

CONSTITUTION OF THE MUSIC EDUCATION COUNCIL

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1 Definitions

The following terms, which shall apply to this Constitution and its Bylaws, shall have the meanings set out in this clause 1:

- 1.1 Council: the Music Education Council as described in clause 2
- 1.2 Board: the board of trustees as described in clause 6
- 1.3 Bylaws: the operational rules of the Council by which the provisions of the Constitution shall be implemented, as described in clause 6.3.3 and as appended to this Constitution;
- 1.4 Constitution the constitution of the Council
- 1.5 Representative: the individual person who is nominated by an Organisational Member as its representative
- 1.6 Organisational Member: a member of the Council which is an institution, company or other entity (whether incorporated or unincorporated) that has an existence separate from an individual
- 1.7 Individual Member: a member of the Council who is an individual person
- 1.8 Member: an Organisational Member, as represented by their Representative, an Individual Member or other category of member approved by the membership at the Annual General Meeting;
- 1.9 Trustee: an individual member of the Board as described in clause 6

2 Name

The name of this organisation is the **Music Education Council** (the "Council"). Other recognised operational or trading names shall be permitted as described in the Bylaws.

3 Objects

The objects of the Council shall be to promote and advance the education and training of the public in music in any manner which now is or hereafter may be deemed by law to be charitable.

4 Powers

In furtherance of the above objects but not further or otherwise the Council may:

- 4.1 Act as a medium for bringing together in a working relationship organisations and individuals involved in music education and training, thereby creating a common meeting ground and opportunities for the exchange of information and the promotion of joint ventures.
- 4.2 Keep under review local and national policies.
- 4.3 Support approved schemes at a national and international level.
- 4.4 Act as an advisory body on the representation of the United Kingdom in the international sphere.

4.5 Do all such other lawful things as shall further the objects of the Council.

5 The Council

5.1 Membership

The Board shall propose appropriate categories of membership for the Council that shall be contained in the Bylaws. Such categories shall be approved at the Annual General Meeting.

5.2 Meetings

5.2.1 Annual General Meeting

Members shall be convened in an Annual General Meeting. In addition to provisions contained in Clause 8 [meetings], other provisions governing meetings of the Council shall be specified in the Bylaws.

5.2.2 Special Meetings

A special meeting of the Council shall be called at 21 clear days' notice in writing by the Board or upon written demand of one third of the total membership ("Special Meetings")

5.3 Fees

Each Member shall pay to the Council within 30 days of receipt of the Council's invoice, an annual subscription of such amount as shall be determined by the Board from time to time. In the event of a Member failing to pay in a timely manner membership shall automatically cease.

6 The Board

6.1 Membership

There shall be a Board constituted as follows:

6.1.1 Chair, Chair-Elect, Past Chair, Treasurer and Secretary (collectively referred to as "Trustees")

6.1.2 The Chair-elect, Treasurer and Secretary shall each be elected from and by the Members to perform the generally-accepted functions of their respective offices, as described in the Bylaws. The Chair and Past Chair shall not be directly elected. Instead, at the expiration of the term of the Chair-elect, he or she shall automatically succeed to the office of Chair, and the Chair shall automatically succeed to the office of Past Chair.

6.2 Terms of office

6.2.1 The Chair-elect, Chair and Past Chair shall each serve one term of two years to the second Annual General Meeting following their appointment to that office.

6.2.2 The Treasurer and Secretary shall each serve a term of office not exceeding three years to the third Annual General Meeting following their appointment to that office. Such Trustee may then stand for election for a second consecutive term of office to either office, but then shall not be eligible to stand for election to either office until the Annual General Meeting in the year following the end of their six years of office.

- 6.2.3 Notwithstanding clause 6.2.2 any Secretary or Treasurer may stand for election as Chair-elect at any time during their term or terms of office and should they be successful they shall be entitled to serve for the full terms as described in clause 6.2.1 having regard to the guidelines in the Bylaws.
- 6.2.4 In the event of any Trustee being unable or unwilling to complete their term of office, the Board may make co-options of other Members or may call elections for any of these offices as it sees fit and having regard to the guidelines in the Bylaws.
- 6.2.5 In the event of a Trustee being removed from the Board, the process for providing adequate notice, notice of changes, opportunity for a fair hearing and right of appeal shall be specified in detail in the Bylaws.

