

The Royal Scottish Country Dance Society

Adelaide and Districts Branch Incorporated

Constitution

Original November 1996

Altered February 2012

Altered November 2013

Objects and Rules

OBJECTS and PURPOSES

1. The name of the Incorporated Association is: “THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY ADELAIDE AND DISTRICTS BRANCH INCORPORATED” (hereinafter referred to as “the Branch”).
2. The Branch is a branch of The Royal Scottish Country Dance Society, Edinburgh, Scotland (hereinafter referred to as “the Society”).
3. The Objects of the Branch shall be:
 - (a) to preserve and further the practice of traditional Scottish Country Dancing.
 - (b) to provide, or assist in providing, education or instruction in the practice of Scottish Country Dancing.
 - (c) to promote the enjoyment and appreciation of Scottish Country Dancing and Music by any suitable means.
 - (d) to collect books, manuscripts, illustrations and other memorabilia relating to Scottish Country Dancing and to the Society.
 - (e) generally to do such other things as are or may be considered by the Branch to be incidental or conducive to the attainment of the Objects stated.
4. The income and property of the Branch shall be applied solely towards the promotion of the Objects of the Branch and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever by way of profit to members or relatives of members of the Branch provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Branch or to any member of the Branch for any service actually rendered to the Branch or reasonable and proper rental for premises let by any member to the Branch.
5. Every member, agent and any other officer for the time being of the Branch shall be indemnified out of the assets of the Branch against liability incurred by him or her defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the court in respect of any negligence default breach of duty or breach of trust.
6. If upon the winding up or dissolution of the Branch, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Branch but shall be distributed to another body or bodies having similar Objects or to such charitable body or bodies and which shall prohibit the distribution of income and property to members, such body or bodies to be determined by the members of the Branch at or before the time of dissolution, and in default thereof by the Supreme Court of South Australia and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

RULES

1. PRELIMINARY

- (a) The Branch shall be non-sectarian and non-political.
- (b) In these Rules unless the contrary intention appears:
 - i 'Committee' means the Committee of Management of the Branch.
 - ii 'Meeting' means a general meeting of members of the Branch convened in accordance with these Rules.
 - iii 'Member' means a member of the Branch.
 - iv the 'Act' means the Associations Incorporation Act, 1985, as amended.
 - v 'ex-officio' status infers full voting rights.

2. POWERS

The Branch shall have all the powers conferred by Section 25 of the Act.

3. MEMBERSHIP

- (a) Membership of The Royal Scottish Country Dance Society Adelaide and Districts Branch Incorporated shall be open to all persons interested in the Objects of the Branch.
- (b) Every person who is a member of the Branch must be a member of The Royal Scottish Country Dance Society, Edinburgh, Scotland.
- (c) The Honorary Secretary shall maintain a register of current members including postal and e-mail addresses as appropriate.
- (d) The registered rules shall bind the Branch and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.
- (e) The Committee shall have the power to refuse membership to any person who in their opinion should not be admitted to membership of the Branch.
- (f) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of conduct detrimental to the interests of the Branch.

4. SUBSCRIPTIONS

The rates of subscription for members shall be such as may be determined from time to time by the members at the Annual General Meeting of this Branch.

5. COMMITTEE OF MANAGEMENT

- (a) The affairs of the Branch shall be managed and controlled exclusively by a Committee of Management which in addition to any powers and authorities

conferred by these Rules may exercise all such powers and do all such things as are within the Objects of the Branch, and are not by the Act or by these Rules required to be done by the Branch in general meeting.

- (b) The Committee shall have the power to appoint such officers or sub-Committees as are required to carry out the Objects of the Branch, including a Vice-President, and a Public Officer as required by the Act, and may discuss or delegate any of its powers to such officers.
- (c) The Committee shall comprise:
 - Honorary President
 - Honorary Secretary
 - Honorary Treasurerat least four and no more than six Ordinary Members who shall be appointed at the Annual General Meeting of the Branch for a period of one year only and
 - ex-officio the chairperson of the Teachers' Panel or his/her appointed delegate.
- (d) Members appointed to the Committee may serve a maximum term of five (5) years consecutively followed by a minimum of one (1) year's retirement before standing again for election.
- (e) The Committee may appoint a natural person to fill a casual vacancy and such a committee member shall hold office until the next Annual General Meeting of the Branch.
- (f) Any person seeking appointment to the Committee must be a financial member of the Branch and shall be nominated on an appropriate form, such form to be signed by the proposer and seconder, and signed by the nominee to signify a willingness to stand for election.

6. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of committee member shall become vacant if a committee member is:

- (a) disqualified by the Act;
- (b) expelled under these Rules;
- (c) permanently incapacitated by ill health;
- (d) absent without apology from more than three consecutive meetings.

7. PROCEEDINGS OF COMMITTEE

- (a) The Committee shall meet together for the dispatch of business at least once every two months.
- (b) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a

deliberative vote.

- (c) A quorum for a meeting of the Committee shall be five (5) members of the Committee.
- (d) A member of the Committee having a pecuniary interest in a contract with the Branch must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.
- (e) Decisions of a Committee apply only to the term of its office and the Honorary Secretary is required to present a report at the Annual General Meeting of policies and procedures that are intended to persist past that time for ratification by the Annual General Meeting.
- (f) The Committee elected Annually at the AGM shall take office at a combined hand-over meeting to be held no later than 31 January the next year.

8. FINANCIAL YEAR

The financial year of the Branch shall be for the period of twelve months ending on the 31st October, in each year.

9. CHANGES TO RULES

Subject to approval by a special resolution of the members of the Branch these Rules may be altered (including an alteration to name) or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Office of Consumer and Business Services as required by the Act.

10. BY-LAWS

The members may by special resolution make such By-Laws as may be deemed necessary or expedient for prescribing the procedures to be adopted by the Branch. Any such By-Law may be amended or revoked by special resolution; each By-Law and each amendment to a By-Law shall comply with the Law and with the Rules and shall remain in force.

11. GENERAL MEETINGS

- (a) The Committee may call a special general meeting of the Branch at any time and shall call an annual general meeting in accordance with the Act.
- (b) The annual general meeting shall be held within two months after the end of the financial year.
- (c) Upon a requisition in writing of not less than 10% of the total number of members of the Branch, the Committee shall within one month of the receipt of the requisition convene a special general meeting for the purpose specified in the requisition.
- (d) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (e) If a special general meeting is not convened within one month as required by sub-

rule (c) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Branch.

- (f) Subject to sub-rule (g) at least fourteen days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of an annual general meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditor(s) and committee members (if required) and any other business requiring consideration of the Branch in general meeting.
- (g) Notice of meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- (h) A notice may be given by the Branch to any member by serving the member with the notice personally, or by sending it by post or e-mail to the address appearing in the register of members.
- (i) Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary pre-paid mail. Where notice is sent by e-mail, service of the notice shall be deemed to be effected if it is sent to the member's most recently supplied address.

12. PROCEEDINGS AT GENERAL MEETINGS

- (a) One third of the membership or twenty-five members of the Branch whichever shall be the lesser shall constitute a quorum.
- (b) If within thirty minutes after the time appointed for the meeting a quorum of members is not present
 - i a special general meeting convened upon requisition of members shall lapse.
 - ii in the case of the Annual General Meeting, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.
- (c) The Chairperson of the Committee or if there shall be no chairperson, then the vice-chairperson of the Committee or in their absence, or in their declining to take, or retiring from the chair, one of the Committee members chosen by meeting shall preside as chairperson at every general meeting of the Branch.
- (e) At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of, or against, the resolution.
- (f) A poll demanded on the election of a chairperson of a meeting or on any question of

an adjournment, shall be taken at the meeting and without adjournment.

- (g) Subject to these rules each financial member present in person shall be entitled to one vote.

13. MINUTES

- (a) Proper minutes of all proceedings of meetings of the Branch and of meetings of the Committee, shall be entered up within one month after the relevant meeting and kept in the minute books kept for the purpose.
- (b) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- (c) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

14. ACCOUNTS

- (a) The Branch shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Branch.
- (b) The books and accounts of the Branch shall be audited annually by an auditor appointed at the Annual General Meeting.
- (c) In every year the Committee shall lay before the Branch in general meeting an Annual Report for the most recent completed financial year containing:
 - i an Income and Expenditure Account
 - ii a Balance Sheet
 - iii a report of the Committee
 - iv an Auditor's Report (or if not available for the Annual General Meeting this must be presented at the handover meeting with the incoming committee)

15. BANK ACCOUNTS

- (a) Cheques to withdraw any money from the current account are to be signed by any two of the following office holders:
 - i President
 - ii Vice-President
 - iii Honorary Secretary
 - iv Honorary Treasurer
- (b) All monies received are to be deposited in the name of the Branch in a bank account, and shall remain under the control of the Committee of the day.
- (c) Monies raised by any Sub-Committee is the sole property of the Branch.