

The Royal Scottish Country Dance Society (Edinburgh Branch) Constitution

I NAME

The name of the branch, which was founded originally in 1924, shall continue to be "The Royal Scottish Country Dance Society (Edinburgh Branch)" (hereinafter called "the Branch"), registered with HMRC and OSCR under SC016958.

II ASSOCIATION WITH THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY

1. The Branch is an autonomous body consisting of Members of the Royal Scottish Country Dance Society (hereinafter called 'Society Members' and 'the Society' respectively).
2. While it has similar objects to and is associated with the Society under a formal Licence Agreement, it operates and carries out its administration and management independently of the Society.

III OBJECTS

The objects of the Branch shall be to advance the education of the public in the Edinburgh area in traditional Scottish Country Dancing and in furtherance thereof: -

- (a) to preserve and promote the dancing of traditional Scottish Country Dances and modern dances of merit in the traditional style.
- (b) to provide or assist in providing instruction in the dancing of Scottish Country Dances.
- (c) to promote the enjoyment and appreciation of Scottish Country Dances by suitable means which may include the giving of demonstrations and theatrical performances.
- (d) generally to do such other things as are or maybe considered by the Branch to be incidental or conducive to the foregoing objects or any one of them.

IV MEMBERSHIP AND SUBSCRIPTION

1. Membership of the Branch shall be open only to Society Members. A range of Society membership subscriptions exists. Society membership can only be through one nominated branch, local association of the Society or directly through Headquarters.
2. Membership of the Branch shall also be available to those Society Members for whom the Branch is not their primary branch. The privileges accorded to such members shall be regulated from time to time by the Executive Committee of the Branch, and approved by the Branch in General Meeting.
3. Only such members as have attained the age of eighteen shall have the power to vote or be eligible to stand for an elected position.
4. The rates of subscription for Branch membership shall be determined at the Branch Annual General Meeting.

V OFFICE BEARERS

1. The officers of the Branch shall consist of the Chairman, the Secretary, the Treasurer, and the Membership Secretary who shall all be elected at the Annual General Meeting of the Branch in the manner provided hereunder.
2. The Chairman shall hold elected office for three years and shall not then be eligible for re-election until he/she has been out of office for at least one year.
3. The Secretary, Treasurer and Membership Secretary shall hold elected office for one year but shall then be eligible for re-election.
4. The Executive Committee shall have power to appoint an Interim Chairman, Secretary, Treasurer, and Membership Secretary to fill vacancies occurring between Annual General Meetings but any officer so appointed shall serve only until the next Annual General Meeting when he/she shall be eligible for election. Where any officer so appointed is appointed from outwith the numbers of the Executive Committee he/she shall nevertheless be entitled to vote.
5. The Branch may appoint an Honorary President and Honorary Vice-Presidents.

VI EXECUTIVE COMMITTEE

1. The affairs of the Branch shall be managed by an Executive Committee consisting of the Chairman, Secretary, Treasurer, Membership Secretary and six other members ("Ordinary Members") elected at the Annual General Meeting in the manner prescribed hereunder.
2. Except as otherwise herein provided an Ordinary Member of the Executive Committee shall hold elected office for three years but shall then be eligible for re-election. Two Ordinary Members of the Executive Committee shall retire at each Annual General Meeting and two new members shall, where possible, be elected in their place.
3. The Executive Committee shall have power to co-opt members to fill vacancies among the Ordinary Members on the Executive Committee occurring between Annual General Meetings but such coopted

members shall serve only until the next Annual General Meeting when he/she shall be eligible for election. Such co-opted member shall be entitled to vote.

4. All members of the Executive Committee, including office bearers, must be Branch members and be at least 18 years old.

