

**The Companies Act 2006**

**Company Limited by Guarantee and not having a Share Capital**

**Articles of Association**

**of**

**The UK Association for Music Education - Music Mark**

**Company No: 06134823**



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## **The Companies Act 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association of The UK Association for Music Education - Music Mark**

**Company No: 06134823**

#### **INTERPRETATION**

**1. Defined terms**

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

#### **OBJECTS AND POWERS**

**2. Objects**

2.1 The objects of the Charity are to advance the education of the public in the art of music through the provision of music services in the UK.

**3. Powers**

3.1 To further its objects the Charity may:

3.1.1 support all those involved in music education to provide the highest quality music education for all children and young people;

3.1.2 contribute to the creation of a strong and unified voice for music education nationally;

3.1.3 promote the professional development of the members;

3.1.4 inform members of current developments in the field of music education;

3.1.5 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;

3.1.6 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;

3.1.7 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

3.1.8 provide or procure the provision of counselling and guidance;

3.1.9 provide or procure the provision of advice;

3.1.10 provide and assist in the provision of money, materials or other help;

- 3.1.11 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.1.12 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.13 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.14 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Charity must comply as appropriate with the Charities Act 2011);
- 3.1.15 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.1.16 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.17 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.18 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.19 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.1.20 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.21 accept (or disclaim) gifts of money and any other property;
- 3.1.22 raise funds by way of subscription, donation or otherwise;
- 3.1.23 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;
- 3.1.24 incorporate and acquire subsidiary companies to carry on any trade;
- 3.1.25 subject to Article 4 (Benefits and Conflicts):
  - (a) engage and pay employees, consultants and professional or other advisers; and
  - (b) make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

- 3.1.26 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.1.27 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects);
- 3.1.28 undertake and execute charitable trusts;
- 3.1.29 impose restrictions, which may be revocable or irrevocable, on the use of any property of the Charity, including (without limitation) by creating permanent endowment;
- 3.1.30 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.31 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.1.32 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;
- 3.1.33 provide indemnity insurance for the Trustees or any other officer of the Charity in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 189(1) shall be treated as references to officers of the Charity); and
- 3.1.34 do all such other lawful things as may further the Charity's objects.

#### **LIMITATION ON PRIVATE BENEFITS**

#### **4. Benefits and Conflicts**

- 4.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.
- 4.2 Except as provided below no part of the income and property of the Charity may be paid or transferred directly or indirectly by way of benefit to the members of the Charity and no Trustee may receive any remuneration or other benefit in money or money's worth from the Charity. This shall not prevent any payment in good faith by the Charity of:
  - 4.2.1 any payments made to any member, Trustee or Connected Person in their capacity as a beneficiary of the Charity;
  - 4.2.2 reasonable and proper remuneration to any person (not being a Trustee) for any goods or services supplied to the Charity (including services performed under a contract of employment with the Charity) provided that:
    - (a) if such a person is a Connected Person, the procedure described in Articles 4.4 and 4.5 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person; and

- (b) this provision, together with Article 4.2.8 may not apply to more than half of the Trustees, in any financial year (and for these purposes, such provisions shall be treated as applying to a Trustee if they apply to any person who is a Connected Person in relation to that Trustee);
- 4.2.3 interest on money lent by any member, Trustee or Connected Person at a reasonable and proper rate;
- 4.2.4 any reasonable and proper rent for premises let by any member, Trustee or Connected Person;
- 4.2.5 fees, remuneration or other benefits in money or money's worth to a company of which a member, Trustee or Connected Person holds less than 1% of the capital;
- 4.2.6 reasonable and proper out of pocket expenses of Trustees;
- 4.2.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.1.33;
- 4.2.8 reasonable and proper remuneration to any Trustee for any goods or services supplied to the Charity on the instructions of the Trustees which, for the avoidance of doubt, includes the usual professional charges for business done by a Trustee for the time being who is a solicitor, accountant or other person engaged in a profession and any firm or company of which he or she is a member, partner or employee (excluding the service of acting as Trustee and services performed under a contract of employment with the Charity) provided that:
  - (a) the procedure described in Articles 4.4 and 4.5 (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding their remuneration authorised by this provision; and
  - (b) this provision, together with Article 4.2.2 may not apply to more than half of the Trustees in any financial year (and for these purposes, such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee).
- 4.3 The restrictions on benefits and remuneration conferred on members of the Charity and on the Trustees by Article 4.2 and the exceptions to such restrictions in Articles 4.2.1 to 4.2.8 inclusive shall apply equally to benefits and remuneration conferred on members and on the Trustees by any Subsidiary Company, and for this purpose references to the Charity in Articles 4.2.2 and 4.2.8 shall be treated as references to the Subsidiary Company.
- 4.4 Subject to Article 4.5, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
  - 4.4.1 declare the nature and extent of his or her interest before discussion begins on the matter;
  - 4.4.2 withdraw from the meeting for that item after providing any information requested by the Trustees;
  - 4.4.3 not be counted in the quorum for that part of the meeting; and

