



# RULES AND PROCEDURES

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# THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY

## RULES AND PROCEDURES (RP)

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# THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY

## Rules and Procedures (RP)

### Introduction

This document describes the rules and procedures followed by the Royal Scottish Country Dance Society (RSCDS) when conducting its activities.

The RSCDS is a Scottish charity registered with the “Office of the Scottish Charity Regulator” (OSCR) and is also recognised by “Her Majesty’s Revenue and Customs” (HMRC) as a charity for taxation purposes. The legal form of the RSCDS is that of a “company limited by guarantee” (CLG) conforming to relevant Scottish and UK legislation. As such it has a formal document entitled “Articles of Association” (Articles) which serves as the RSCDS legal constitution. Any change to the Articles must be filed with OSCR and at Companies House.

This document exists for the benefit of RSCDS members and it includes a description of the rules and procedures affecting the management and committee structure; the running of General Meetings; other rules and procedures associated with elections and appointments; and operations of the Management Committees. General descriptions of the organisation and governance structure are included in this document to provide context. For most operational queries there should be no need to consult the Articles. Where there is variance between the two documents – Articles and RP – the Articles take precedence.

### 1 Terminology & definitions (Articles and RP)

The Articles document uses specific rules and terminology from Company and Charity Law whereas this document (RP), being intended for internal use, does not have a legally imposed structure. The RP uses familiar terminology except in extracts from the Articles (in italics).

### 2 Members

In this document “members” has the meaning of individual Society members who pay an annual subscription either through their Branch or directly to the Society.

### 3 Branches

A Branch of the RSCDS is a Local Association of members of the RSCDS which has been granted Branch status and which, under licence, is permitted to use the RSCDS name and logo.

### 4 Trustees

In this document each Trustee is referred to by his or her specific title, such as Chairman or Chairman Elect, or collectively as the Management Board.

There are matters within the Articles which are not covered in this document, namely:

Termination of the office of a Trustee; Declaration of interest and personal interests of a Management Board member; Procedure at Trustees’ meetings; Minutes; Accounting records and annual accounts; Operation of bank accounts; Indemnity; Insurance; Notices.

## 5 RSCDS Objects

The objects of the Society, as set out in Article 2, are as follows:

- (a) *To advance the education of the public in traditional Scottish country dancing and its music; and*
- (b) *To preserve and further the practice of traditional Scottish country dancing and its music.*

## 6 RSCDS Activities

As a charity the Society, to achieve its objects, carries out a variety of activities compatible with its legal and charitable status. These are defined in Article 3 as follows:

### *Activities of the Society*

*In furtherance of the Objects, the Society will carry out the following Activities:*

- (a) *provide, or assist in providing, education or instruction in the practice of Scottish country dancing;*
- (b) *promote and publish, in any suitable physical and electronic form, information and music relating to Scottish country dancing; in particular to publish, or cause to be published, descriptions of Scottish country dances with music and diagrams in simple form and at moderate price;*
- (c) *collect books, manuscripts, illustrations and other memorabilia relating to Scottish country dancing and to the Society; and*
- (d) *do all such other things permitted by law as may be considered by the Society to be incidental or conducive to the attainment of the Objects;*

## 7 Membership

Membership of the RSCDS is open, worldwide, to any individual aged twelve or over who is interested in Scottish country dancing. Membership involves the payment of an annual subscription for the period 1 July to 30 June, the amount depending on the specific type of membership.

RSCDS subscriptions are normally paid to the Branch Treasurer. Any member can subscribe to more than one Branch but must nominate a primary Branch through which his or her annual subscription is paid. Direct membership is also available by making payment to the Society's office.

The types of membership are as follows:-

- Youth – aged 12-17 inclusive (as at 1 July)
- Young Adult – aged 18-24 inclusive (as at 1 July)
- Single Adult – aged 25 and above (as at 1 July)
- Joint Adult – 2 adults with the same address and same primary Branch
- Half-year Single Adult – only available when first joining the RSCDS between 1 January and 30 June
- Life – This type of membership is no longer offered but the status of existing life members is not affected.

## 8 Governance Structure: Branches

Branches are autonomous entities governed by their own constitutions and the laws of their own country. They recruit members, usually from within an immediate geographical area, and consist

wholly of members of the RSCDS. Branches direct the activities of the RSCDS through their Delegates who represent them at Society General Meetings.

