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# Template governing document Non-charitable unincorporated association With a wider membership

## Notes on using this governing document

This governing document has been put together for a music group operating as a non-charitable not-for-profit organisation. We suggest you read our [guidance on unincorporated associations](#) before using this template document.

This governing document is for music groups that have the following characteristics:

### A membership that:

- pay to be part of the organisation and take part in the musical activities
- have a say in the running of the group – i.e. a vote at General Meetings

### A committee that:

- runs the group
- is elected from the membership, by the membership

### Finances that operate on the following basis:

- Not-for-profit – meaning any income goes back into the group and achieving its aims
- Does not distribute profits and assets to members (including when the group disbands)

Note: this does not mean you cannot pay a member a fee for providing a service.

The document can be used as it is – with your details added in at various points – or used as a template and adapted to suit your circumstances.

There are some notes included at the end of the document that provide further explanation for some of the clauses and we have some general notes for use below.

## Making changes to the template

**[Square brackets]:** parts in [square brackets] are areas where we anticipate you might want to make adjustments to suit your circumstances.

**Terminology:** there may be some instances where you prefer to use your own terminology – this is fine – the important thing to remember is to be consistent with any changes you make. Some examples of things you might want to change:

- We have used the word 'committee' to refer to the group of people that are in charge of running the group. If you use a different term (e.g. management team) then feel free add this in.
- We refer to Chair, Secretary and Treasurer – again you may use different terms for these roles.

**Including more detail:** it can be tempting to include specific detail about the day to day running of your group (e.g. the cost of membership, or rehearsal times). We recommend you avoid this:

- A governing document should be about the overriding principles and general framework of how your group operates – not the practical daily things that need to happen to keep it going.
- One of the main reasons for this is that to make any changes you need a member vote at a General Meeting. So if you say you rehearse on Tuesday then change to Wednesday – you would need to call a general meeting to make this change – which is clearly overly bureaucratic.
- Having these sorts of things written down is a good idea – but you can keep them in a separate document - which you can more easily change at committee meetings.

### **Full membership with Making Music**

You should be aware that making changes might mean your group is no longer eligible for Full membership with Making Music. The main clauses to be aware of are: Aims/Purpose, Finance and Dissolution – we have included more notes about this at the end of the document.

A [Word document version of the template](#) is available (without notes) to make it easier to create your own document with your group's details added in.

# Template governing document

## Non-charitable unincorporated association

### With a wider membership

#### 1. Name

The name of the organisation is .....  
referred to as 'the organisation' throughout this document.

#### 2. Aims/purpose ([see note 1](#))

The aims of the organisation are:

- i. To provide opportunities for people in the [XXXX] area to participate in [XXXX] music making.
- ii. To put on public concerts of [XXXX] music in the [XXXX] area
- iii. To raise money for local charities through our musical activities

#### 3. Membership ([see note 2 and 3](#))

1. Membership is open to individuals who: support the aims of the organisation, want to take part in its musical activities and meet the membership criteria.
2. The committee may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the organisation.
  - i. the committee must inform the applicant in writing of the reasons for the refusal within [21] days of the decision
  - ii. the committee must consider any appeal in writing the applicant may make about the decision
  - iii. the committee's decision following any written appeal must be notified to the applicant in writing but shall be final. In this clause and throughout this document 'in writing' and 'written' can include electronic methods of communication.
3. Membership is not transferable to anyone else.
4. The committee must keep a register of names and contact details for all active members.
5. Every member shall have one vote.

#### 4. Termination of membership ([see note 3](#))

1. Membership is terminated if:
  - i. the member dies
  - ii. the member resigns in writing
  - iii. any membership fees due are not paid with [three] months of being due
  - iv. the committee, acting reasonably and properly, deems termination of membership is in the best interest of the organisation. The committee can only do this if:
    - a) the member has been given at least [21] days' written notice of the committee meeting where the issue will be discussed and decided, including the reasons for the discussion
    - b) the member, or the member's representative (who does not have to be a member of the organisation), has been allowed to submit

- a written statement to the meeting
    - c) the decision to terminate the membership is communicated in writing within [seven] days of the meeting taking place
- 2. Any decision made by the committee to terminate a membership is final.

