

**THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY
HUNTER VALLEY BRANCH INCORPORATED**

**REGISTERED UNDER THE NEW SOUTH WALES
INCORPORATION ACT**

REGISTRATION NO. Y 09332 - 26

CONSTITUTION

dated 26th AUGUST 2017

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**THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY
HUNTER VALLEY BRANCH (INCORPORATED)
CONSTITUTION**

1. NAME

The name of the Association shall be "The Royal Scottish Country Dance Society, Hunter Valley Branch (Incorporated)" - hereinafter referred to in the text of this constitution as "the Association".

2. ASSOCIATION WITH THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY

The Association is an autonomous non-profit body consisting principally of members of the Royal Scottish Country Dance Society, the latter being hereinafter referred to as "the Society".

Whilst the Association has similar objects to, and associates with the Society, it operates and carries out its administration and management independent of the Society.

3. OBJECTS

- a) The objects of the Association are to promote Scottish Country Dancing by:
 - a) Conducting classes in Scottish Country Dancing;
 - b) Providing training for those Members wishing to attain teaching qualifications;
 - c) Generally doing such other things as are, or may be considered, by the Association, to further the foregoing objects of the Association.

4. MEMBERSHIP

- a) Financial membership of the Association is open to any person over the age of eighteen years, who is interested in the objects of the Association.
- b) Any person who is a Financial Member of the Association and over the age of eighteen years shall, by that very fact, be a member of the Society.
- c) A person under the age of eighteen years may become an Associate of the Association and the Committee of Management of the Association shall regulate the privileges accorded to such Associates from time to time.
- d) The New South Wales Associations Incorporated Act prevents persons under the age of eighteen years of age from being an Office Bearer of the Committee.
- e) The Committee of Management shall have the power to appoint Honorary Members from among members of other Australian Associations, which are involved in Scottish Country Dancing, in recognition of services undertaken by those particular members on behalf of the Association to whom this constitution applies.
- f) Financial Members of the Association, Associate and Honorary Members, shall pay such fees as may be determined by the Committee of

Incorporation No. Y 09332 - 26

Management.

- g) The Association may refuse membership to any person, who in the opinion of the Committee of Management, should not be admitted to membership of the Association.

5 DEFINITIONS

ASSOCIATION CLASS - a group of Members of the Association who come together for instruction in, and practice of, Scottish Country Dancing.

TEACHER - a Financial, Associate or Honorary Member of the Association, or a similar Australian Association, providing instruction in Scottish Country Dancing, and who, preferably, but not necessarily, holds a Teaching Certificate issued by the Society.

6 OFFICE BEARERS

- a) The Office Bearers, being Financial Members of the Association, shall consist of the Chairperson, the Honorary Secretary, and Honorary Treasurer, who shall be elected to office at the Annual General Meeting of the Association.
- b) The Office Bearers as a whole may take collective decisions, should they be necessary, between the intervals of the Committee meetings. Such decisions shall be subject to ratification at the next scheduled meeting of the whole Committee. Where considered necessary i.e. *where such resolution is controversial or has a substantial bearing on the operation or finances of the Association*, the Chairperson shall call a meeting of the whole Committee
- e) The Office Bearers shall hold office for one year, and on completion of that year in office shall be eligible for re-election. There is no maximum number of consecutive terms for which an office bearer may hold office.
- d) The Committee of Management shall have the power to appoint an interim Office Bearer to fill any vacancy occurring between Annual General Meetings, but an Office Bearer so appointed shall serve only until the next Annual General Meeting when he/she shall be eligible for election.

7 MANAGEMENT COMMITTEE

- a) The affairs of the Association shall be administered by a Management Committee, hereinafter referred to as "the Committee".
- b) The Committee, all of whom shall be financial members of the Association, is to be composed of the Office Bearers, the immediate past Secretary, *where relevant*, a representative of the Teacher's Sub-Committee, and up to four elected ordinary members.
- c) A Journal Editor shall be appointed by, and be responsible to, the Committee.
- d) The Association Teacher's Sub-Committee shall elect a representative to serve on the Committee.
- e) Committee meetings shall be open and may be attended by any financial Member of the Association and, with the permission of the Chairperson, may be invited to speak on any subject, but voting rights are to be limited

Incorporation No. Y 09332 - 26

to the members of the Committee.