Each Branch is entitled to appoint a number of Delegates in proportion to the number of members aged eighteen or over who pay their RSCDS subscription through that Branch on a basis of one Delegate per 50 such members or part thereof, subject to a minimum of two Delegates per Branch.

All Delegates must be RSCDS members aged eighteen or over, but need not be members of the Branch appointing them. No Delegate may be a Delegate for more than one Branch or speak or vote on behalf of any other Branch. A Delegate may be appointed to act as a Proxy for a Delegate from the same Branch.

Each Branch has the right to decide how to appoint and replace Delegates. Each Branch must provide the Society with the name and address of each Delegate and the dates on which each became and ceased to be a Delegate. This must be notified in writing for inclusion in the Register of Delegates maintained by the Society.

## **9 Governance Structure: Management Board**

The activities of the Society are managed by the Management Board which meets regularly between Annual General Meetings. The Management Board members are the sole Trustees of the Society.

The Management Board is composed of the following:

- Office-bearers: Chairman, Chairman Elect and Treasurer
- Management Committee Convenors
- Other Trustees

The total number of Board members is limited to a maximum of fifteen.

All Management Board members are directly elected at an Annual General meeting, except for the Treasurer who is appointed by the Management Board.

No payment is received by any member of the Management Board for his/her services as a Board member, although reasonable expenses are reimbursed. Terms of office and election rules are defined later in this document.

### **The Main Duties of the Management Board are:**

- To plan, set in place, direct and review policies and activities in line with the Objects of the Society giving due consideration to its international membership and worldwide activities
- To present an annual report on the ongoing activities and progress of the Society
- To provide annual audited accounts and an outline financial plan for the current year
- To appoint a Secretary and other staff
- To appoint a Treasurer.

The Society, at its registered office at 12 Coates Crescent, Edinburgh EH3 7AF, employs staff to provide services to the members, Branches, Trustees, Committees and the general public. It also employs an Executive Officer who manages the day-to-day office activities, including staff, on behalf of the Management Board. The Executive Officer acts as Secretary and is responsible to the Board, reporting directly to the Chairman. The Executive Officer attends all Board meetings and may attend any committee meeting.

## 10 Powers of the Society

### 10.1 Powers of the Society as defined in Article 4

*The Society, in promoting the Objects, shall have and may exercise all or any of the following powers:-*

- (a) to undertake any activities that support the Objects;*
- (b) to encourage, provide, support and otherwise facilitate the work of others interested in the Objects;*
- (c) to establish, support or aid any association or institution with similar purposes and to subscribe monies for charitable purposes in any way connected with the purposes of the Society or calculated to further the Objects;*
- (d) to support, aid, lend money to or otherwise provide financial assistance (including, for the avoidance of doubt, the provision of grant funding) to any organisation or person for any purpose connected with or designed to further the Objects;*
- (e) to solicit, receive and accept financial assistance, donations, legacies, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, real or personal, subject or not to any specific charitable trusts or conditions;*
- (f) to engage in activities to raise funds for the Society, to issue appeals, hold public meetings and take such other steps as may be required for the purposes of procuring contributions to the funds of the Society, and to accept subscriptions, donations, legacies and endowments of all kinds, and to accept any reasonable conditions attaching to them;*
- (g) to purchase, take on lease or in exchange, or otherwise acquire, and to hold, manage, develop, sell, dispose of lease or deal in any way, with any heritable or moveable, real or personal property and any interests therein;*
- (h) to borrow and raise money, and secure or discharge any debt or obligation of, or binding on, the Society, in such manner and on such terms and conditions as may be thought fit (in particular by securities, mortgages and charges) the undertaking and all or any of the heritable and moveable, real and personal property (present and future) of the Society;*
- (i) to deposit or invest funds of the Society in such investments, securities or property as may be considered appropriate (and to dispose of and vary such investments) and to employ professional advisers and arrange for the investments or other property of the Society to be held in the name of a nominee;*
- (j) to lend money and give credit to any person with or without security and to grant guarantees and contracts of indemnity on behalf of any person;*
- (k) to engage and employ personnel and grant, continue and pay such remuneration and pensions to such personnel and any person or persons who render(s) services to the Society supervising, organising, carrying on the work of and advising the Society as may from time to time be thought proper, and to establish pension funds and other trust funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Society;*
- (l) to engage and remunerate such consultants, experts and advisers as are considered appropriate;*
- (m) to effect insurance against risks of all kinds and to insure and arrange insurance cover for, and to indemnify its officers, employees and such other persons as the Directors may think fit from and against, risks incurred in the course of the performance of their duties;*
- (n) to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;*
- (o) to prepare, edit, print, publish, issue, acquire, circulate and distribute books, pamphlets, papers,*

