

APPROVED by AGM 20251118 Rev 20260207

**The Royal Scottish Country Dance Society**



**Adelaide and Districts Branch Incorporated**

# Constitution

*Original November 1996*

*Altered February 2012*

*Altered November 2013*

*Altered November 2025 revised February 2026*

## 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. ASSOCIATION WITH THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY
  - a) The Branch is an independently constituted organisation consisting of members of the Royal Scottish Country Dance Society (hereinafter called "the Society").
  - b) While it has similar objects to and associates with the Society under a formal Licence Agreement, it operates and carries out its administration and management independently of the Society.
3. The Objects of the Branch shall be:
  - (a) to preserve and further the practice all forms of traditional Scottish Country Dancing, including ceilidh, old-time dances and the more informal dances.
  - (b) to provide, or assist in providing, education or instruction to Society standards 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) generally do such other things as are or may be considered by the Local Association to further the foregoing objects and those of the Society in the district or area to which it relates, including building working links with other local traditional dance and music initiatives.
  - (e) conduct its business in line with the commitments it has given in its Licence Agreement with the Society.
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. 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.
  - vi. 'Society' means 'The Royal Scottish Country Dance Society, Edinburgh, Scotland'
  - vii. 'present in person' includes those members attending via online video
  - viii. 'address' shall be taken to include an address for electronic communication such as via e-mail



### 2. POWERS

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

### 3. MEMBERSHIP AND SUBSCRIPTIONS

- a) Membership of the Branch shall be open to all persons interested in the Objects of the Branch. Only such members as have attained the age of 18 shall have the power to vote in matters concerned with the management of the Branch.
- b) Membership of the Branch includes membership of the Society.
- c) The Committee 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) Applications for membership to the Branch shall be made by completion of the current membership form with payment of the appropriate membership fee to the Treasurer. Following a review of the application at the next committee meeting and consequent acceptance, the applicant shall become a member of the Branch.
- f) The Committee shall have the power to refuse an application for membership to any person who in their opinion should not be admitted to membership of the Branch.
- g) 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.
- h) The rates of subscription for members shall be determined from time to time by the

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members at the Annual General Meeting of this Branch and shall include membership of the Society. A range of memberships is available within the Society. The membership types available shall match that of the Society.

- i) A member may resign from membership of the Branch by giving written notice to the secretary or public officer of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.
- j) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Branch, provided that the committee may reinstate such a person's membership on such terms as it thinks fit.



#### 4. 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 has the management and control of the funds and other property of the association.
- c) 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.
- d) The Committee shall comprise:
  - Honorary President
  - Honorary Secretary
  - Honorary Treasurerat least four and no more than six Ordinary Members
  - i. who shall be appointed at the Annual General Meeting of the Branch for a period of one year only
  - ii. and ex-officio the chairperson of the Teachers' Panel or his/her appointed delegate.
- e) Members appointed to the Committee shall be over the age of 18 and 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. In the case of early resignation, a Committee member shall not be eligible for re-election until at least 12 months has elapsed. In the case of any mid-year elections occurring, the 5-year maximum term for any consequent elections shall commence on re-election at the next Annual General meeting.
- f) 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, their 5-year maximum term commencing at that time if elected.
- g) The committee may appoint a replacement for any member of the committee if a committee member:
  - i. resigns

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- ii. is disqualified by the Act;
- iii. is expelled under these Rules;
- iv. is unable to participate due to ongoing ill health;
- v. is absent without apology from more than three consecutive meetings

- h) 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.



### 5. PROCEEDINGS OF COMMITTEE

- a) The Committee shall meet together for the dispatch of business at least once every two months. If requested by a member, all reasonable steps for provision for online attendance shall be made. Interim decisions made by e-mail or other communication between meetings shall be formally confirmed at a regular meeting.
- 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, present in person.
- 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 to the Annual General Meeting of forward planning and of policies and procedures that are intended to persist past that time for ratification by the Annual General Meeting.
- f) The Committee elected at the Annual General Meeting shall take office at a combined hand-over meeting to be held within two months of the Annual General Meeting.
- g) At the handover meeting, the Committee shall appoint from among their members a Vice-President, a membership coordinator, a website coordinator, a social media coordinator and reviewer for the regular newsletter.
- h) The Honorary President shall act as chair for all meetings of the Committee, or in their absence or declining to take the chair, the Vice President shall take the chair, or in their absence or declining to take the chair, a member of the committee appointed by the meeting shall act as chair.