- f) Members of the Committee shall be eligible for annual re-election, or appointment, as required within the Constitution.
- g) The immediate Past Secretary may remain on the Committee for a period of one additional year.
- h) The Committee shall meet at least every three months, within the financial year, on dates as determined by the Committee.
- i) A quorum of the Committee shall be four (4) members. In the event of there not being a quorum present at a regular scheduled meeting, that meeting will be postponed for an interval of seven days from the date of that original scheduled meeting. Should there then not be a quorum present at the postponed meeting, the meeting will proceed as if a quorum were present and deal with whatever business is on the agenda.
- j) Any member of the Committee who misses three consecutive meetings, without tendering an apology, shall be deemed to have resigned as a member of the Committee.
- k) The Committee shall have the power to appoint three Trustees, as required under the New South Wales Associations Incorporation Act, in the event of the Association acquiring land and/or buildings for its use.
- l) The Committee shall have the power to constitute Sub-Committees, from its own Committee membership, or by co-opting other members of the Association, and entrusting them with such duties as it considers necessary for the efficient working of the Association. Where appropriate the Committee shall appoint convenors of such sub-committees.
- m) Such co-opted members shall not have voting powers at the meetings of the Committee.
- n) The Committee Chairperson shall be an ex-officio member of every sub-committee of the Association.
- o) Sub-Committees are responsible to the Committee, which has the power to override any Sub-Committee decision, and to disband, or reconstitute a Sub-Committee at any time
- p) Where a Sub-Committee is constituted to organise an individual Association Class, then that Sub-Committee shall, with the exception of the Association Chairperson, be composed solely of Financial Members who attend that Class.

8 DUTIES OF THE OFFICE BEARERS

- a) **Chairperson** - The Chairperson is the Executive Officer of the Association, and shall preside at General and Committee meetings of the Association. In the absence of the Chairperson, a chairperson shall be appointed from amongst those members of the Committee present. The Chairperson shall have both a casting and deliberative vote at General, Committee, and any Sub-Committee meetings. The casting vote at any General Meeting shall be used to reflect the wishes of the Committee.
- b) **Honorary Secretary** - The Honorary Secretary shall ensure that regular meetings are held, prepare the agenda for such meetings, maintain a register of Financial and other Members of the Association, attend to all correspondence and submit an annual report of the activities of the

Incorporation No. Y 09332 - 26

Association to the Annual General Meeting. An annual report, indicating the names of the elected Office Bearers of the Association, is to be sent to the Secretary of the Society. The Secretary shall keep minutes of the meetings of the Association in written or electronic form.

- c) **Honorary Treasurer** - The Honorary Treasurer shall receive and account for monies collected by the Association from all sources. The Treasurer shall maintain account books and ensure that the annual accounts are properly examined within the requirements of the New South Wales Associations Incorporation Act. The Treasurer shall present annual accounts to the Annual General Meeting and ensure that such accounts are available for inspection by Financial Members at the Annual General Meeting.

9 **ASSOCIATION GENERAL MEETINGS**

The Annual General Meeting of the Association shall be held on a date determined by the Committee, and within the six months period from the end of the financial year, as stipulated in the New South Wales Associations Incorporation Act.

- a) At least four weeks notice of the meeting shall be given by the Secretary, but nothing done at the said meeting shall be held to be invalid by reason of the non-receipt by any member of the notice calling the meeting.
- b) The notice of the meeting shall set out the business of the meeting, including the motions of which due notice has been given. The Honorary Secretary is to be required to include a definitive date for the closure of nominations for the Branch Committee of Management. Such date to be included in the detailed notice of the AGM sent to each class/unattached member.
- c) Any notice of motion, in writing or electronic form, shall be in the hands of the Honorary Secretary two weeks before the due date of the Annual General Meeting.
- d) The order of the meeting shall be, as nearly as possible:
- I. The minutes of the previous Annual General Meeting, and of any Special General Meeting held during the year to date.
 - II. The Honorary Secretary's report on the year's workings of the Association.
 - III. The Honorary Treasurer's Report and Accounts.
 - IV. Election of Office Bearers and other members of the Committee.
Except under the circumstance that there is no nomination for a particular vacant position, there shall be no nominations accepted from the floor of the meeting.
 - V. Confirmation of Class Contact persons and Teachers Representative.
 - VI. Appointment of person to examine and report on the financial books, as specified under the New South Wales Associations Incorporated Act.
 - VII. Motions of which due notice has been given.
 - VIII. Any other **relevant and urgent** business.