*periodicals and other literary material, pictures, prints, photography, films, sound recordings, any other form of electronic media and mechanical and other models and equipment, and to establish, form, promote, conduct and maintain public collection displays and exhibitions of literature, statistics, charts, information and other material;*

- (p) to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Society, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same;*
- (q) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;*
- (r) to support organisations whose activities may further one or more of the Objects, to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Society itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit;*
- (s) to co-operate and enter into, agreements, contracts or other arrangements with any authorities, national, local or otherwise;*
- (t) to promote companies whose activities may further one or more of the Objects, or may generate income to support the activities of the Society, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the Society, all such functions as may be associated with a holding company;*
- (u) to reorganise and/or transfer all or any of its assets and Activities to, and/or amalgamate with, any company, organisation, society or association which are charities and have objects altogether or mainly similar to those of the Society and which prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Society by these Articles; and:*
- (v) to do all such other things as are necessary for the attainment of the Objects.*

## **10.2 Powers of the Management Board**

The Management Board is strictly bound by company and charity law in relation to eligibility, personal interests and conflicts of interest, and is required to act in a fully transparent manner.

In order to manage the operations of the Society effectively, the Management Board has the following detailed powers. (NB - The power to appoint also includes the power to dismiss.)

- (a) To appoint a Treasurer, Schools Director, Music Director, Archivist and other appointed positions as required, to take responsibility for, and control of specific operations within the Society. Such appointees must be members of the Society and aged eighteen or over.
- (b) To appoint members or non-members to take on executive, managerial or supervisory responsibilities as defined by the Management Board and to determine their terms and conditions of engagement and remuneration, if any.
- (c) To appoint administrative staff and advisors and determine their remuneration.
- (d) To appoint members to fill vacancies on the Management Board and Management Committees as substitutes with voting rights when required, to enable the efficient running of the Society until the next election.

- (e) To interpret this document in a manner consistent with its general intent and address any ambiguity, inconsistency or other inadequacy. All such interpretations will be recorded and reported to the Society in General Meeting.
- (f) To define policies, procedures, practices, committee remits and the duties, responsibilities and terms of office of Directors and appointees.
- (g) To grant and to remove Branch status to/from Local Associations.
- (h) To grant and to remove the status of Affiliated Group to firms, companies, societies, clubs, associations or other bodies interested in the objects and purposes of the Society. Such decisions will be at the absolute discretion of the Management Board.
- (i) To determine all fees payable to the Society other than membership subscriptions.
- (j) To determine the reporting line of persons appointed to non-trustee positions, be it to the Board directly, a Management Committee, or the Executive Officer. In the specific case of the Archivist he/she will report to the Board through the Chairman.

## **11 Governance Structure: Chairman and Chairman Elect**

The Chairman (or in his/her absence, the Chairman Elect) has authority to rule on all matters that do not require a decision of the full Management Board; to take urgent decisions required between Management Board meetings (after appropriate consultation where possible); and to make decisions on administrative matters.

## **12 Governance Structure: Treasurer**

The Treasurer is a Trustee and Board Member with normal voting powers. He/she is appointed by the Board for a three-year term; this appointment being confirmed at the next General Meeting. At the end of that term, the incumbent may be re-appointed for a further three-year term but that must be confirmed at the next General Meeting. The Treasurer is involved in all major financial matters, has a particular responsibility to maintain an overview of the finances of the Society, signs the annual accounts, and presents the Financial Report on behalf of the Board at each AGM.

## **13 Governance Structure: Management Committees**

Management Committees are given specific remits from the Management Board and fulfil these in accordance with their delegated powers. Each Committee is responsible to the Management Board for implementing RSCDS policy, for contributing to the RSCDS Strategic Plan, and for working within, and reporting on its budgetary allocation. Management Committees will liaise and co-operate in areas of common interest.

Each Management Committee has a Convenor who is also a member of the Management Board and a Trustee. In the final year of a Convenor's period in office a Convenor Elect is elected.