6.3 Board – powers and duties

6.3.1 Care, control and representation

6.3.1.1 The Board is responsible for:

- a) the general control and management of the administration of the Council;
- b) ensuring that the general policy of the Council is executed;
- c) ensuring that matters of urgent interest to the Council can be dispatched in a timely fashion;
- d) representing the Council in an appropriate manner at all times; and
- e) establishing sub-committees as specified in the Bylaws to operate in a manner intended to further the object of the Council

6.3.1.2 Subject to the provisions of clause 8 [meetings], and provisions held in the Bylaws, the Board must meet not less than four times a year;

6.3.2.2 The Board may call Special Meetings of the Council as aforesaid.

6.3.2 Sub-committees

6.3.2.1 The Board must appoint and maintain at least one sub-committee as described in the Bylaws;

6.3.2.2 The Board may appoint such other sub-committees as it may from time to time decide and may determine their composition, powers and terms of reference;

6.3.2.3 The Board may invite individuals or representatives of organisations whether Members or not to attend any of the meetings of the Board, full Council or other sub-committees in whatever capacity it sees fit.

6.3.3 Bylaws

The Board shall have the power to make, alter and rescind Bylaws, standing orders, rules and regulations for the following purposes:

- (a) to govern the admission criteria, proceedings and requirements for admission, subscriptions payable, entitlements, privileges, obligations, suspension, termination and re-entry to membership;
- (b) to determine the conduct of meetings and proceedings of the Council and committees;
- (c) to govern the formation and regulation of sub committees promoted by the Council;
- (d) to determine the nomination and election of members of the Board; and
- (e) generally for the effective and efficient management of the affairs of the Council.

6.4 Financial and legal

6.4.1 Subject to the provisions of this Constitution, the Board:

- a) must administer for the purpose of the Council such funds and assets as may belong to the Council from time to time.
- b) may contract out such management and administrative services of the Council as the Board may determine.
- c) must deal with matters pertaining to property as described in clause 12

6.4.2 In the exercise of their powers and in the management of the business of the Council, the Trustees shall always be mindful that they are charity trustees within the definition of section 177 of the Charities Act 2011 as the persons having the general control and management of the administration of a charity.

7 Proceedings for elections, ballots and voting

The manner of the election or appointment of the members of the Board and members of sub-committees as specified in the Bylaws.

8 Meetings

8.1 Calling of meetings

8.1.1 Meetings of the Council may be held at a physical location or via any form of real time electronic medium or a combination of the two, in accordance with the Bylaws;

8.1.2 The Secretary shall, in accordance with the Bylaws, give notice to each Member entitled to receive it.

8.2 Quorums

8.2.1 At all meetings of Council the quorum shall be 20 voting Members or 10% of the membership, whichever is the greater, including proxy votes.

8.2.2 At all meetings of the Board the quorum shall be three trustees, of whom at least one shall be the Secretary or the Treasurer;

8.2.3 At meetings of sub-committees, the rules pertaining to the quorum are described in the Bylaws.

8.3 Voting

8.3.1 Subject to the provisions of Clauses 9 and 10 [amendments, dissolution] all questions arising at any meeting shall be decided by a simple majority of those entitled to vote at that meeting.

8.3.2 Those entitled to vote at a meeting are:

- a) Members
- b) Members holding the proxy votes of other Members, and voting in accordance with that Member's wishes, provided the Member granting proxy is not also present and voting at the meeting
- c) Each member shall have one vote. Each vote shall have equal weight.

8.4 Minutes

Records must be kept of the proceedings of all meetings of the Council, Trustees, Forum and other sub-committees, according to the Bylaws.

8.5 Finance

8.5.1 All monies raised by or on behalf of the Council shall be applied to further the objects of the Council and for no other purpose.