- 4.4.4 be absent during the vote and have no vote on the matter.
- 4.5 When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise a matter giving rise to a conflict of interest and, in respect of that matter, authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
- 4.5.1 continue to participate in discussions leading to the making of a decision and/or to vote, or
- 4.5.2 disclose to a third party information confidential to the Charity, or
- 4.5.3 take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or benefit, or
- 4.5.4 refrain from taking any step required to remove the conflict of interest,
- provided that no authorisation may be given under this Article 4.5 which will allow a Conflicted Trustee or a Connected Person to receive any material benefit that is not otherwise authorised by these Articles or under the Companies Act.

## **LIMITATION OF LIABILITY**

### **5. Liability of members**

- 5.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- 5.1.1 payment of the Charity's debts and liabilities contracted before he, she or it ceases to be a member;
- 5.1.2 payment of the costs, charges and expenses of winding up; and
- 5.1.3 adjustment of the rights of the contributories among themselves.

## **TRUSTEES**

### ***TRUSTEES' POWERS AND RESPONSIBILITIES***

#### **6. Trustees' general authority**

Subject to the Articles, the Trustees are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

#### **7. Members' reserve power**

- 7.1 The members may, by special resolution, direct the Trustees to take, or refrain from taking, specified action.
- 7.2 No such special resolution invalidates anything which the Trustees have done before the passing of the resolution.



**8. Chair and Treasurer**

8.1 The Trustees may appoint any two of their number to be the Chair and the Treasurer of the Charity. The Chair and Treasurer cannot be the same person.

8.2 The Trustees may at any time remove the person holding the office of Chair or Treasurer from that office.

8.3 The Chair and Treasurer's appointments must be confirmed annually by the Trustees and (subject to Article 8.4) shall be for a maximum of six years.

8.4 Where, at the time of appointment as Chair or Treasurer under Article 8.1, he or she is an Elected Trustee, he or she shall retire as an Elected Trustee and be appointed by the Trustees as a Co-opted Trustee pursuant to Article 20.10. The maximum term of office as Chair and Treasurer stated in Article 8.3 above shall be in addition to any time served as an Elected Trustee.

8.5 The Trustees may appoint other officers from their number for such term of office as they determine and may at any time remove them from that office.

**9. Trustees may delegate**

9.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee in accordance with the Byelaws.

9.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee in accordance with the Byelaws.

**10. Byelaws and/or Rules**

10.1 The Trustees may from time to time make, repeal or alter such Byelaws or rules as they think fit as to the management of the Charity and its affairs. The Byelaws or rules shall be binding on all members of the Charity. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

10.2 The Byelaws or rules may regulate the following matters but are not restricted to them:

10.2.1 the duties of any officers or employees of the Charity;

10.2.2 the admission of members of the Charity and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;

10.2.3 the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;

10.2.4 the conduct of business of the Trustees or any committee (including, without limitation, how the Trustees make decisions and how such rules are to be recorded or communicated to Trustees);

10.2.5 the procedure at general meetings;

- 10.2.6 arrangements for remote attendance at general meetings, including any relevant restrictions or limitations;
- 10.2.7 any of the matters or things within the powers or under the control of the Trustees; and
- 10.2.8 generally, all such matters as are commonly the subject matter of company rules.
- 10.3 The Charity in general meeting has the power to alter, add to or repeal the Byelaws or rules.