The Management Board and Management Committees may set up panels and working groups to undertake specific tasks.

### **13.1 Education and Training Committee**

Membership:

Convenor, Schools Director, a Convenor Elect in the final year of the Convenor's term and up to eight elected members. If fewer than two RSCDS examiners are elected to serve on the committee, the Management Board may appoint one or two examiners to serve until the following Annual General Meeting. All appointees will have full voting rights.

Remit:

All matters concerning standards and performance of Society dances; the teaching of dancers and musicians; the regulations and procedures of the Society's tests and examinations; recommendations to the Management Board for the appointment of examiners, adjudicators and assessors; the development of teachers for RSCDS qualifications and Continuing Professional Development (CPD) trainers; the organisation of RSCDS Schools; and services to Teachers' Associations.

### **13.2 Membership Services Committee**

Membership:

Convenor, Music Director, a Convenor Elect in the final year of the Convenor's term and up to six elected members.

Remit:

All matters concerning public relations; research; publications; marketing; and services to members, Local Associations/Branches and Affiliated Groups.

### **13.3 Youth Services Committee**

Membership:

Convenor, a Convenor Elect in the final year of the Convenor's term and up to six elected members.

Remit:

All matters concerning policies and strategies to involve children and young people in Scottish country dancing; the promotion of Scottish country dancing to schools and universities; the deployment of RSCDS CPD trainers to primary and secondary schools; and the organisation of workshops and schools for younger dancers.

### **13.4 Management Committee Meetings**

- (a) Management Committees normally meet four times each year and present reports of their meetings to the Management Board.
- (b) At any Management Committee meeting a quorum exists when at least half of the Committee members eligible to vote are present.
- (c) The chairman of the meeting (normally the Convenor) has a casting as well as a deliberative vote.
- (d) The Convenor Elect, or a member of the Committee, will take the chair in meetings and attend the Management Board meetings when the Convenor is not available.
- (e) The Chairman, Chairman Elect and the Secretary may at any time attend and participate in any Committee or other meeting, but without a vote.

## **14 Governance Structure: Honorary Status**

The Management Board has the power to confer honorary status on distinguished individuals, members and non-members, provided it is confirmed in General Meeting. Such honorary status may include various titles and positions, such as but not limited to, Patron, President, or Vice President.

## **15 Governance Structure: Complaints Committee**

In the event of complaints or disputes related to decisions made by the Management Board, the Management Board will form a Complaints Committee and appoint the President as chairman. If the President is unwilling or unavailable, a RSCDS member who has no interest in the complaint will be selected by the Management Board to chair the Complaints Committee.

The chairman of the Complaints Committee will select at least two RSCDS members with no interest in the complaint to complete the committee. Decisions made by the committee will be final and binding.

## **16 Elections, Terms of Office and Eligibility**

- (a) Any member of the Society aged eighteen or over may stand for election subject to the rules concerning Elections and Terms of Office set out below.
- (b) All elections will take place at the Annual General Meeting.
- (c) An election will be held for a new Chairman Elect when the current Chairman Elect is due to assume office as Chairman. The new Chairman Elect will be elected to hold office for two years and will then take office as Chairman for two years. In the event of the resignation, removal or death of the Chairman, the Chairman Elect will immediately take office as Chairman and continue to hold that office for two years following the next Annual General Meeting.
- (d) An election will be held for a Management Committee Convenor Elect one year before the Management Committee Convenor is due to complete his/her term of office. Each Management Committee Convenor Elect will be elected to hold office for one year and will then take office as Convenor for three years. In the event of the resignation, removal or death of a Convenor, the Convenor Elect will immediately take office as Convenor and continue to hold that office after the next Annual General Meeting for a further three years. In the event of the resignation, removal or death of a Convenor when there is no Convenor Elect, or in the event of a Convenor completing his/her term and there being no Convenor Elect, the Management Board will appoint an interim Convenor, with voting rights, to serve until the next Annual General Meeting.
- (e) One-third of the ordinary members of the Management Board and each Management Committee, or as near one-third as practical, will stand down each year. Elections will be held annually to fill the resulting vacancies.
- (f) Elections will also be held, if required, for ordinary members to serve for one or two years, to fill any other vacancies on the Management Board and Management Committees.
- (g) An election to fill a vacancy for Chairman, Chairman Elect, Convenor or Convenor Elect will be held at the earliest Annual General Meeting at which an election can be held. Members elected to fill such vacancies will serve a full term of office.
- (h) Any casual vacancy arising amongst the ordinary elected members of the Management Board or a Management Committee may be filled by appointment by the Management Board and any person appointed to fill such vacancy will hold office until the next Annual General Meeting.

