



Cover note to accompany the proposed new Articles of Association

In early 2021 the Music Mark Trustees began a formal review of the Articles of Association and Byelaws, eight years after the establishment of the Charity. The aim was to ensure that the documents reflected the current work of Music Mark, updates in working practices, particularly arising from the COVID pandemic, and to ensure that they reflect current Company and Charity Law.

No changes have been made to the purpose of the charity, the benefits to members, restrictions on benefits to trustees, or what happens upon dissolution of the charity. These remain the same and any such changes would not be possible without applying for consent from the Charity Commission.

Having completed the work in preparing updated Articles, the Trustees now present these to the Membership for review and recommend their acceptance. Because of the large number of changes, a tracked changes version is not being shared, but the current Articles [can be viewed on the Music Mark Website for comparison](#).

Key updates proposed:

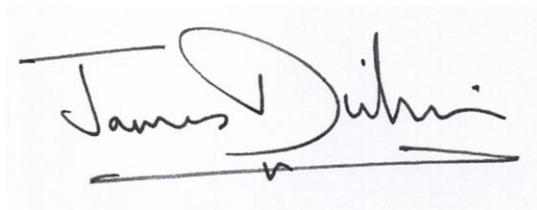
- 1. Co-opted Trustees/Chair and Treasurer:** A key change within the Articles is to help support the governance of the Charity by increasing the number of co-opted Trustees from 4 to up to 6. The charity will continue to have a set of 6 member nominated/elected trustees. The new articles allow for the Chair, Treasurer and any other officer appointed by the Trustees to become a Co-opted Trustee and serve a term of up to 6 years in that office. In line with other Co-opted Trustees there would be annual confirmation by the Trustees. This thus creates additional vacancies for member nominated/elected Trustees, as well as ensuring continuity in leadership as the Trustees is refreshed each year and will support both diversity and ensure specialist advice can be added as appropriate.
- 2. Period of service for Co-opted Trustees:** The period of office for a co-opted Trustee is not specified in the Articles, but their appointment is reviewed each year and it is expected that this will be no more than 6 years (as noted in the Byelaws), this flexibility allows for expertise to remain within the Board of Trustees where needed.
- 3. Hybrid AGMs and virtual attendance:** Further to temporary changes, forced by the recent pandemic, which permitted charities to hold virtual general meetings, Music Mark wishes to retain this potential for members to attend virtually on future occasions to ensure the widest member engagement and accessibility. Bates Wells do not recommend wholly virtual meetings, however, they have advised that there is clear legal authority to hold hybrid meetings to permit remote attendance. The Byelaws will include details on how hybrid meetings will be held, including how votes can be cast by the members.
- 4. Compliance with company law/Charity Commission guidance:** The Articles have been updated to reflect up to date Company Law, Charity Law and Charity Commission guidance.

It is hoped that this cover note will provide the context and key points to consider as members assess whether to adopt the changes being proposed.

If anyone has any questions prior to the AGM, which will be held on the 4th November 2021 at 2pm, please do not hesitate to contact the CEO, Bridget Whyte (or Chair, James Dickinson). There will be the opportunity for members to ask questions at the AGM prior to the vote taking place. If you are unable to attend the meeting in person, the option to adopt a proxy to ask questions and/or to vote on your behalf, will be made available.

The Trustees **would like to ask the Membership to agree to adopt these revised documents** so that the charity can continue to meet its requirements under company and charity law and thrive as the UK Association for Music Education – Music Mark. The Trustees would like to acknowledge and thank the legal team at Bates Wells for their advice and guidance in preparing this new set of Articles and their continuing assistance to the Trustees in preparing updated Byelaws to sit alongside these Articles if the Membership agree to adopt them.

Thank you

A handwritten signature in black ink that reads "James Dickinson". The signature is written in a cursive style with a large, prominent 'D' and a long horizontal stroke at the end.

James Dickinson
Chair of the Board of Trustees
The UK Association for Music Education, Music Mark

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