

BYELAWS



SUPPORTING
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of the

THE UK ASSOCIATION FOR MUSIC EDUCATION – MUSIC MARK

1. MEMBERSHIP

- 1.1. The name of each member and non-voting 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 individuals and Music Education Organisation Members) and Partners 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 individuals, over 18 years of age, to Membership within the meaning of the Companies Act.
- 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;
 - 2.2.3. be entitled to vote in the election of Elected Trustees;

3. ORGANISATIONAL MEMBERSHIP

- 3.1. The Trustees shall have the power to admit organisations as Music Education Organisation Members (MEOM), to be members of the Charity. Music Education Organisation Members will be represented by a named 'nominated representative'.
- 3.2. The Trustees shall determine the Membership categories, rights and privileges of MEOMs and the subscriptions payable.
- 3.3. The MEOM should determine who will be the nominated representative of their organisation and indicate this on their application form for Membership. The organisation can change their nominated representative at any time by updating their data on the Customer Relationship Management (CRM) system or in writing.
- 3.4. The Nominated Representative of the MEOM shall be entitled to:
 - 3.4.1. attend and vote at all general meetings of the Charity (subject to Byelaw 6);
 - 3.4.2. be eligible to be a member of the Trustees or any committee of the Charity subject to appointment in accordance with these Byelaws;
 - 3.4.3. be entitled to vote in the election of Elected Trustees;
- 3.5. A nominated representative leaving a MEOM can remain a Member of the charity by applying to become an Individual Member or becoming the nominated representative of another MEOM.

3.6. A MEOM can identify further contacts from within their organisation who receive information and take advantage of the benefits of Membership. There is no maximum number of contacts a MEOM can identify, but there is only one Nominated Representative.

4. ASSOCIATE PARTNERS

4.1. The Trustees shall have power to admit to associate partner any organisations who:

- 4.1.1.** have an interest in music education and support the aims and objects of the Charity; and
- 4.1.2.** applies in a form approved by the Trustees;

4.2. An associate partner shall not be a Companies Act member of the Charity.

4.3. An associate partner 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 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;
- 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 a MEOM, whose subscription is unpaid after it becomes due, including the rights 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 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 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 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 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. NOTIFICATION OF GENERAL MEETINGS:

7.1. Notification will sent to the Nominated Representative of a MEOM or Individual Member as outlined in the Articles (9.2).

7.2. General Meetings will be run either at a central venue or digitally online and notification will be given as to how the meeting will be run.

8. ADJOURNMENT OF GENERAL MEETINGS

- 8.1. A general meeting shall be adjourned to such time and place as the Trustees shall determine if:
 - 8.1.1. a quorum is not present within one hour from the time appointed for a general meeting; or
 - 8.1.2. during a general meeting a quorum ceases to be present.
- 8.2. 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.
- 8.3. 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.

9. PROCEEDINGS FOR THE CONDUCT OF A POLL AT A GENERAL MEETING

- 9.1. At a general meeting a poll may be demanded:
 - 9.1.1.1. by the person chairing the meeting; or
 - 9.1.1.2. by a minimum of at least five Members present in person or by proxy, representing not less than one-tenth of the total voting rights of all the Members and having the right to vote at the meeting
- 9.2. The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 9.3. 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.
- 9.4. 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.
- 9.5. 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.
- 9.6. 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.
- 9.7. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 9.8. No poll may be demanded on the election of a person to chair a meeting or on a question of adjournment.
- 9.9. 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.
- 9.10. The poll must be taken within thirty days after it has been demanded.
- 9.11. 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.
- 9.12. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

10. PROXIES

- 10.1. Proxies may only validly be appointed by a Member by a notice in writing by post or email (a "proxy notice") which
 - 10.1.1. states the name and address of the Member appointing the proxy;
 - 10.1.2. identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 10.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Trustees may determine; and
 - 10.1.4. is delivered to the Charity in accordance with the Articles (9.1) and any instructions contained in the notice of the general meeting to which they relate.

- 10.2. The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 10.3. 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.
- 10.4. Unless a proxy notice indicates otherwise, it must be treated as –
 - 10.4.1. 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
 - 10.4.2. 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.
- 10.5. 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.
- 10.6. 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.
- 10.7. 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.
- 10.8. 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.

11. ELECTION AND APPOINTMENT OF TRUSTEES

- 11.1. Subject to Article 3, Elected Trustees shall be elected from among the Members in the following manner:
 - 11.1.1. 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; and
 - (c) delivered to the Charity not less than 60 days before the next AGM
 - 11.1.2. 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.
 - 11.1.3. A candidate may withdraw his/her nomination at any time before his/her election.
 - 11.1.4. An election by ballot of the Members shall forthwith be held prior to the AGM in accordance with Byelaw 13 and any retiring Elected Trustees shall continue in office until the result of the ballot is declared at the AGM.
- 11.2. A person who ceases to be a Member shall be deemed to have immediately withdrawn from any election of Elected Trustee.
- 11.3. Co-opted Trustees shall be appointed in the following manner:
 - 11.3.1. 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.
 - 11.3.2. Subject to Article 3.6.2, the Trustees shall appoint Co-opted Trustees at a meeting of the Trustees.

12. REGIONAL REPRESENTATIVES of Enhanced MEOMs

- 12.1. Subject to Article 13, Regional Representatives shall be elected from among the Enhanced MEOMs of that region.
- 12.2. The Regional Representative will be responsible for convening the charity's regional meetings of the Enhanced MEOMs.

- 12.3. A Regional Representative will serve as part of the Charity's Advisory Committee
- 12.4. A Regional Representative who ceases to be the nominated representative of a MEOM in that region shall cease to hold the role of Regional Representative and an election process will be run (see 12.1)

13. ELECTIONS BY BALLOT

- 13.1. Elections by ballot shall proceed as follows
 - 13.1.1. 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
- 13.2. 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 (see Byelaw 11).

14. SUB COMMITTEES AND GROUPS

- 14.1. 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.
- 14.2. An Advisory Committee will provide support and advise on the operational activity of Charity and will be made up of Regional Representatives and representatives of other groups of the Membership as appropriate.

15. NOTICES

- 15.1. The provisions of Article 18 shall apply to these Byelaws.

16. INTERPRETATION

- 16.1. 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.
- 16.2. 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.
- 16.3. In these Byelaws
 - 16.3.1. words incorporating one gender shall include all genders, and the singular includes the plural and vice versa;
 - 16.3.2. **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;
 - 16.3.3. **Person** includes an individual and a corporate body; and
 - 16.3.4. **the Charity** means the 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 on a biennial basis, or to reflect updates in legislation. This document is next due for review in November 2021.

This version was agreed by the Board of Trustees on 1st July 2021