### 6. 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.

7. 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 five months after 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.
- (j) If requested by a member, all reasonable steps for provision for online attendance shall be made.
- (k) If unable to attend a meeting, a member may, by completion of an appropriate form assign their vote at a meeting to another member as proxy to be exercised on behalf of the member signing the form. A proxy assignment does not count the assigner of the proxy as being present in person.



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### 8. PROCEEDINGS AT GENERAL MEETINGS

- (a) One third of the membership or twenty-five members of the Branch whichever shall be the lesser, present in person, 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 Honorary President or, in their absence the vice-President or in their absence, or in their declining to take, or retiring from the chair, one of the Committee members chosen by the meeting shall preside as chairperson at every general meeting of the Branch.
- (d) 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.
- (e) 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.
- (f) Subject to these rules (with particular regard to 7(k) above) each financial member present in person shall be entitled to one vote. In the case of election of a person to any position, where there is more than one nomination, the election shall be by secret ballot.



### 9. 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 distributed and stored electronically with appropriate backup measures. If requested, they shall be made available to any member of the Branch.
- (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.

### 10. ACCOUNTS AND FINANCIAL

- (a) The financial year of the Branch shall be for the period of twelve months ending on the 30<sup>th</sup> June in each year.

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- (b) The Branch shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Branch.
- (c) The books (which may be in electronic format) and accounts of the Branch approved on audited annually by an auditor appointed at the Annual General Meeting 12 February 2026
- (d) 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)
- (e) All payments from Branch accounts are to be authorised by any two of the following office holders:
- i President
  - ii Vice-President
  - iii Honorary Secretary
  - iv Honorary Treasurer
- (f) 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.
- (g) Monies raised by any Sub-Committee is the sole property of the Branch.
- (h) All expenses over \$200 must be approved beforehand by the committee or a general meeting.

### 11. WINTER SCHOOLS

- a) Winter Schools will be held by agreement with the other Australian Branches and a Winter School account shall be maintained for this purpose.
- b) Monies held in The Winter School Accounts, can only be used for Winter School purposes except in exceptional circumstances approved by the Members at a Special General Meeting.
- c) The Winter School subcommittee to have the authority to receive and spend monies in the name of the Branch for the purpose of the Winter School with the proviso that the Winter School Treasurer report to the Committee of Management twice a year in June and November.

### 12. TEACHERS' PANEL

- a) The Panel shall consist of: -
- i. Members of the Branch holding a Teaching Certificate, Unit 3 or 5, or actively working to attain a teaching certificate and/or regularly teaching a class and
  - ii. Other members of the Branch agreed to by the Panel and the Committee.

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- b) The Panel shall elect from the panel membership a Chairperson and a Secretary prior the Annual General Meeting of the Branch.
- c) The President of the Branch, or a delegated representative of the Committee shall be an ex-officio member of the Panel.
- d) Branch Class
- At the Annual General Meeting, the Panel shall nominate Teachers for the Branch Class for the ensuing year, subject to approval by the Annual General Meeting.
  - The Teachers so nominated shall arrange a teaching roster for the year.
  - For those undertaking Teacher Training, the panel shall provide on a regular basis (at least once a month) the opportunity to teach at the Branch Class.
- e) Branch Social Events
- When a Branch Event (such as ball, social, ceilidh) is planned, the Panel shall:
- Prepare and distribute the Program.
  - Arrange suitably skilled people for recapping dances at the event.
- f) Schools and Classes
- The Panel shall:
- Make recommendations to the Committee of the need to hold Day Schools/Introductory Classes/Technique Classes.
  - Appoint Teachers for the Day Schools/Introductory Classes/Technique Classes.
  - The Committee shall arrange the Venues and Fees.
- g) Proceedings
- The Panel shall: -
- Meet at least three times a year. Meeting times and locations are to be determined by the Panel.
  - Provide the Committee with Minutes of the Panel's Meetings and reports of any other items/issues referred to the Panel by the Committee.
  - The Chairperson of the Teachers' Panel shall prepare and present an Annual Report to Branch Members at the Annual General Meeting.
- h) Technical Assistance
- The Panel shall provide technical assistance as and when requested by the Committee, including for Teacher Training



### 13. RESOLUTION OF DISPUTES

Resolution of any dispute about the interpretation of or adherence to these rules or any actions undertaken by the Committee of Management, shall, in the first instance, be attempted by Alternate Dispute Resolution such as Mediation and shall take into account the jurisdiction and laws of South Australia.

### 14. INDEMNIFICATION OF MEMBERS AND AGENTS

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 such person defending any proceedings whether civil or criminal in which judgement is given in that person's favour or in which that person is acquitted or in connection with any application under the Act in which relief is granted to the person by the court in respect of any negligence default breach of duty or breach of trust.