Incorporation No. Y 09332 - 26

- e) The newly elected Office Bearers shall take office as from the close of the Annual General Meeting.
- f) A Special General Meeting may be convened at any time at the request of the Chairperson, or by no less than one-tenth of the Financial Members of the Association.

At least fourteen days notice shall be given in writing or in electronic form by the Honorary Secretary of any such Special General Meeting, but nothing done at the said meeting shall be held to be invalid by reason of the non-receipt by any member of the notice calling the meeting

- g) The notice of the meeting shall clearly set out the business of the meeting and no other matter shall be discussed.
- h) At all General Meetings voting members shall, at that time, be Financial Members of the Association. Voting on all motions at a General Meeting shall be by show of hands, except in the case of the election of the Office Bearers and ordinary members of the Committee, which shall, if necessary, be by preferential ballot. No absentee or proxy votes shall be accepted. Electronic attendance by phone or video link shall be permitted.
- i) A quorum at any General Meeting shall be one tenth of the membership, or twenty five Members, whichever shall be the lesser. In the event of there not being a quorum present at the regular scheduled meeting, the meeting will be postponed for an interval of seven days from the date of that original scheduled meeting. Should there then not be a quorum present at the postponed meeting, the meeting will proceed, as if a quorum were present, and deal with whatever business is on the agenda.

10 REGISTER OF MEMBERS

- a) The Honorary Secretary shall hold and maintain in electronic form a register of Members specifying the name, address, an email address if available, current Society membership number and date on which the person became a Member. The electronic Membership list must be convertible into a hard copy. A copy of the Members register shall be forwarded to the Society.
- b) A record of transfers of Members between Associations shall be maintained by the Honorary Secretary, and in the case of transfers of Life or Long Term Members the Honorary Secretary shall notify the Secretary of the Society.

11 CUSTODY OF BOOKS

Except where otherwise provided in this constitution, the appointed Public Officer of the Incorporated Association shall keep in his or her custody, or under his or her control, all records, books, or other documents, relating to the Association. All books relating to the business of the Association shall be available for inspection by any Member, at any reasonable time.

12 FINANCE

- a) Financial matters are the responsibility of the Committee and all items of

Incorporation No. Y 09332 - 26

expenditure shall need to be authorised by the Committee, and minutes of such expenditure retained.

- b) All Association funds, including those held by individual Class, or appointed sub-committees, shall be placed in bank accounts, or securities, in the name of the Association.

Signatures or electronic authorisation of any two of the Chairperson, Honorary Secretary or Honorary Treasurer are required for the drawing of cheques or electronic payments on the account(s) of the Association. Association appointed sub-committees may hold their own accounts, held in the name of the Association and the specific class, and the particular sub-committee and shall appoint those persons responsible for the drawing of cheques from that account.

In the event of closure of a Class, or appointed sub-committee, all funds associated with that Class, or appointed sub-committee, shall be transferred to the Association.

- c) The Association financial year shall end on the 30th. day of June each year.
- d) Where an individual Class, or sub-committee, has funds accumulated from class fees, demonstrations and the like, these funds shall remain as part of the Association funds, and at the end of the financial year each Class, and appointed sub-committee, shall provide the Treasurer with a financial statement showing those monies and accounts held by that Class or appointed sub-committee.
- e) The assets and income of the Association shall be applied solely in furtherance of the above mentioned objects and no portion shall be distributed directly, or indirectly, to the Financial Members of the Association, except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- f) The Association shall apply any surplus monies and other income to the promotion of the objects, or to the purposes provided for by law, and is prohibited from paying dividends, or from distributing the profits or income to the shareholders or members.