### **16.1 Eligibility for Election**

- (a) A RSCDS member may not hold more than one elected or appointed post in the Society.
- (b) A retiring Chairman must stand down for a period of at least two years before being eligible for election or appointment to any office.
- (c) A retiring Convenor must stand down for a period of at least one year before being eligible for election or appointment to any office. A serving or retiring Convenor, however, may be elected to office as Chairman Elect, or be appointed as Treasurer, without first observing any such stand down period.
- (d) An ordinary member of the Management Board or a Management Committee must stand down for a period of at least one year before being eligible for re-election. There is no limit to the number of terms a member may serve on the Management Board or a Management Committee, provided that he/she complies with the requirement to stand down for a one year period between each term of office. A serving or retiring ordinary member of the Management Board or a Management Committee, however, may be elected to office as Chairman Elect, Convenor Elect, or as Convenor, or be appointed as Treasurer, without first observing any such stand down period. A serving or retiring ordinary member of a Management Committee may be elected to office as an ordinary member of the Management Board, without first observing any stand down period.
- (e) In addition, the following restrictions will apply during an elected term of office and for a period of one year after resignation from, or completion of, that elected term of office.
  - (i) An elected member will not be eligible to stand for re-election, or be appointed as a substitute to fill a vacancy, for the same position which he/she has just vacated.
  - (ii) An elected Convenor or Convenor Elect will not be eligible for election as, or appointment as a substitute to fill a vacancy for, an ordinary member of the Management Board or any Management Committee.
  - (iii) An elected ordinary member of the Management Board will not be eligible for election as, or appointment as a substitute to fill a vacancy for, an ordinary member of any Management Committee.
  - (iv) An elected ordinary member of a Management Committee will not be eligible for election as, or appointment as a substitute to fill a vacancy for, an ordinary member of another Management Committee.

## **16.2 Vacancies and Nominations**

- (a) Notification of vacancies for all positions will be sent to Branches and posted on the Society website.
- (b) All nominations must be in writing, on the prescribed form, proposed and seconded by members aged 18 years or over and supported by 10 additional similarly qualified members. A statement of consent from the member nominated must be included. All nominations must be in the hands of the Secretary at least eight weeks before an Annual General Meeting

## **16.3 Voting in Elections**

Voting in all elections will be on the basis of one vote per registered Branch Delegate. Voting papers for elections will be issued to Branches at least four weeks before the Annual General Meeting. Completed voting papers must be signed by the Delegate concerned, or by the Branch Chairman or Branch Secretary on behalf of that Delegate, and returned to reach the RSCDS Secretary prior to the commencement of the meeting. If sent by post voting papers should arrive at least seven days, and **must** arrive 48 hours, before the Annual General Meeting.

## **17 Definition of a year**

Any reference to a year in relation to Elections, Meetings and Terms of Office in this document means the elapsed time between successive Annual General Meetings.

## **18 General Meetings**

### **18.1 Delegates**

Delegates are appointed by each Branch to represent that Branch and its members and to vote on their behalf at General Meetings of the Society. A Delegate will have one vote.

### **18.2 Proxies**

Each Delegate may appoint a Proxy to attend a General Meeting in his/her place. A Delegate may be appointed to act as Proxy for another Delegate. Any such appointment will be in writing signed by a Delegate. A Proxy has the same rights to participate in the General Meeting as the Delegate he/she is replacing and must vote as instructed by that Delegate.

### **18.3 Attendance at General Meetings**

Every Delegate and Proxy, on admission to a General Meeting must present his/her credentials.

The following RSCDS members may attend and speak at General Meetings in a non-voting capacity: persons with honorary status, Management Board members, Past Chairmen and the Secretary of the Society. Any RSCDS member may attend as an observer.

### **18.4 Convening General Meetings**

The Management Board is required to call an AGM, giving at least sixteen weeks' written notice and ensuring that not more than fifteen months elapses between successive AGMs. It is customary however, that the chairman of each AGM announces the date and place for the next AGM at the close of the meeting.

