

# MERYC-ENGLAND Constitution

**Date of Constitution (last amended):** 30th September 2016

## **1 NAME**

The name of the Charitable Incorporated Organisation (CIO) will be MERYC-England (Music Educators and Researchers of Young Children – England branch)

## **2 NATIONAL LOCATION PRINCIPAL OFFICE**

Centre for Research in Early Childhood (CREC),  
St Thomas Children's Centre,  
Bell Barn Road,  
Attwood Green, Birmingham, West Midlands, B15 2AF  
Telephone: +44(0)121 464 0020

## **2 OBJECTS**

The objects of the CIO are to advance the musical education of children aged 0 to 5 years in England in particular by:

- i. promoting the integration of research, theory and practice by organising and funding meetings for that purpose;
- ii. attempting to increase the quantity and quality of research that will inform early childhood musical experience by supporting research initiatives of all kinds;
- iii. attempting to raise the quality of practice in early childhood music by encouraging evidence-based practice, critical reflection and the adoption of principles of social justice;
- iv. keeping under review policies that affect early childhood musical experience and education;
- v. providing support and advice to other organisations and schemes whose aims and activities are concordant with the aims and principles of MERYC-England;
- vi. acting as a representative body to the European Network of Music Educators and Researchers of Young Children (EUNET-MERYC) and to the International Society of Music Education (ISME) Early Childhood Commission (ECM);
- vii. engaging in any additional activities that further the aims of the organisation as approved by the committee.

### 3 POWERS

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular the CIO has power to:

- I. obtain, collect and receive money or funds by way of contributions, donations, grants and any other lawful method towards the aims of MERYC-England.
- II. oversee the finances of the CIO and ensure all funds and assets are only and correctly used to further the aims of MERYC-England;
- III. decide the appointment of any salaried officers of the CIO and manage their remuneration in compliance with the Charities Act 2011. Such officers will not have voting rights if the issue to be decided represents a conflict of interest. The CIO may employ and remunerate a trustee only to the extent that it complies with the conditions of Clause 6 of the Charities Act 2011;
- IV. approve the payment to trustees of any reasonable expenses incurred when acting on behalf of the CIO;
- V. buy, take on lease or hire any property and equipment required to fulfil the activities of the CIO
- VI. sell, lease or otherwise dispose of any property and equipment belonging to the CIO in accordance with the Charities Act 2011;
- VII. appoint sub-committees or working parties to carry out specific tasks that are in accordance with the CIO's aims and approve their roles, terms of reference, responsibilities and powers.
- VIII. call any special meetings as required
- IX. do all such lawful things as will further the aims of the Group.

#### **Benefits and payments to charity trustees and connected persons**

(1) **General provisions** No charity trustee or connected person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO;
- (d) receive any other financial benefit from the CIO; unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

. (2) **Scope and powers permitting trustees' or connected persons' benefits**

- (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
- (d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

. (3) **Payment for supply of goods only – controls**

The CIO and its charity trustees may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
- (b) The amount or maximum amount of the payment for the goods does not

exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

- . (a) “the CIO” includes any company in which the CIO:
  - . (i) holds more than 50% of the shares; or
  - . (ii) controls more than 50% of the voting rights attached to the shares; or
  - . (iii) has the right to appoint one or more directors to the board of the company;
- . (b) “connected person” includes any person within the definition set out in clause [30] (Interpretation) of the Model Constitution for a CIO available on the Charity Commission website;

#### **4 CONFLICTS OF INTEREST**

A trustee must declare a conflict of interest or loyalty and absent him- or herself from discussion and voting.

#### **5 LIABILITY**

If the CIO is wound up, the trustees have no personal responsibility in settling any debts or liabilities.

## **6 CHARITY TRUSTEES**

### **1 Duties of the charity trustees**

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and,
  - (ii) if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### **2 Eligibility for trusteeship**

- a) Every trustee should be a named individual (and not a corporate body)
- b) Every trustee should possess knowledge and expertise that enables them to forward the aims of the CIO

### **3 The number of trustees**

- (a) There must be at least 3 charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.
- (b) The maximum number of charity trustees is 10. The charity trustees may not appoint any charity trustee if as a result the number of charity trustees would exceed the maximum.

#### **4 The first charity trustees**

The first charity trustees are as follows, and are appointed for the following terms –

Dr Jessica Pitt (for 4 years)

Dr Alison Street (for 4 years)

Dr Susan Young (for 2 years)

Linda Bance (for 4 years)

Prof Christine Pascal (for 3 years)

Michel Hogenes (for 2 years)

#### **5 Appointment of charity trustees**

- . (1) Apart from the first charity trustees, every trustee must be appointed [for a term of three] years by a resolution passed at a properly convened meeting of the charity trustees.
- . (2) In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

#### **6 Information for new charity trustees**

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- I. A copy of this constitution
- II. a copy of the CIO's latest Trustees' Annual Report and statement of accounts.