## **DECISION-MAKING BY TRUSTEES**

### **11. Trustees to take decisions collectively**

- 11.1 Any decision of the Trustees must be either:
  - 11.1.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to Article 16); or
  - 11.1.2 a majority decision taken outside of a meeting in accordance with Article 17.

### **12. Calling a Trustees' meeting**

- 12.1 Any Trustee may (and the Secretary, if any, must at the request of any Trustee) call a Trustees' meeting.
- 12.2 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:
  - 12.2.1 all the Trustees agree; or
  - 12.2.2 urgent circumstances require shorter notice.
- 12.3 Notice of Trustees' meetings must be given to each Trustee.
- 12.4 Every notice calling a Trustees' meeting must specify:
  - 12.4.1 the day and time of the meeting;
  - 12.4.2 the place where all the Trustees may physically attend the meeting (if any);
  - 12.4.3 the general nature of the business to be considered at the meeting; and
  - 12.4.4 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 12.5 Notice of Trustees' meetings need not be in Writing.
- 12.6 Article 31 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

### **13. Participation in Trustees' meetings**

- 13.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

- 13.1.1 the meeting has been called and takes place in accordance with the Articles; and
- 13.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing, electronic facilities and/or electronic platforms).
- 13.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other. For the avoidance of doubt, a Trustee participating in a meeting via telephone or other communication in accordance with Article 13.1 shall be treated as being present in person at the meeting for all purposes (including, without limitation, for the purposes of any provisions of the Articles relating to the quorum for the meeting).
- 13.3 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

#### 14. **Quorum for Trustees' meetings**

- 14.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than two, and unless otherwise fixed it is three or one-third of the total number of Trustees, whichever is the greater.
- 14.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:
  - 14.3.1 to appoint further Trustees; or
  - 14.3.2 to call a general meeting so as to enable the members to appoint further Trustees.

#### 15. **Chairing of Trustees' meetings**

The Chair, if any, or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

#### 16. **Casting vote**

- 16.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 16.2 Article 16.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

#### 17. **Decisions without a meeting**

- 17.1 The Trustees may make a majority decision without holding a Trustees' meeting.
- 17.2 The process of decision-making in accordance with this Article shall include any steps set out in the Byelaws.

17.3 A decision is taken in accordance with this Article 17 when a majority of the Trustees indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter.

17.4 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing.

18. **Validity of Trustee actions**

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

**APPOINTMENT AND RETIREMENT OF TRUSTEES**

19. **Number of Trustees**

There shall be at least three and no more than twelve Trustees.

20. **Composition of the Board**

20.1 The Board shall consist of:

20.1.1 Up to six Elected Trustees, elected by the members of the Charity in accordance with Article 20.3; and

20.1.2 Up to six Co-opted Trustees, appointed by the Trustees in accordance with Article 20.10.

20.2 Any person who is willing to act as a Trustee, and in the case of an Elected Trustee is a member, and who would not be disqualified from acting under the provisions of Article 21, may be appointed to be a Trustee.

***Elected Trustees***

20.3 Elected Trustees shall be elected in the manner prescribed in the Byelaws.

20.4 At every annual general meeting two Trustees must retire from office but may (subject to the provisions of this Article 20) offer themselves for reappointment by the members.

20.5 The following rules shall apply to determine who shall retire by rotation under Article 20.5:

20.5.1 the Trustees to retire by rotation shall be those who have been longest in office since their last appointment or retirement; and

20.5.2 as between persons who became or were last reappointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be decided by lot.

20.6 Co-opted Trustees shall not be taken into account in determining the Trustees who are to retire by rotation.

***Maximum term***

- 20.7 Subject to Article 20.8, an Elected Trustee shall not serve more than nine years in office.
- 20.8 The Trustees may permit an Elected Trustee to be re-elected for an additional term or terms of office in exceptional circumstances.

***Replacement***

- 20.9 Should any Elected Trustee cease for any reason to be a Trustee before he or she was due to retire under Article 20.7, the Trustees may allow the vacancy to remain until the next annual general meeting, or provided that the maximum amount of Co-opted Trustees is not exceeded, the Trustees may fill the vacancy by co-option until the next annual general meeting.

