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**Template governing document**

**Non-charitable unincorporated association**

**With a wider membership**

**Before using this template document please read:**

* Our guidance on [structures for music groups](https://www.makingmusic.org.uk/resource/do-you-need-governing-document-your-group)
* Our detailed guidance on [unincorporated associations](https://www.makingmusic.org.uk/resource/what-unincorporated-association)
* The [PDF version](https://www.makingmusic.org.uk/sites/makingmusic.org.uk/files/Documents/Resources/GoverningDocs/Model%20Governing%20document_uninc%20assoc.%20-%20with%20wider%20membership_including%20notes.pdf) that comes guidance notes on how to use the template

### 1. Name

The name of the organisation is ……………......................................................................

referred to as ‘the organisation’ throughout this document.

**2. Aims/purpose**

The aimsof the organisation are:

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

### 3. Membership

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.
	1. the committee must inform the applicant in writing of the reasons for the refusal within [21] days of the decision
	2. the committee must consider any appeal in writing the applicant may make about the decision
	3. 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

1. Membership is terminated if:
2. the member dies
3. the member resigns in writing
4. any membership fees due are not paid with [three] months of being due
5. 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:
6. 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
7. 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
8. the decision to terminate the membership is communicated in writing within [seven] days of the meeting taking place
9. Any decision made by the committee to terminate a membership is final.

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### 5. Committee

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:

1. Chair
2. Secretary
3. Treasurer

**6.** **Appointment and election of committee members**

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

**Name Length or term**

[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).
	1. 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

1. Committee members can be removed if:
2. they cease to be a member of the organisation
3. they resign in writing
	1. 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
4. they are absent without permission from [all] committee meetings held within a [12] month period
5. 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:
6. 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
7. 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
8. the decision to remove the committee member is communicated in writing within [seven] days of the meeting taking place
9. Any decision made by the committee is final

**8.** **Payments to committee members**

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**

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:
2. payments to a committee member to provide goods or services
3. payments to a relative of a committee member to provide goods or services
4. payments to business interests of a committee member to provide goods or services
5. 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.

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### 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

### The committee will meet at least [three] times a year.

### 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.

### Three committee members or a third of all committee members (whichever is the greater) will be quorum for committee meetings.

### No decision may be made by a meeting of the committee members unless a quorum is present.

### Decisions shall be made by a majority vote of those present at the meeting.

### Minutes of all committee meetings will be kept and shared with the committee after the meeting.

### Members may be invited to attend committee meetings and make suggestions for the group.

### 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.

### 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

### 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

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.

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### 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:
	1. 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
	2. where there are less than 30 members at least five members request an SGM in writing to the Chair
	3. 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:
	1. call an SGM in writing within [21] days of the request and provide at least [21] days’ notice of the SGM
	2. 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:
	1. 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.

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### 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

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.

*We hope you find this Making Music resource useful. If you have any comments or suggestions about the guidance please*[*contact us*](https://www.makingmusic.org.uk/about-us/contact-us)*. Whilst every effort is made to ensure that the content of this guidance is accurate and up to date, Making Music do not warrant, nor accept any liability or responsibility for the completeness or accuracy of the content, or for any loss which may arise from reliance on the information contained in it*

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