8.5.2 The Treasurer shall keep proper accounts of the finances of the Council.

8.5.3 The accounts shall be independently examined to whatever audit or examination standard is necessary for the size and type of the Council in the appropriate year

8.5.4 A statement of accounts for the last financial year audited or examined as described in clause 8.5.3 shall be submitted by the Board to the Annual General Meeting.

8.5.5 Bank accounts shall be held or opened as appropriate and as authorised in writing by the Board. In all financial transactions there must be two signatories to the transaction. The Board shall, in writing, designate those authorised to act as signatories.

9 Amendments to the Constitution

Any proposal to alter this Constitution must be delivered in writing to the Secretary in accordance with clause 13 and the Bylaws not less than 42 calendar days before the date of the meeting at which it is first to be considered. At least 21 clear calendar days' notice in writing of such a meeting shall be given by the Secretary to Members and shall include notice of the alterations proposed. Any alteration shall require the approval of not less than two thirds of the membership voting at the relevant meeting - including Members holding the proxy votes of other Members, and voting in accordance with that Member's wishes, provided the Member granting proxy is not also present and voting at the meeting - provided always that no alteration to Clauses 3, 10 and 11 [objects, dissolution, and interpretation] shall be made without the approval of the Charity Commissioners or other authority having charitable jurisdiction.

10 Dissolution

10.1 The Council may at any time be dissolved by a resolution passed by a two thirds majority of those present and voting at a meeting of the Council of which at least 21 clear calendar days' notice stating the business to be discussed shall have been sent to all Members in accordance with Clause 13 and the Bylaws

10.2 Such resolution shall give instructions for the disposal of assets held by or in the name of the Council provided that if any property remains after the satisfaction of all debts and liabilities, such property shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Council as the Council may, with the approval of the Charity Commissioners or other authority having charitable jurisdiction, determine.

11 Interpretation

Questions concerning the interpretation of this Constitution and Bylaws shall be decided by three trustees. Appeals of interpretation may be made in writing to the Chair, who will pass the appeal to the two remaining trustees, whose decision shall be final.

12 Property

The title of all and any real property (including leasehold property) which may be acquired by or for the purposes of the Council shall be vested in not less than three or more than five Trustees, who shall be appointed by the Council and who shall enter into a Deed of Trust setting forth the purposes and conditions under which they hold the said property in trust for the Council..

13 Notices

Method and delivery of notices (in person, by prepaid mail or electronic means) are set out in Clause 3 of the Bylaws.

14. Non Discrimination Policy

It is the policy of the Council not to discriminate against any Members on the basis of race, colour, religion, sex, sexual orientation, national origin, age or disability.

BYLAWS OF THE MUSIC EDUCATION COUNCIL

Revised 20 September 2018

1. Operational and trading names

Operational and trading names of the Council shall include Music Education Council, MEC, the MEC.

2. Membership

2.1 Membership categories

- 2.1.1 Organisational Member: Any Organisation involved in or associated with music education and training in the United Kingdom and who supports the objects of the Council;
- 2.1.2 Individual Member: Any Individual involved in or associated with music education and training in the United Kingdom and who supports the objects of the Council;
- 2.1.3 The Board may from time to time create, amend or remove categories of membership, to be approved by the membership at the AGM;

2.2 Eligibility

- 2.2.1 Any organisation or individual associated with music education in the United Kingdom who supports the objects of the Council shall be eligible to become or remain a member of the Council provided they are not in arrears with their membership subscriptions and have not brought or are not likely to bring the Council or the profession of music education into disrepute.

2.3 Membership acceptance

- 2.3.1 The Secretary will act for the Board in making a decision on membership – referring any cases of doubt to the Chair. An Organisation or Individual whose application for membership is rejected or whose membership is rescinded shall have the right of appeal as set out in section 2.4.

2.4 Appeals

- 2.4.1 Any organisation or individual refused membership to the Council shall be entitled to ask for a review of that decision by writing to the Board stating the reasons why the decision should be reviewed. The review will be carried out by the Treasurer, Chair-elect and Past Chair, whose decision shall be final.