13 ALTERATION TO CONSTITUTION AND RULES

- a) Proposed alterations to the Association constitution, or to the rules of the Association, shall be signed by at least ten of the Financial Members of the Association and submitted to the Honorary Secretary in writing.
- b) A Special General Meeting shall be called for the purpose of alteration of the Constitution, and or rules.
- c) Alterations to the Constitution, or rules, shall only become effective if passed by a majority of the Members present at the Special General Meeting. Any changes to the wording of the constitution are required to be subsequently ratified by the New South Wales Department of Fair Trading.

14 MEMBERS' LIABILITY

The liability of any Member of the Association to contribute towards the payment of the debts, and liabilities of the Association, or to the costs, charges and expenses of winding up the Association, is limited to the amount, if any,

Incorporation No. Y 09332 - 26

unpaid by the Member in respect of membership fees of the Association.

15 COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Public Officer, and shall not be affixed, except by authority of the Committee. The affixing of the seal shall be attested by the signatures of two members of the Committee, or of one member of the Committee and that of the Public Officer.

16 RULES

The Association may promulgate rules governing the proper working of the Association activities and may vary and interpret such rules. Any such rules shall not affect the basis or integrity of the Constitution

17 STANDING ORDERS

General Meeting shall conduct its business in accordance with Standing Orders as presented by the Committee from time to time

18 SUSPENSION OR TERMINATION OF MEMBERSHIP

- a) The Committee may suspend or terminate the Membership of any person whose conduct, in their opinion, is prejudicial to the interests of the Association.
- b) Before suspending or terminating any person's Membership, the Committee shall notify, in writing, the person concerned, stating the reasons for the proposed suspension or termination and giving that person the opportunity of replying and of appearing before the Committee, if the Member so wishes, to seek revocation of the suspension or termination.
- c) The person whose Membership has been suspended or terminated shall have the right of appeal at a Association General Meeting when a majority of those present and entitled to vote shall be necessary to confirm the suspension or termination.
- d) Where suspension or termination has occurred, or where appropriate, as in (c) above, the matter shall be notified to the Society.

19 DISBANDMENT

- a) Notice to disband the Association shall be given to the Secretary of the Society at least two calendar months before the date proposed for such disbandment.
- b) The Committee shall also properly advise the New South Wales Government regulatory authority of such disbandment.
- c) The balance of funds, after all debts and liabilities have been met, and all property belonging to the Association properly disposed of, shall be transferred to such other Association, or the like. Such funds shall be paid and applied by the Committee in accordance with their powers to any Association, institution or authority which has similar objects to the disbanded Association, and which is itself exempt from income tax.

The requirements of the New South Wales Associations Incorporation Act shall be the deciding factor in the disposal of all such funds or property

20 REPRESENTATION IN THE SOCIETY

- a) The Association in General Meeting may appoint one of its Financial Members to represent the Association on the Executive Council of the Society. Notification of such appointment is to be given to the Secretary of the Society at least eight weeks in advance of the Society's Annual General Meeting. In the event of the nominated representative being unable to attend any meeting of the Executive Council of the Society, an accredited substitute is allowed.
- b) The Association, in General Meeting, may nominate one of its Members for election as one of the six Members of the Executive Council of the Society who are elected annually by the Society in General Meeting. Any such nomination shall comply with the requirement for nomination contained in the constitution of the Society and shall be submitted to the Secretary of the Society at least eight weeks in advance of the Society's General Meeting.
- c) Subject to any restriction on numbers and any procedure contained in the Society's constitution, the Association in General Meeting may nominate a delegate, or delegates, to attend a General Meeting of the Society. In the event of a nominated delegate being unable to attend such meeting, an accredited substitute shall be allowed.
- d) Nominations shall be in writing, signed by a proposer and seconder and shall contain a statement that the consent of the person nominated has been obtained. Nominations shall be in the hands of the Society's Secretary eight weeks before the Annual General Meeting and shall be circulated by the Society Secretary to the Associations at least fourteen days before such meeting.

21 ADOPTION

Passed by the Royal Scottish Country Dance Society, Hunter Valley Branch (Incorporated), at a Special General Meeting, called on 22 March 1997, and as amended from time to time. This amendment is dated 26th August 2017.

Revised constitution and amendments registered with the New South Wales Department of Fair Trading, for the purposes of incorporation under the New South Wales Associations Incorporation Act.