5. The Executive Committee shall hold a minimum of four meetings in each calendar year. At least fourteen days' clear notice of a meeting, other than an extraordinary meeting, shall be given to every member of the Executive Committee. In case of need, the Chairman may call an extraordinary meeting on such reasonable notice as he thinks fit in the circumstances. The Executive Committee may resolve that such notices are given by electronic mail, in which case the members of the Executive Committee shall each be responsible for ensuring that the Secretary holds the current electronic mail address for them. A notice given by electronic mail shall be deemed sent on the day it is sent, provided that is before 8pm, otherwise it shall be deemed sent on the following day. Nothing done at any such meeting shall be invalidated by reason of informality or irregularity in the calling of the meeting or by reason of the accidental non-receipt by any member of the notice of meeting.

6. Five members of the Executive Committee shall constitute a quorum.

7. Every question before the Executive Committee shall be determined by a majority of the members present and voting on such question. The Chairman shall have a casting vote as well as a deliberative vote.

8. The Executive Committee shall have the power to constitute Sub-Committees on an ad hoc basis either from its own membership or by co-opting other Branch members and to entrust them with such duties as it considers necessary for the efficient working of Branch affairs. Such co-opted members shall have the right to vote on their respective Sub-Committees. Such Sub-Committees shall regulate their conduct of business and notice of meetings as they think fit, but shall promptly report by minute their proceedings to the Secretary and the Chairman.

VII DUTIES OF OFFICE-BEARERS

1. Chairman - The Branch Chairman is the executive officer of the Branch. The Chairman shall preside at Branch Meetings and at meetings of the Executive Committee. In the absence of the Chairman from a meeting, a chairman shall be appointed from among those present.

2. Secretary - The Secretary shall see that regular meetings are held and properly recorded and conduct the correspondence of the Branch. Additionally the Secretary shall prepare an annual report of the activities of the Branch during the preceding year for presentation by the Executive Committee to the Annual General Meeting.

3. Treasurer - It shall be the duty of the Treasurer to receive, bank in the Branch account, and account for all monies collected by whatever agency from Branch members or from other sources and for all disbursements. Additionally the Treasurer shall:

(a) maintain proper accounting records, prepare the annual accounts of the Branch and ensure that these accounts are properly examined or audited as required by law;

(b) recommend an Independent Examiner of the accounts for approval and appointment by the Executive Committee;

(c) make the annual Branch accounts available for inspection at reasonable times and present the accounts for adoption

by the Executive Committee ahead of noting by the Members at the Annual General Meeting, and thereafter submit the same to any supervisory body as required by law.

4. Membership Secretary - The Membership Secretary shall ensure that a register of Branch Members is maintained and communicated to the Secretary of the Branch and Society as required.

VIII GENERAL MEETINGS

1. The Annual General Meeting of the Branch shall be held within 6 months after the end of its financial year at such date and at such time and place as may be determined by the Executive Committee.

2. The Chairman may call an Extraordinary General Meeting at any time or, alternatively, shall call such a Meeting on a requisition signed by not less than one sixteenth of the branch membership entitled to vote which requisition shall be sent to the Secretary and shall state the reason for its being sent.

3. At least fourteen days' notice in writing shall be given to all members of the Branch of any General Meeting but nothing done at any such meeting shall be invalidated by reason of any informality or irregularity in the calling of the meeting or by reason of the accidental non-receipt by any member of the notice of meeting. Every notice shall contain a statement of the business to be discussed at the meeting.

4. Members under the age of 18 years may attend and, with the permission of the Chairman, speak at a General Meeting but may not vote.

5. Urgent business not on the Agenda for the Annual General Meeting may with the consent of not less than two thirds of the members present and entitled to vote be discussed. It shall not be competent at an Extraordinary General Meeting to discuss any business not on the notice calling such meeting.

6. The order of business at an Annual General Meeting shall, as nearly as may be, be the following:

(a) Minutes of the last Annual General Meeting and of Extraordinary General Meetings, if any, held in the course of the year;

(b) Trustees' Report on the year's working of the Branch;

- (c) Treasurer's Report and Accounts;
- (d) Appointment of Office-Bearers and Committee;
- (e) Motions already advised to the Secretary
- (f) Any other competent business.