2.5 Representatives

- 2.5.1 Each Organisational Member shall nominate a Representative as the main contact for the Organisation who will receive all general communications from the Council and disseminate those communications throughout their organisation.
- 2.5.2 Further Representatives may be nominated by Organisational Members to join sub-committees and attend meetings. The responsibility of the Representative will be to:
 - a. Receive sub-committee communications from the Council, attend meetings and disseminate communications as appropriate throughout their organisation; and
 - b. Carry the organisation's vote at meetings, acting with the authority of the organisation.
- 2.5.3 No individual may nominate a Representative.

2.6 Member rights

- 2.6.1 Each Member is entitled to attend and vote at Meetings of the Council. There shall be one vote for each Member and each vote will carry equal weight. Where an Organisational Member is represented on the Forum (see bylaw 6) it will normally be the Forum representative who carries the vote for that Organisational Member. If the Forum

representative is not present, then the Organisational Member can nominate an alternative Representative.

3 Notices

3.1 Method and delivery

- 3.1.1** Any notice to be given by a Member to the Secretary shall be given and shall be deemed to have been received:
- 3.1.1.1 by personal delivery, on the making of such delivery;
 - 3.1.1.2 by prepaid mail, five working days after the date of posting;
 - 3.1.1.3 by electronic mail, on successful verified transmission but to be valid any notice sent by email must be delivered to the Council at admin@mec.org.uk
 - 3.1.1.4 by web connecting services such as Basecamp, Google Hangout, Google Docs or any other electronic means of communication which allows printed words to be seen, on successful connection of such services;
 - 3.1.1.5 by any assistive technology (including but not limited to screen readers, Braille and enlarged documents) which allows Members with visual impairments to receive communications, two working days after delivery except where the Secretary has been advised by a Member with disabilities that extra time is required;
- 3.1.2** Any notice to be given by the Secretary to any Member shall be given and shall be deemed to have been received:
- 3.1.2.1 by personal delivery, on the making of such delivery;
 - 3.1.2.2 by prepaid mail addressed to such Member at the Member's last known address in the United Kingdom five working days after the date of posting;
 - 3.1.2.3 by electronic mail, on successful verified transmission but to be valid any notice sent by email must be delivered to the last known email address of the Member.
 - 3.1.2.4 by such electronic means as set out in sections 3.1.1.4 and 3.1.1.5 above;
- 3.2** Members shall ensure that the Secretary is promptly informed in writing of any change of either email or postal address.

4. Meetings

4.1 Frequency of meetings and period of notice

- 4.1.1** The Annual General Meeting of the Council shall be held in each year at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Board shall determine. At least 21 clear calendar days' notice shall be given in writing by the Secretary to each Member. Other meetings of the Council (of which there shall be not less than one in each calendar year) shall be held at such times as may be determined by the Board.
- 4.1.2** The Board shall meet no less than 4 times per year. The Secretary shall, in accordance with section 3 above, give each Member entitled to receive it at his/her last known address, whether postal, physical or electronic, in the United Kingdom, not less than 14 clear calendar days' notice of the date, time and place of every meeting of the Board and not less than 7 clear calendar days' notice of the business to be transacted at such meetings.
- 4.1.3** The Forum (see bylaw 6) shall meet no less than 3 times per year. The Secretary shall, in accordance with section 3, give each Member entitled to receive it at his/her last known address, whether postal, physical or electronic, in the United Kingdom, not less than 14 clear calendar days' notice of the date, time and place of every meeting of the Forum and not less than 7 clear calendar days' notice of the business to be transacted at such meeting.

