity or in such other manner as the Trustees shall direct not less than 90 days before the next AGM.

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

11.2 An election by postal ballot of Members whose registered address is in the Regional Group area for the relevant candidate shall forthwith be held prior to the AGM in accordance with Byelaw 13 and the retiring Regional Representative shall continue in office until the result of the ballot is declared at the AGM.

11.3 A person who ceases to be a Member shall be deemed to have immediately withdrawn from any election of Regional Representative.

12 GROUPS OF THE CHARITY

12.1 The Trustees shall establish Regional Groups and Focus Groups of the Charity and shall make regulations for the conduct of Groups from time to time.

12.2 The Trustees shall from time to time provide guidelines for the management of the affairs of each Group. The Trustees shall have power from time to time to amalgamate, sub-divide and modify Groups.

12.3 If at any time a Group shall in the opinion of the Trustees become disorganised, inactive or fail to follow the objects and aims of the Charity the Trustees may take whatever action is appropriate including to restore the Group or dissolve it.

12.4 The Charity may make such contributions or grants to a Group as it may be determined as appropriate and the Group shall have no power to pledge the credit of the Charity.

12.5 The selection of Focus Group chairs shall be conducted according to Byelaw 13.

12.6 Any Member of the Charity may apply to be registered as a member of a Focus Group and put themselves forward to be considered for the role of Focus Group chair and can apply for a position at any of the Focus Groups.

13 ELECTION OF FOCUS GROUP CHAIRS

13.1 Subject to Article 14, Focus Group chairs shall be elected from among the Members in the following manner:

13.1.1 A nomination for appointment as Focus Group chair to fill a vacancy shall be

(a) made by not less than two Members in writing in a form approved by or on behalf of the Trustees; and

(b) delivered to the Secretary not less than 60 days before the next AGM

- 13.1.2 A notice inviting nominations for a vacancy as a Focus Group chair shall be published in the appropriate publication of the Charity or in such other manner as the Trustees shall direct not less than 90 days before the next AGM.
- 13.1.3 A candidate may withdraw his/her nomination at any time before his/her election.
- 13.2 An election by postal ballot of Members shall forthwith be held at or prior to the AGM in accordance with Byelaw 14 and the retiring Focus Group chair shall continue in office until the result of the ballot is declared at the AGM.
- 13.3 A person who ceases to be a Member shall be deemed to have immediately withdrawn from any election of Focus Group chair.

14 ELECTIONS BY POSTAL BALLOT

- 14.1 Elections by postal ballot shall proceed as follows
- 14.1.1 The Secretary shall forward a voting paper 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 paper is to be returned; and
 - (d) notice that the names of the candidates to be voted for shall be marked with an X in ink and the papers signed by the Member and that if more candidates are voted for than there are vacancies the paper will be void.
- 14.1.2 Each voting paper returned to the Secretary shall be placed in a box to be opened by the scrutineers and, after scrutiny, kept for one month whereafter each such voting paper shall be destroyed. The scrutineers shall be appointed by the President and shall not be less than three in number.
- 14.1.3 The report of the scrutineers shall be signed by them and shall contain:
- (a) the total number of papers received;
 - (b) the number rejected;
 - (c) the number of votes in favour of each candidate; and
 - (d) the names of those elected.
- 14.2 The postal 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.

15 SUB COMMITTEES AND GROUPS

15.1 The Trustees shall establish subcommittees and other groups from time to time for specific purposes or in relation to the specific interests of particular sections of the membership under terms of reference determining the membership, purpose, powers and duties, governance and conduct of the business of such committees.

16 NOTICES

16.1 The provisions of Article 18 shall apply to these Byelaws.

17 INTERPRETATION

17.1 The provisions of Article 20 of the articles of association of the Charity shall apply for the interpretation of these Byelaws as they apply to the Articles.

17.2 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.

17.3 In these Byelaws

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

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

17.3.3 **person** includes an individual and a corporate body;

17.3.4 **membership** means membership of the Charity; and

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