[In respect of (d) above, motions and nominations for vacant posts may be lodged with the Secretary not less than 72 hours before the meeting. Each motion or nomination must be signed by the nominee and by a proposer and seconder, all of whom must be Branch members.]

7. Twelve members of the Branch shall constitute a quorum. Voting on all motions before a General Meeting shall be by a show of hands except in the case of elections when voting shall be by ballot. In the event of any equality of votes the Chairman shall have a casting as well as a deliberative vote.

8. The Branch in General Meeting may enact such rules (hereinafter referred to as the Rules) as it may determine for the proper working of the Branch, provided that no such Rule may conflict with the provisions of this constitution.

IX OWNERSHIP OF HERITABLE PROPERTY

The Branch shall have power to acquire or lease heritable property in furtherance of its objects but not otherwise. The title of such property shall be taken in the name of the Chairman, Secretary, and Treasurer of the Branch for the time being as ex officio trustees of the Branch.

X FINANCE

1. The Branch may make payment in good faith of reasonable and proper remuneration to any employee of the Branch and its professional and technical advisers. It may also make payment to members of the Executive Committee and of any Sub-Committee and to Branch members of out-of-pocket expenses they incur on the business of the Branch. Otherwise all monies of the Branch shall be applied exclusively for the furtherance of its objects and for no other purpose.

2. The only exception would be in the case of a profit-making function/activity for a specific charity/charitable cause approved by the Executive Committee and clearly advertised as such.

XI REFUSAL, SUSPENSION OR TERMINATION OF MEMBERSHIP

1. The Executive Committee of the Branch shall have power to refuse membership to any person who in their opinion should not be admitted to membership of the Branch and shall further have power to suspend or terminate the membership of any person whose conduct is in their opinion prejudicial to the interests of the Branch.

2. Before refusing, suspending or terminating any person's membership, notification in writing shall be given to the person concerned stating the reasons for the proposed refusal, suspension or termination and giving that person the opportunity of replying and of appearing before the Executive Committee, if the member so wishes, to seek revocation of the refusal, suspension or termination.

3. The person whose membership has been refused, suspended or terminated shall have the right of appeal at a Branch General Meeting when a two-thirds majority of those present and entitled to vote shall be necessary to confirm the refusal, suspension or termination.

4. Where refusal, suspension or termination has occurred or, where appropriate, has been confirmed as in 3 above, the matter, with reasons, shall be notified to the Secretary of the Society without delay under 'Confidential - Addressee Only' cover.

XII DISBANDMENT

1. Notice of intention to disband the Branch shall be given by the Secretary of the Branch to the Secretary of the Society at least two months before the date proposed for such disbandment and shall then be the subject of an Extraordinary General Meeting which shall be called by the Chairman on behalf of the Executive Committee for the purpose. If, following that meeting, the Branch is wound up, the following provisions of this section XII shall apply..

2. The balance of the funds, after all liabilities have been met shall be transferred to the Society HQ to be held in a Branch suspense account. Alternatively, the balance shall be transferred to a recognised charitable body or bodies having objects similar to those of the Branch (excluding geographical limitations) as the members in General Meeting, whom failing, the Executive Committee, shall decide.

3. All property belonging to the Branch shall be treated in the same way as the balance of funds.

XIII ALTERATIONS OF CONSTITUTION

1. The constitution shall only be altered by a majority of two thirds of the members present and entitled to vote at a General Meeting of the Branch. Notice of any proposed alterations shall be given to each member not less than fourteen days before such meeting.

2. No alteration may be made to this Constitution which would result in a contravention of the Licence Agreement, unless approved by the Society through the re-negotiation of the Licence Agreement.

XIV GENERAL

The Branch shall be governed in accordance with the laws of the jurisdiction within which it is situated, this Constitution and with Rules made by the Branch in General Meeting.