4.2 Form of meetings

- 4.2.1 The Annual General Meeting of the Council, any Special Meetings, and at least one other meeting each calendar year must take place in a physical location.
- 4.2.2 The business shall include, when due, the installation of the Chair Elect, Secretary and Treasurer, the appointment of auditors or examiners, the consideration of an annual report of the work done by or under the auspices of the Council, consideration of the audited or examined accounts, and consideration of any proposals from Members. Where a Member wishes to raise an issue at the meeting, notice of that agenda item shall be given in writing to the Secretary no less than 10 clear calendar days before the meeting. Each Member shall have one vote.
- 4.2.3 Meetings of the Board may be held in a physical location or by any form of real-time electronic medium, or a combination of the two provided all participants agree on the method to be used and that people with disabilities are served at least as well as other participants in the meeting.
- 4.2.4 Meetings of the Forum (see bylaw 6) may be held in a physical location or by any form of real-time electronic medium, or by a combination of the two provided at least two thirds of those eligible to attend agree on the method to be used and that people with disabilities are served at least as well as other participants in the meeting.
- 4.2.4.1 At meetings of the Forum the **quorum** is a minimum of ten members of which at least three must be Trustees, two directly elected Members and four Standing List Organisation Representatives.
- 4.2.4.2 At its meetings the Forum may transact any business that is within the scope of its terms of reference and that it is not specifically prohibited by the terms of reference from undertaking.
- 4.2.5 Sub-committees other than the Forum may meet at a frequency and means appropriate to the individual sub-committee. Sub committees may vary greatly in size, even from meeting to meeting. It is for the chair of each meeting to determine whether their meeting has validity, and therefore whether its proposed actions will have authority.

4.3 Electronic meeting methods

- 4.3.1 Electronic meeting methods have many advantages over physically meeting in one location including environmental and time-saving;
- 4.3.2 Electronic meeting systems can be of any form including those where the participants may not be able to see or hear each other speak, but rely on near-real-time written communications and, where necessary, screen readers;
- 4.4.3 In all cases, electronic forms of communication must serve people with disabilities at least as well as other participants in the meeting.

4.4 Proceedings

- 4.4.1 The proceedings of the Council shall not be invalidated by the failure to appoint or any defect in the appointment, election or qualification of any Member.
- 4.4.2 The Chair of each meeting is responsible for ensuring that relevant minutes of their meetings are created, kept and a copy sent to the Secretary. Minutes should be written contemporaneously with the meeting and in Microsoft Word. The minutes must record:
- a) date and times
 - b) format of the meeting (physical, electronic (which platform) and so on
 - c) persons present, apologies
 - d) action points, resolutions, approvals/non -approvals
 - e) a short summary of the proceedings, enough to ensure that the points at section 4.4.2 a) to d) are understandable.

5. Board

5.1 Board Composition

The Board shall comprise five Trustees as described in Clause 6.1 of the constitution

5.2 Terms of office

5.2.1 The Terms of office of the Trustees shall be as described in Clause 6.2 of the constitution.

5.2.2 In the event of the death, suspension, dismissal or resignation of the Chair, the Chair-Elect shall succeed to the post of Chair and shall serve for the unexpired portion of the term of the Chair. If the unexpired portion of the term is more than one year, the Chair-Elect shall serve the unexpired portion only. If the unexpired portion of the term is one year or less, the Chair-Elect shall serve the unexpired portion and shall then succeed to a full term as Chair.

5.2.3 In the event of the death, resignation, suspension or dismissal or succession to Chair under 5.2.2 of the Chair-Elect, the Board shall call an early election for a replacement Chair-Elect. The replacement Chair-Elect so elected will succeed to the position of Chair when the Chair succeeds to the position of Past Chair or when the position becomes vacant in accordance with section 5.2.2

5.2.4 In the event of the death, suspension, dismissal or resignation of the Past Chair, the vacancy shall not be filled and the Board shall designate one or more other members of the Board to assume any responsibilities assigned to the Past Chair.

5.2.5 The Treasurer and Secretary shall each serve a term of office not exceeding three years. Such Trustee may then stand for election for a second consecutive term of office to either office, but then shall not be eligible to stand for election to either office until the AGM in the year following the end of their two terms of office.