The Management Board may convene a General Meeting at any time and must convene a General Meeting if required by no fewer than ten Branches or no less than five per cent of the registered Delegates. At any such meetings only the business stated on the notice of the meeting will be transacted.

### **18.5 Procedure at General Meetings**

The quorum for a General Meeting is the number of persons actually present and entitled to vote as Delegates and/ or Proxies provided they carry between them a total number of votes equal to the smallest of either 80 or one quarter of the total number of registered Delegates.

The Chairman of the Society will act as chairman of a General Meeting, whom failing the Chairman Elect, whom failing the Honorary President (if present and willing), and whom failing a Trustee, nominated by the Trustees present.

Except as otherwise provided, voting on all motions before a General Meeting will be as instructed by the chairman of the meeting.

If there is an equal number of votes for and against any motion, the motion will not be carried.

## **18.6 Deference to Chairman**

No other person may speak whilst the chairman is standing.

Delegates will indicate their intention to speak or make a point of order by raising a hand and speaking out. When a Delegate is speaking no other person may speak.

## **18.7 Motions and Amendments**

Every motion and amendment must be formally proposed and seconded by persons present and authorised to speak at the meeting. Motions submitted from the Management Board will be proposed and seconded by members of the Management Board. Motions which will result in an amendment to the Articles of Association require to be passed by Special Resolution. The text of any such amendment must be detailed in the provisional Agenda. See 18.10.

Motions submitted from a Branch must be proposed by Delegates or Proxies representing that Branch and seconded by Delegates or Proxies representing another Branch.

A motion not seconded will be held as dropped.

If more than one amendment to a motion is proposed and seconded, the chairman will first put to the meeting the proposition which most clearly presents the fundamental point at issue. On a decision being reached on this matter the remaining amendments will, as the case may be, be held to have fallen or will be put to the meeting in the order which to the chairman shall deem best calculated to achieve a clear result.

No delegate may move more than one amendment to the motion then before the meeting.

A motion or amendment may be withdrawn by the proposer only with the consent of the seconder and of the chairman of the meeting.

## **18.8 Speakers**

The proposer of a motion, or of an amendment, must not speak for more than seven minutes. No other speaker must speak for more than four minutes. An exception may be made to this rule in the case of any speaker with the consent of a majority of persons present and entitled to vote. It will be competent for the chairman to determine without the necessity of taking a vote whether or not the consent of the majority of delegates present to the foregoing time limits being exceeded has been obtained. The chairman will then indicate for how long the speaker may continue to speak.

The proposer of a motion and the proposer of an amendment will have a right of reply. They must not speak for more than three minutes each.

No person, except with the consent of a majority of delegates present, will speak twice on the same motion.

## **18.9 Other Procedural Matters**

Any person entitled to speak who has not spoken on the matter under discussion may move "That the question be now put", but only after at least two speakers apart from the proposer and seconder will have been heard on each side. On such a proposition being made, the motion "That the question now be put" will at once be voted upon without further discussion. In the event of this proposition being carried, the matter then before the meeting will at once be put to the vote.

Any person entitled to speak who has not spoken on the matter under discussion may move “That the meeting proceed to the next business”, but only after at least two speakers apart from the proposer and seconder have been heard on each side. On such a proposition being made, the motion “That the meeting proceed to the next business” will at once be voted upon without further discussion. In the event of this proposition being carried, all discussion on the matter then before the meeting will cease.

### **18.10 Annual General Meetings**

Motions may be submitted by the Management Board or by any Branch. A motion submitted by a Branch must be received by the Society at least **twelve weeks** prior to the Annual General Meeting for inclusion in the provisional AGM Agenda.

**Ten weeks** prior to the AGM a provisional Agenda will be sent to all Branches, registered Delegates and Trustees. It will also be posted on the Society’s website.

Any Branch wishing to amend a motion in the provisional Agenda will send its amendment in written form to the Secretary at least **six weeks** prior to the AGM for inclusion in the final Agenda.

Emergency motions may be submitted by the Management Board or, in written form, by joint resolution of any ten Branches. Emergency motions must be received by the Society at least **six weeks** prior to the AGM for inclusion in the final AGM Agenda.

The final AGM Agenda will be sent to all Branches, Delegates and Trustees and posted on the Society’s website at least **four weeks** prior to the AGM.