## 5. Committee [\(see note 4\)](#)

All aspects of running the organisation will be governed and managed by a committee of no less than three individuals and no more than [nine]. The organisation will have at least the following officers:

- i. Chair
- ii. Secretary
- iii. Treasurer

## 6. Appointment and election of committee members [\(see note 5\)](#)

The first committee will be the people decided upon at the meeting where this governing document is adopted. They shall be:

<b>Name</b>	<b>Length or term</b>
[Person A]	3 years]
[Person B]	3 years]
[Person C]	3 years]
[Person D]	2 years]
[Person E]	2 years]
[Person F]	2 years]
[Person G]	1 year]
[Person H]	1 year]
[Person I]	1 year]

1. A third of all committee members will be due for election at each Annual General Meeting (AGM).
  - i. if the total number of committee members divided by three does not give a whole number, the number of committee members due for election will be the nearest whole number
2. Any member of the organisation willing to serve can put themselves forward for election.
3. Each of the initial committee members can serve a maximum of [two] consecutive [three] year terms after their initial term.
4. Any committee member not included in the initial members can serve a maximum of [two] consecutive [three] year terms.
5. A member can stand for re-election after a gap of [one] year following the completion of their maximum consecutive terms.
6. Co-option: if a committee member resigns or leaves their role, the committee may co-opt a new committee member into that role. If the co-opted member wishes to continue in the role they must stand for election at the next AGM.

## **7. Removal of committee members [\(see note 3\)](#)**

1. Committee members can be removed if:
  - i. they cease to be a member of the organisation
  - ii. they resign in writing
    - a. if the resignation means there will be less than three committee members the remaining committee members may only act to co-opt a third committee member
  - iii. they are absent without permission from [all] committee meetings held within a [12] month period
  - iv. a two-thirds majority of the committee, acting reasonably and properly, feel it is in the best interests of the organisation. The committee can only do this if:
    - a) the committee member has been given at least [21] days' written notice of the committee meeting where the issue will be discussed and decided, including the reasons for the discussion
    - b) the committee member, or the committee member's representative (who does not have to be a member of the organisation), has been allowed to submit a written statement to the meeting
    - c) the decision to remove the committee member is communicated in writing within [seven] days of the meeting taking place
2. Any decision made by the committee is final

## **8. Payments to committee members [\(see note 6\)](#)**

1. Where it is in the best interests of the organisation, committee members can be paid for providing goods and professional services to the organisation.
2. Any payment made will be no higher than the standard market rate.
3. Where a payment for goods and services is made to a committee member, that committee member must adhere to the conflict of interest and loyalty clause in this document.
4. No committee member will be paid for their role as a committee member of the organisation.

## **9. Conflicts of interests and conflicts of loyalties [\(see note 6\)](#)**

1. Committee members must declare any conflict between their personal interests and the best interests of the organisation. Conflicts can include but are not limited to:
  - i. payments to a committee member to provide goods or services
  - ii. payments to a relative of a committee member to provide goods or services
  - iii. payments to business interests of a committee member to provide goods or services
2. Where a conflict of interest has been declared the committee member will take no part in the organisation's decision making process relating to the conflict of interest.

## **10. Powers and Responsibilities**

1. The committee has ultimate legal responsibility for the organisation.
2. The committee can act in any lawful way to fulfill the aims of the organisation.