5.2.6 Notwithstanding section 5.2.5 any Secretary or Treasurer may stand for election as Chair-elect at any time during their term or terms of office and should they be successful they shall be entitled to serve for the full terms as described in Bylaw section 5.2.1

5.2.7 In the event of the death, suspension, dismissal or resignation of a Secretary or Treasurer before the end of his/her term of office, the Board may appoint another Member to hold office for the remainder of the term for which the Trustee was eligible, or may call an election as it sees fit having regard for the remaining period of the term of office.

5.2.8 In the event of a Trustee being removed on the agreement of three Trustees, the right of appeal shall be heard by the remaining Trustee, whose decision shall be final.

5.3 Role of Board

5.3.1 The role of the Chair is to:

- a) chair meetings of the Board;
- b) support and supervise the provision of general management services;
- c) act as a figurehead for the Council (for example, representing it at functions, meetings or in the press);
- d) lead on the development of the Board, Forum and the Council as a whole and ensure and that necessary actions are taken; and
- e) take urgent action (but not decision making unless authorised) between board meetings when it isn't possible or practical to hold a meeting.

5.3.2 The role of the Chair Elect is to:

- a) chair meetings of the Board in the absence of the Chair;
- b) act alongside the Chair and Past Chair as a figurehead for the Council (for example, representing it at functions, meetings or in the press); and
- c) lead on elements of the development of the Board, forum and the Council as a whole as agreed with the Chair and Past Chair and ensure that necessary actions are taken.

5.3.3. the role of the Past Chair is to:

- a) act alongside the Chair and Chair Elect as a figurehead for the Council (for example, representing it at functions, meetings or in the press);
- b) lead on elements of the development of the Board, Forum and the Council as a whole as agreed with the Chair and Chair Elect and ensure that necessary actions are taken; and
- c) provide continuity with the Chair and Chair Elect in the direction of development of the Council.

5.3.4. the role of the Treasurer is to:

- a) oversee the financial viability of the Council over the long term.
- b) oversee the financial systems of the Council ensuring that they are rigorous, with open and effective control systems.
- c) report on the quarterly and annual finance position of the Council.

5.3.5 the role of the Secretary is to:

- a) oversee the membership application process, deciding whether any applications highlighted should be refused;
- b) ensure that accurate records of Board meetings and annual general meetings are maintained;
- c) ensure that all legal requirements are complied with.

5.4 **Duties and Responsibilities of Board**

5.4.5 The Board shall ensure that the Council has a clear vision, strategic objectives and plans to achieve them and Trustees shall work together to ensure that:

5.4.5.1 the Council has a clear vision, mission and plans which have been widely consulted and are commonly understood by Trustees and Members;

5.4.5.2 there are short and medium term plans and activities to support the achievement of the vision and objectives;

5.4.5.3 the activities of the Board support the achievement of the vision and objectives;

5.4.5.4 there are effective mechanisms for reviewing the vision and strategic objectives.

5.4.6 The Board shall ensure the Council performs according to its strategic objectives to:

5.4.6.1 agree appropriate measures of performance and reporting mechanisms;

5.4.6.2 support the Chair in the leadership and management of the Council;

5.4.6.3 articulate the values of the Council;

5.4.6.4 actively participate in any sub-committees which work towards furthering the Council's achievement of its vision and objectives.

5.4.7 The Board shall:

5.4.7.1 be aware of, and ensure that the Council complies with, all legal regulatory and statutory requirements;

5.4.7.2 maintain familiarity with the Council's constitution and to review it regularly;

5.4.7.3 ensure that responsibilities delegated to the Trustees and any administrative support are explicit and understood and that requests and instructions are held to be from the Board as a whole;

5.4.7.4 act reasonably, prudently and collectively in all matters relating to the Council and to always act in the interests of the Council;

5.4.7.5 be accountable for the financial viability of the Council over the long term;