Amendments to emergency motions, other than those affecting Ordinary or Special Resolutions included in the final agenda, but not included in the provisional agenda, may be accepted at the AGM by the chairman of the meeting.

A motion to discuss urgent business, not included in the final AGM Agenda, may be discussed provided a majority of those present and entitled to vote consent.

Unless introduced as urgent business, no further amendment will be allowed on motions that have been included in both the provisional and final agendas.

A motion to pass a Special Resolution to alter the Articles of Association will require a majority greater than 75% of the votes cast. Special Resolutions are required in certain other circumstances e.g. for a change of name or to wind up the Society. For all other motions a majority greater than 50% of the votes cast is required. No account will be taken of abstentions or absentees.

## **19 Branches**

Members wishing to form a Branch for a particular area or district must notify the Society of their intentions. A proposed Branch may be licensed by the Society provided that the following conditions are fulfilled:

- (a) All members of the Branch must be members of the Society.

- (b) The Constitution of the Branch must be approved by the Management Board. A Model Constitution for Branches is available from the Society. The Society should be notified of any subsequent amendments to the Constitution of a Branch.
- (c) The Branch must agree not to engage in activities which in the view of the Society are prejudicial to the interests of the Society or its Purposes as defined in the Society's Articles of Association.
- (d) The Branch must enter into a licence agreement with the Society which will conform, or be as near as appropriate, to the Model Licence Agreement available from the Society.
- (e) The Management Board is responsible for ensuring that the Model Licence Agreement and the Model Constitution for Local Association/Branches are updated as necessary.

Any two members of the Management Board, one of whom must be the Chairman, Chairman Elect or the Treasurer, will be authorised to sign a Licence Agreement on behalf of the Society.

## **20 Teachers' Associations**

Associations of Teachers of Scottish Country Dancing may affiliate to the Society and become Teachers' Associations of the Society provided that the following conditions are fulfilled:

- (a) All members of such an Association are members of the Society.
- (b) The aims and constitution of such an Association are approved by the Management Board.
- (c) The Association must agree not to engage in activities which in the view of the Society are prejudicial to the interests of the Society or its Purposes as defined in the Society's Articles.

The decision as to whether or not a Teachers' Association will be allowed to affiliate to the Society will be at the absolute discretion of the Management Board. A Teachers' Association, as a condition of affiliation, will pay an annual affiliation fee as determined by the Management Board.

## **21 Affiliated Groups**

The Management Board may grant RSCDS Affiliated Status to any group and in doing so will take notice of any comments from the nearest RSCDS Branch which members of the group might conveniently join, as well as any views submitted by other neighbouring Branches.

## **22 Examinations and Certificates**

- (a) The Society will conduct examinations for Teaching Certificates or other Certificates in accordance with agreed conditions and fees.
- (b) The nature and scope of any such examinations and their form, both practical and theoretical, will be determined by the Management Board on a report by the Education & Training Committee.
- (c) The Education & Training Committee will ensure that details of the Society's requirements are issued to Branches and Teachers' Associations, from time to time.

## **23 Appointments**

- (a) Notice of vacancies for appointments will be sent to Branches and posted on the Society website and members aged eighteen or over invited to make application.
- (b) Applications in writing, giving details of experience and a statement of intent, must reach the Secretary by a specified date.

## **24 Alterations to the Articles of Association**

Any alteration to the Articles requires a Special Resolution, the text of which must be circulated at least 14 clear days prior to a properly convened General Meeting.

Such a resolution requires to be passed by more than 75% of the votes cast. A 75% majority relates only to the number of votes cast in favour compared with the number of votes cast for and against, taking no account of abstentions or absentees.

## **25 Alterations to the Rules and Procedures**

Any alteration to the RP requires an “Ordinary Resolution”, which means a resolution passed by more than 50% of the votes cast at a properly convened General Meeting.

50% majority relates only to the number of votes cast in favour compared with the number of votes cast for and against, taking no account of abstentions or absentees.

## **26 Governance Structure: Winding Up/Dissolution**

Winding up of the Society is governed by Company Law, Charity Law and the Articles.

## **27 Governance Structure: Branch Delegate Liability**

In the event of the Society being wound up while insolvent, each Delegate and any other person who was a Delegate in the twelve months prior to the event, is liable for a maximum sum of one pound sterling.