## **11. Meetings and proceedings of the committee [\(see note 7\)](#)**

1. The committee will meet at least [three] times a year.
2. Any committee member can request the Chair call a meeting outside of the minimum [three] per year. If requested to do so the Chair must call a meeting within [30] days of the request.
3. Three committee members or a third of all committee members (whichever is the greater) will be quorum for committee meetings.
4. No decision may be made by a meeting of the committee members unless a quorum is present.
5. Decisions shall be made by a majority vote of those present at the meeting.
6. Minutes of all committee meetings will be kept and shared with the committee after the meeting.
7. Members may be invited to attend committee meetings and make suggestions for the group.
8. The committee may make collective decisions by email outside of committee meetings. Any such decisions should be reported and minuted at the next committee meeting.
9. The [Music Director] will not be a committee member but can attend committee meetings in an advisory capacity, where the committee decides it is appropriate and relevant. The [Music Director] will not have a vote or any decision making powers.  
**Or**
9. Where the [Music Director] is also a committee member they will not be able to attend or vote on any decisions relating to their role. This includes but is not limited to; performance in their role, contract negotiations and payment.

## **12. Rules**

1. The committee can establish rules and procedures outside of this document to assist with the day to day running of the organisation.
2. Nothing in any rules or procedures will contradict anything in this document.

## **13. Finance [\(see note 8\)](#)**

1. The financial year shall end on [.....]
2. A bank account shall be opened in the name of the organisation, all payments will be authorised by any [two] committee members.
3. The organisation is a not-for-profit organisation and any income and property of the organisation will be applied solely towards promoting the aims of the organisation as set out in this document.
4. The distribution of profits and assets among its members is expressly prohibited.
5. Payment of legitimate expenses is allowed.

#### **14. Annual General Meeting (AGM)**

1. The first AGM will be called within 12 months of this governing document taking effect.
2. All subsequent AGMs will be within 15 months of the previous AGM.
3. Members will receive at least [21] days written notice of the AGM.
4. Written notice will include notification of; items to be discussed, which committee roles are due for election, if existing committee members are standing for re-election and an invitation for members to put themselves forward for election.
5. Members will receive final notice of candidates for elections before the AGM takes place.
6. The committee will present a report on the year's activities and the latest set of finalised accounts at each AGM.

#### **15. Special General meeting (SGM)**

1. The committee can call a Special General Meeting at any time but must give at least [21] days written notice to members.
2. The members can request an SGM by fulfilling the following conditions:
  - i. where there are more than 30 members at least 10 or one tenth of all members (whichever is the greater) request an SGM in writing to the Chair
  - ii. where there are less than 30 members at least five members request an SGM in writing to the Chair
  - iii. all requests by members must include the reason for the request and business to be discussed
3. If the above conditions are met the committee must:
  - i. call an SGM in writing within [21] days of the request and provide at least [21] days' notice of the SGM
  - ii. if the committee does not meet the request and hold an SGM the members may call and hold an SGM themselves. In this instance the members must follow the conditions in this clause
4. All SGM notices must include items to be discussed.

#### **16. Procedure at AGMs and SGMs**

1. An AGM and SGM cannot take place unless a quorum is present. A quorum is:
  - a. three members entitled to vote or one tenth of the total membership at the time, whichever is the greater
2. If a quorum is not present the AGM/SGM will not go ahead and another meeting will be arranged within [15] days. Any number of members present at this meeting will be a quorum.
3. Decisions will be taken by a majority vote of those members present except in the case of amendments to this governing document in which case a two thirds majority is required.

## **17. Accounts**

1. The financial accounts will be prepared after each financial year by the treasurer and examined and scrutinised by a person who is independent of the committee.
2. The accounts will be submitted to the members at the AGM.

## **18. Alterations to the governing document**

The governing document may be amended by a two-thirds majority of the voting members present at a General Meeting.

## **19. Dissolution ([note 9](#))**

In the event of the organisation being wound up, any assets remaining after the payment of debts and liabilities will be donated to a not-for-profit organisation with similar musical objectives to the organisation. This will be decided by a vote of remaining members. No remaining assets will be distributed among members.