- 5.4.7.6 ensure that the financial systems of the Council are rigorous, with open and effective control systems.
- 5.4.8 The Board shall ensure that the Council governance complies with best practice and sets an example for others to:
 - 5.4.8.1 ensure that the Council has a governance structure that is appropriate to its size/complexity, stage of development and charitable objects and that enables trustees to fulfil their obligations;
 - 5.4.8.2 ensure that the governance of the Council reflects best practice, not minimum requirements, and sets an example for other voluntary and community organisations and charities;
 - 5.4.8.3 reflect annually on the Board's performance and each Trustee's own performance;
 - 5.4.8.4 ensure that the Board has the skills to govern well and has access to relevant professional expertise and advice;
 - 5.4.8.5 ensure that there is an open, systematic and fair procedure for the appointment or co-option of trustees;
 - 5.4.8.6 ensure that there are succession plans for the Chair and other Trustees;
 - 5.4.8.7 ensure that major decisions and Board policies are made by the Trustees acting collectively.

5.5 Elections and ballots to the Board

- 5.5.1 Election to the position of Chair-Elect will normally take place every two years, with the winner of the election holding office for six years in the roles of Chair-Elect, Chair and Past Chair. The person elected shall be on the basis of their personal attributes and not their organisational affiliation.
- 5.5.2 Election to the positions of Treasurer and Secretary will normally take place every three years, with the winners of the election holding office for three years. The persons elected shall be on the basis of their personal attributes and not their organisational affiliation.
- 5.5.3 Nominations shall be sought from all Members 70 calendar days prior to the Annual General Meeting. Individuals will put themselves forward with the support of one nominating Member and one seconding Member.
- 5.5.4 Nominations for the vacancies on the Board must be received 42 calendar days prior to the Annual General Meeting.
- 5.5.5 Where there is more than one nomination for a vacant position, the Secretary shall open an electronic ballot, the closing day of which shall be 21 calendar days prior to the meeting or event at which the Trustees are to be installed. Each Member shall have one vote. The organisational vote coming from the person named in section 2.5.1
- 5.5.6 For each vacancy being contested the person with the most valid votes shall be elected.

6 The Forum – purpose and scope

6.1 Board to appoint

The Board must establish a sub-committee called the Forum or such other name as the Board shall agree upon.

6.2 Terms of reference

- 6.2.1 The purpose of the Forum shall be to execute the power of the Council to act as a medium for bringing together in a working relationship organisations and individuals involved in music education and training, thereby creating a common meeting ground and opportunities for the exchange of information and the promotion of joint ventures.

- 6.2.2 The Board retains the right to terminate any or all activities of the Forum if in its judgment such activities may be outside the scope of the Council's charitable objects or may lead to the Council being brought into disrepute
- 6.2.3 The Forum is prohibited from exercising administration, management or control of the affairs and property of the Council.

6.3 The Forum – membership

6.3.1 Cohorts

The Forum shall comprise the following membership:

- a) The five Trustees
- b) Six Members directly elected as provided in clause section 6.4
- c) The 12 members of the Standing List, as provided in clause section 6.7

6.4 Directly Elected Forum Members

6.4.1 Subject to the provisions of clauses 6.5 [Elections and ballots], Directly Elected Forum Members shall be elected as follows:

- a) Each year one third of such Members being those longest in office since their last election, must retire from the Forum, but are eligible to re-stand for election.
- b) If one-third of such Members is not a whole number, then the nearest whole number to one-third must retire. As between such Members who have served equally long, those to retire must be chosen by mutual agreement, or failing that by the drawing of lots.
- c) The same number of such Members as are retiring shall be elected from among the Members to serve a term of office not exceeding three years.
- d) In the event of such a Member retiring before the end of his/her term of office, the Board may appoint another Member to hold office for the remainder of the term for which the retired Member was eligible.
- e) Members who are Representatives of an Organisation listed on the Standing List may not stand for election to the Forum.