***Co-opted Trustees***

- 20.10 Subject to not exceeding the maximum number of Co-opted Trustees under Article 20.1.2, the Trustees may at any time co-opt a trustee to the Board.
- 20.11 Co-opted Trustees shall be appointed in the manner prescribed in the Byelaws.
- 20.12 Subject to Article 21, a Co-opted Trustee shall remain in office for a term of one year. On expiration of the period of office for which he or she was appointed, a Co-opted Trustee shall be eligible for reappointment by the Trustees as a Co-opted Trustee.

***Minimum age***

- 20.13 No person may be appointed as a Trustee unless he or she has reached the age of 18 years.

***Timing of retirement***

- 20.14 A Trustee who retires at an annual general meeting and who is not reappointed shall retain office until either:
  - 20.14.1 the meeting appoints someone in his or her place; or
  - 20.14.2 (if no one is appointed in his or her place) until the end of the meeting.

***General***

- 20.15 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

**21. Disqualification and removal of Trustees**

- 21.1 A Trustee shall cease to hold office if:
  - 21.1.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
  - 21.1.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;

- 21.1.3 the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 21.1.4 notification is received by the Charity from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Trustees will remain in office when such resignation has taken effect);
- 21.1.5 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
- 21.1.6 in the case of an Elected Trustee, he or she ceases to be a member of the Charity;
- 21.1.7 at a general meeting of the Charity, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or
- 21.1.8 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Trustees.

## 22. **Presidents and Patrons**

- 22.1 The Trustees may elect and remove any persons as president(s), vice-president(s) or patron(s) and may approach suitable persons to fulfil such roles on such terms as they shall think fit.
- 22.2 Presidents, vice-presidents and patrons shall be entitled to attend and speak at all meetings of the Charity, but shall not hold voting rights for any purpose unless they are members of the Charity.

## **MEMBERS**

### ***BECOMING AND CEASING TO BE A MEMBER***

#### 23. **Becoming a member**

- 23.1 With the exception of the subscribers to the Memorandum, no person may become a member of the Charity unless that person has applied for membership in a manner approved by the Trustees, and the Trustees have admitted him or her as a member in accordance with the Byelaws.
- 23.2 The Trustees may from time to time prescribe criteria for membership in the Byelaws but will not be obliged to accept persons fulfilling those criteria as members.

#### ***Subscriptions***

- 23.3 The Trustees may at their discretion levy subscriptions on, or encourage subscriptions or other payments to be paid by, members of the Charity at such rate or rates as the Trustees shall decide.

### ***Register of members***

23.4 The names of the members of the Charity must be entered in the register of members.

### **24. Termination of membership**

24.1 Membership is not transferable.

24.2 Provisions governing the suspension and termination of membership shall be set out in the Byelaws.

### **25. Categories of membership**

25.1 Subject to Article 25.3, the Trustees may establish such different categories of membership as they think fit, including:

25.1.1 Individual Members; and

25.1.2 Organisational Members.

25.2 The Trustees may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.

25.3 The Trustees may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

### **26. Associates**

The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make, provided that no such associate members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

## **ORGANISATION OF GENERAL MEETINGS**

### **27. Annual general meetings**

27.1 Subject to Article 28.3, the Charity must hold an annual general meeting once in every calendar year.

27.2 The annual general meeting shall be held at such time and place as the Trustees think fit and in accordance with the Byelaws.

27.3 The business on an annual general meeting shall comprise:

27.4 the consideration of the report and financial statements presented by the Board;

27.5 the announcement of Trustees elected in accordance with Article 20.3 and retiring in accordance with Article 20.4; and

27.6 such other business as may have been specified in the notices calling the meeting.

28. **Other general meetings**

28.1 The Trustees may call a general meeting at any time.

28.2 The Trustees must call a general meeting if required to do so by the members under the Companies Acts.

28.3 General meetings, including Annual General Meetings, shall be held in accordance with the Byelaws and may include such arrangements as the Trustees consider in their discretion appropriate to make to enable those attending a general meeting to exercise their rights to speak or vote (including, without limitation, arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms).