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You can download a [Word document version of the template](#) (without notes) to make it easier to create your own document with your group's details added in.

## **Note 1**

### **Clause 2. Aims/purpose**

Our sample aims are deliberately broad. You can change and add to them if you want but we recommend keeping them fairly generic as it gives you flexibility in what you actually do to fulfill the aims and purposes.

It might be a good idea to write down what you actually do to achieve your aims - a sort of mini business plan – but this is best done outside of your constitution so it can be an evolving document.

We have included some square brackets to add in a specific music genre (e.g. vocal, reggae, orchestral etc.) and your local area if you want - but you could leave it as broad as simply saying to provide opportunities to participate in music making.

Full membership with Making Music: part of the criteria for Full membership is that your aims relate to music.

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## **Note 2**

### **Clause 3. Membership**

**Sub clause 1:** ‘membership criteria’ – this can include a range of different criteria that you choose to apply to your membership. These might be:

- Musical criteria – such as playing to grade 7 or singing in tune
- Fees – payment of membership fees
- Attendance – having attended two trial rehearsals, for example

Rather than include detailed information on the criteria in the constitution it is better to expand on these in a separate document. This might include different membership types, fees, discounts and concession rates. Having these separate means the committee has control over making changes without requiring a General meeting and member vote to approve changes. The membership criteria should be made clear to potential new members.

**Honorary membership:** you might want to include an honorary membership option in your criteria. This can be useful if someone is willing to sit on the committee and help run the group without actually wanting to take part in your music making activities. The constitution requires that committee members are members of the group so an honorary membership means you can give a free membership to someone so they can then be on the committee.

**Sub clause 4:** We recommend keeping records of members’ details as good governance practice. You should ensure any details are kept in line with Data Protection laws.

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### **Note 3**

**Clause 3. Membership (sub clause 2 refusal of membership applications)**

**Clause 4. Termination of membership (sub clause 1,iv,a)**

**Clause 7. Remove of committee members (sub clause 1, iv)**

When dealing with membership applications and terminations or removing committee members, the committee should be acting in the best interests of the group. In practice this can mean many different things but the best interests of the group should always be the central focus.

In “acting reasonably and properly” trustees must comply with the discrimination guidance in the Equality Act 2010, ensuring they do not discriminate against individuals in the membership application or termination process.

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### **Note 4**

**Clause 5. Committee**

There are lots of different ways to set-up how your committee is elected. The key thing is that it allows your committee to be stable, encourages succession planning (allowing new people and fresh ideas to be heard) and builds in some flexibility.

- We have set the maximum number of committee members as nine as we think any more can be difficult to manage and inefficient – sometimes too many voices can make it hard to get things done.
  - You can change this figure up or down – but be aware that lowering it will cause extra admin if you ever want to increase it – 9 is a maximum not a requirement (you do not have to have nine to start with either).
  - Another option is to not set a limit. This gives you most flexibility – but if you do this it is sensible to set an internal limit to help you manage the committee.
- The minimum is set at three – we don’t recommend you lower this as having less than three people can a) be a lot of work and b) make informed, consensus decision making difficult – just as too many voices can be inefficient, too few can be ineffective and can lead to a crisis if someone leaves for unforeseen reasons.

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### **Note 5**

**Clause 6. Appointment and election of trustees**

If you do not have nine committee members when you start your group you can reduce the number of committee members listed in clause 6. If you do this we recommend you keep the varied length of initial terms. If the total number of initial trustees is not divisible by three then choose how to vary the length of terms. Example: five initial trustees:

- Two have an initial three year term

- Two have an initial two year term
- One has an initial one year term

Staggering the length on the initial terms has two main benefits:

- There will always be experienced people on the committee and you won't end up in a position where all the people who know how to run the group disappear at the same time.
- From the very start and for every following year you will have the chance to bring new people onto the committee and have fresh faces and new ideas. Of course you might not want to have this every year and existing committee members may be re-elected – which is fine – but at least this way you have the chance to get new people on board.