#### **7 Retirement and removal of charity trustees**

- . (1) A charity trustee ceases to hold of office if he or she:
  - (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in of office when the notice of resignation takes effect to form a quorum for meetings);
  - (b) is absent without the permission of the charity trustees from all their meetings held within a period of one year.

(c) in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

(d) is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

. (2) Any person retiring as a charity trustee is eligible for reappointment.

(3) A charity trustee who has served for 3 consecutive terms may not be reappointed for a 4<sup>th</sup> consecutive term (but may be reappointed after the interval of one year).

## **7 DECISION-MAKING BY CHARITY TRUSTEES**

Any decision may be taken either:

- I. at a meeting of the charity trustees; or
- II. by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signed their agreement.

## **8 DELEGATION BY CHARITY TRUSTEES**

1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

(2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

- . (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- . (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and

- . (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

## 9 MEETINGS OF CHARITY TRUSTEES

### . (1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

### . (2) Chairing of meetings

- . The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

### (3) Procedure at meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

### (4) Participation in meetings by electronic means

- . (a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- . (b) Any charity trustee participating at a meeting by suitable electronic



means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

- . (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **10 MEMBERSHIP OF THE CIO**

- . (1) The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.
- . (2) Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.

### **Informal or associate (non-voting) membership**

- . (1) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- . (2) Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.]

## **11 DECISIONS WHICH MUST BE MADE BY MEMBERS OF THE CIO**

(1) Any decision to:

- . (a) amend the constitution of the CIO;
- . (b) amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
- . (c) wind up or dissolve the CIO (including transferring its business to any other charity)

must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).

- . (2) Decisions of the members may be made either:
  - (a) by resolution at a general meeting; or
  - (b) by resolution in writing, in accordance with sub-clause (4) of this clause.
  
- . (3) Any decision specified in sub-clause (1) of this clause must be made in accordance with the provisions of clause [28] (amendment of constitution), clause [29] (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.
  
- . (4) Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:
  - (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
  - (b) the required majority of members has signed its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

The resolution in writing may comprise several copies to which one or more members has signed their agreement. Eligibility to vote on the resolution is limited to members who are members of the CIO.

## **12 GENERAL MEETINGS OF MEMBERS**

### **(1) Calling of general meetings of members**

The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in clause [18] (Decisions which must be

made by the members of the CIO).

(2) Notice of general meetings of members

(a) The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.

- . (b) Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.

(3) Procedure at general meetings of members

- . The provisions in clause 15 (2)-(4) governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

The CIO shall execute documents by signature. A document is validly executed by signature if it is signed by at least two of the charity trustees.

## **13 USE OF ELECTRONIC COMMUNICATIONS**

(1) General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- . (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- . (b) any requirements to provide information to the Commission in a particular form or manner.

## **14 KEEPING OF REGISTERS**

- . The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

## **15 MINUTES**

The charity trustees must keep minutes of all:

- (1) appointments of officers made by the charity trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the charity trustees and committees of charity trustees including:
  - I. the names of the trustees present at the meeting;
  - II. the decisions made at the meetings; and
  - III. where appropriate the reasons for the decisions;
- (4) decisions made by the charity trustees otherwise than in meetings.

## **16 ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE**

(1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

(2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

## **17 AMENDMENT OF CONSTITUTION**

As provided by sections 224-227 of the Charities Act 2011:

- 1) This constitution can only be amended:
  - . (a) by resolution agreed in writing by all members of the CIO; or
  - . (b) by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members).
- (2) Any alteration of clause 3 (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would

provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

## **18 VOLUNTARY WINDING UP OR DISSOLUTION**

(1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:

- . (a) at a general meeting of the members of the CIO called in accordance with clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
  - (i) by a resolution passed by a 75% majority of those voting, or
  - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- . (b) by a resolution agreed in writing by all members of the CIO.

(2) Subject to the payment of all the CIO's debts:

- . (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
- . (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
- . (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

(3) The CIO must observe the requirements of the Dissolution Regulations in

applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:


(a) the charity trustees must send with their application to the Commission:

- (i) a copy of the resolution passed by the members of the CIO;
- . (ii) a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
- . (iii) a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

(4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed

Signed by Chair..  Date...4<sup>th</sup> October 2016.

Signed by Secretary  Date 4<sup>th</sup> October 2016

Signed by Treasurer....  .....Date...4/10/2016.