**WRITTEN RESOLUTIONS**

29. **Written resolutions**

***General***

29.1 Subject to this Article 29 a written resolution agreed by:

29.1.1 members representing a simple majority; or

29.1.2 (in the case of a special resolution) members representing not less than 75%;

of the total voting rights of eligible members shall be effective.

**LOCAL STRUCTURES**

30. **Local structures**

The Trustees shall establish such local structures as they shall think fit and set out the terms of references and administrative rules for governing the activities and governance of any such structures in the Byelaws.

**ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS**

31. **Communications by the Charity**

***Methods of communication***

31.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Charity under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Charity, including without limitation:

31.1.1 in Hard Copy Form;

31.1.2 in Electronic Form; or



- 31.1.3 by making it available on a website.
- 31.2 Where a Document or information which is required or authorised to be sent or supplied by the Charity under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.
- 31.3 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

***Deemed delivery***

- 31.4 A member present in person or by proxy or via their authorised representative if an Organisational Member at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 31.5 Where any Document or information is sent or supplied by the Charity to the members:
- 31.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 31.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 31.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
  - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 31.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a member) may agree with the Charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

***Exceptions***

- 31.7 Copies of the Charity's annual accounts and reports need not be sent to a person for whom the Charity does not have a current Address.
- 31.8 Notices of general meetings need not be sent to a member who does not register an Address with the Charity, or who registers only a postal address outside the United Kingdom, or to a member for whom the Charity does not have a current Address.

**32. Communications to the Charity**

The provisions of the Companies Acts shall apply to communications to the Charity.

**33. Secretary**

33.1 A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

33.1.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and

33.1.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

**34. Irregularities**

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

**35. Minutes**

35.1 The Trustees must ensure minutes are made:

35.1.1 of all appointments of officers made by the Trustees;

35.1.2 of all resolutions of the Charity and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

35.1.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

**36. Records and accounts**

36.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

36.1.1 annual reports;

36.1.2 annual statements of account; and

36.1.3 annual returns or confirmation statements.

36.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or Documents merely by virtue of being a member.

**37. Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

**DISSOLUTION**

**38. Dissolution**

38.1 If the Charity is wound up or dissolved, the assets (if any) remaining after providing for all its liabilities must be applied by transfer to one or more other bodies established for exclusively charitable purposes similar to the Objects to be chosen by the members at or before the time of winding up or dissolution.

38.2 A final report and statement of account must be sent to the Commission.

38.3 This provision may be amended by special resolution but only with the prior written consent of the Commission.

## SCHEDULE

### INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	<b>Term</b>	<b>Meaning</b>
1.1	<b>“Address”</b>	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	<b>“Articles”</b>	the Charity’s articles of association;
1.3	<b>“Board”</b>	means the board of Trustees;
1.4	<b>“Byelaws”</b>	means standing orders, rules and regulations adopted (and amended) by the Trustees from time to time;
1.5	<b>“Chair”</b>	has the meaning given in Article 8;
1.6	<b>“Charity”</b>	The UK Association for Music Education - Music Mark;
1.7	<b>“Clear Days”</b>	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.8	<b>“Commission”</b>	means the Charity Commission for England and Wales or any body which replaces it;
1.9	<b>“Companies Acts”</b>	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity;
1.10	<b>“Conflicted Trustee”</b>	means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance), or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Charity;
1.11	<b>“Connected Person”</b>	means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee’s family or household or a person or body who is a business associate of the Trustee, and (for the

- avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights;
- 1.12 **“Co-opted Trustee”** a Trustee appointed by the Board in accordance with Article 20.10;
- 1.13 **“Document”** includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.14 **“Elected Trustee”** a Trustee elected by the members in accordance with Article 20.3;
- 1.15 **“Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 1.16 **“Hard copy and Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;
- 1.17 **“Objects”** means the objects of the Charity as defined in Article 2;
- 1.18 **“Organisational Member”** an organisational member as defined under the terms of the Byelaws;
- 1.19 **“Public Holiday”** means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
- 1.20 **“Secretary”** the secretary of the Charity (if any);
- 1.21 **“Subsidiary Company”** any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
- 1.22 **“Trustee”** a director of the Charity, and includes any person occupying the position of director, by whatever name called; and
- 1.23 **“Writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Charity.