**Sub clauses 3 and 4** - limit on the length and number of terms an individual can serve:

- You could change these if you want - but we do recommend having a limit of some sort in place.
  - It means people can't outstay their welcome on the committee and means you have to think about succession planning and having new people/ideas.
  - Allowing people to be re-elected after a gap of one year gives you a bit of flexibility and allows for occasion when it is in the best interest of your group for a really valuable person to be involved again.

**Sub clause 6:** Co-option – sometimes people have to step down and this clause makes it easy to get a new person in place quickly without having to call an SGM.

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## **Note 6**

### **Clause 8. Payments to committee members**

### **Clause 9. Conflicts of interests and conflicts of loyalties**

The governing document does allow for your group to make payments to committee members for providing goods or services to the group. There is no inherent problem with this – but it does present a conflict between the best interests of the group and the individual being paid. The important thing is that you identify, declare and manage these conflicts – as per clause 6 and 7.

The governing document does not allow committee members to be paid for their role as a committee member.

We would also like to highlight the difference, and some things to be aware of, between paying committee members for musical and non-musical services.

**Non-musical** – an example of this might be a committee member who owns a printing firm and is paid to print flyers and posters. This should be a fairly simple conflict to manage.

**Musical** – the most obvious example of this is the having a paid Music Director (MD) who is also a committee member. We think it is best to avoid this where possible

- Experience has taught us that it is one of the more common problem areas for groups that can lead to difficult and sometimes divisive situations.
- Aside from the conflict of interest in having a paid MD on the committee, it also blurs the lines and causes problems around who is in charge and how the group is run. It can often be useful to separate the administrative and musical side of things.
- Whilst the conflict can be managed, by far the best way to deal with it is to avoid it in the first place. You are giving up your own time to run a music group - it should be as enjoyable and as stress-free as possible. The more straightforward it is to run, the better for everyone concerned - and the more you can focus on making music.

### **So – what do we recommend?**

We think the best situation is that the MD is employed on a freelance basis and is not a member of the committee. They can be invited to committee meetings in an advisory capacity but cannot vote at committee meetings or be present when their role/contract is being discussed (or indeed at any other meetings/agenda items the committee sees fit).

This approach keeps it simple, avoids any conflict of interest and draws clear lines of power and responsibility, but also allows the MD to contribute their knowledge and experience – which can only be good for the group.

Note: if you do go for this option we recommend you have a [proper contract](#) in place between the group and the MD setting out the terms and conditions.

### **We are not always right**

Having said all that we do realise that all groups are different and sometimes it will be in the best interests of the group to have a paid MD on the committee. And the template governing document does allow for this – you just have to be aware of, and manage, the conflict of interest.

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### **Note 7**

#### **Clause 11. Meetings and proceedings of the committee**

Sub clause 9 – select the relevant option for your group here – or delete both options if you prefer. See also note 6

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### **Note 8**

#### **Clause 13. Finance**

This clause is important for establishing you as not-for-profit organisation and being eligible for Full membership with Making Music.

Sub clause 1 - add your financial year end date in here.

Sub clause 2 - it is good financial practice to have two people authorise each payment – note that this does not necessarily mean two signatories on each cheque or online payment – it could just mean authorising a payment via email.

Sub clause 3 and 4 – these establish you as not-for-profit and we do not recommend you change them.

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## **Note 9**

### **Clause 19. Dissolution**

This clause is important for establishing you as not-for-profit organisation and being eligible for Full membership with Making Music.

- The important part is that remaining assets are not distributed among members – we recommend you do not change this.
- We have stated that remaining assets will be donated to a not-for-profit organisation with similar aims (i.e. musical) to the organisation. This is not a requirement and you can decide to give them to an organisation with different aims to you if you wish (e.g. a children's charity).
- We recommend that you do not specify the particular organisation but leave it open as a decision to be made at the time.

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