6.5 Elections and ballots for Directly Elected Forum Members

- 6.5.1 Election to the Forum for Directly Elected Forum Members will normally take place annually, with the winners of the election holding office for up to three years (unless section 6.4.1 b) applies). The person elected shall be on the basis of their personal attributes and not their organisational affiliation.
- 6.5.2 Nominations shall be sought from all Members 70 calendar days prior to the Annual General Meeting. Individuals will put themselves forward with the support of one nominating Member and one seconding member
- 6.5.3 Nominations for the vacancies on the Forum must be received 42 calendar days prior to the Annual General Meeting.
- 6.5.4 Where there is more than one nomination for a vacant position, the Secretary shall open an electronic ballot, the closing day of which shall be 21 clear calendar days prior to the meeting or event at which the Forum Members are to be installed. Each Member shall have one vote. The organisational vote coming from the person named in section 2.5.1
- 6.5.5 For each vacancy being contested the person with the most valid votes shall be elected.

6.6 Standing List membership

- 6.6.1 The Board must establish a list of Organisational Members to be called the Standing List. In drawing up this list it must:
- a) follow the criteria for inclusion described at section 6.7; and
 - b) obtain the informed views of Members.

- 6.6.2 The Standing List must be used to determine the membership of the Forum, as described in section 6.3. It may be used for other suitable and appropriate purposes at the discretion of the Board.
- 6.6.3 The Board must review the list of Organisations on the Standing List once every three years. Using the criteria at section 6.6.1 it must establish whether any changes should be made to the list to make the Standing List better meet the criteria listed in section 6.7.1.
- 6.6.4 The Board may not amend the list of organisations on the Standing List at any other time than as described in section 6.6.3 except that with the approval of two thirds of the remaining Forum Members, to co-opt an organisation to fill up a vacancy caused by the deletion from membership (for whatever cause) of an organisation on the Standing List, such co-option to be valid until the next review under section 6.6.3.

6.7 Standing List Criteria

- 6.7.1 To be eligible for inclusion on the Standing List a Member must:
- a) be an Organisational Member;
 - b) represent a constituency, through which it is informed about music education in practice;
 - c) have a strategic remit for actively shaping and improving music education policy;
 - d) exercise its strategic remit over at least one country of the UK; and
 - e) agree that its Representative will be a senior figure in the organisation.

6.8 Review of Standing List

- 6.8.1 Where the Board has reviewed the Standing List under clause 6.6.3 and as a result the Standing List number falls below 12 the Board shall invite new applications to the standing list from organisations that believe they fulfil the criteria at 6.7.1. In the event of their being more applications than the available vacancies the full membership shall vote on inclusion on the Standing List – the organisation(s) with the most votes will be appointed to the Standing List. In the event of fewer organisations submitting an application than are needed to fill the vacancies, the Board shall decide to accept or reject the applicants and to appoint other organisations which it feels meet the criteria.

6.9 Presence at Forum meetings

- 6.9.1 Where a Trustee could also represent with authority an organisation on the Standing List then there shall not be a second representative of that organisation at the Forum meetings. The Trustee present is expected to represent the organisation or to declare a conflict of interest in the event of an issue arising at the meeting where the Trustee is unable to act or speak in the interests of the Council without compromising their representation of the organisation.

6.10 Representatives of Standing List Organisations

- 6.10.1 Where an organisation puts itself forward for the Standing List it shall undertake that a senior person within the organisation who is able to speak with authority for the organisation will attend Forum meetings. That person can be replaced at the organisation's discretion, but continuity of representation is key to the success of the Forum.

7 Sub Committees

- 7.1.1 The Board shall from time to time establish sub-committees to consider topics and issues that arise or are seen as priority areas for action by the Council. Membership of these groups will come from within the council membership and meetings, discussions and activity will be at the discretion of the person named as the convenor of the group, in conjunction with the Board and Forum.

7.1.2 The need for each sub-committee will be reviewed by the Board on annual basis, taking advice from the Forum.

8. Amendment

Amendments to the Bylaws may be proposed by any Member and seconded by at least two further Members. Such proposals shall include the proposed revision and the reason for the revision. The proposal must be considered by the Trustees within 28 days. Unanimous agreement is required by the Trustees for a proposed amendment to be adopted. The Trustees' decision shall be final.

9. Definition of Terms

The definitions of terms set out in clause 1 of the Constitution, shall apply to the same such terms set out in the Bylaws.

As approved at a Special Meeting on the [27th day of March] 2017