

The Companies Acts 1985 to 2006

Company Limited by Guarantee  
and not having a Share Capital

MEMORANDUM OF ASSOCIATION

of

THE ENGLISH AMATEUR DANCESPORT ASSOCIATION LIMITED

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1. The name of the Company ("Company" or "Association") is "The English Amateur Dancesport Association Limited".
2. The registered office of the Company is to be situated in England and Wales.

**Objects**

3. The objects of the Company are:
  - 3.1 to further the activity of Amateur Dancesport in all its forms;
  - 3.2 to foster team spirit and improvements in performance among Amateur Dancesport competitors of all grades, styles and age groups as set out in the Equity Policy adopted by the Association, in accordance with the recommendations of Sport England, which policy prohibits discrimination on the grounds of gender, marital status, race, colour, disability, sexuality, age, occupation, religion or political opinion;
  - 3.3 to maintain in a strong, stimulating, united and democratic body all bona fide Amateur dancers;
  - 3.4 to organise events and promotions (either directly or in co-operation with other organisations) aimed at providing Association members with world class opportunities;
  - 3.5 to represent its members' interests in relation to all other organisations both at home and abroad and to provide such services to its members as may be deemed appropriate by the General Council of the Association;
  - 3.6 to promote actively the holding in England or in any other part of the United Kingdom or the Channel Islands of World and European Amateur Championships and other events held under the auspices of the International Dance Sport Federation or other International organisations;
  - 3.7 to promote interest in Dancesport throughout England;
  - 3.8 to play a full and active part in the work of the International Dance Sport Federation and other bodies, both in the U.K. and abroad, whose functions are complementary and beneficial to the Association.

## **Powers**

4. To further its objects the Company shall have the following powers and may:
  - 4.1 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
  - 4.2 subject to any consent required by law, dispose of, charge or deal with all or any of its property with or without payment and subject to such conditions as the Executive Committee thinks fit;
  - 4.3 subject to any consent required by law, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;
  - 4.4 set aside funds for special purposes or as reserves against future expenditure;
  - 4.5 invest the Company's money not immediately required for its objects in or upon any investments, securities, or property;
  - 4.6 delegate the management of investments to a financial expert provided that:
    - 4.6.1 the investment policy is set down in writing for the financial expert by the Executive Committee;
    - 4.6.2 every transaction is reported promptly to the Executive Committee;
    - 4.6.3 the performance of the investments is reviewed regularly by the Executive Committee;
    - 4.6.4 the Executive Committee is entitled to cancel the delegation arrangement at any time;
    - 4.6.5 the investment policy and the delegation arrangements are reviewed at least once a year;
    - 4.6.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Executive Committee on receipt; and
    - 4.6.7 the financial expert may not do anything outside the powers of the Executive Committee;
  - 4.7 arrange for investments or other property of the Company to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Executive Committee or of a financial expert acting under their instructions and pay any reasonable fee required;
  - 4.8 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;

- 4.9 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 4.10 subject to the restriction in clause 4.7 raise funds by way of subscription, donation or otherwise;
- 4.11 accept (or disclaim) gifts of money and any other property;
- 4.12 trade in the course of carrying out the objects of the Company and carry on any other trade which is not expected to give rise to taxable profits;
- 4.13 incorporate subsidiary companies to carry on any trade;
- 4.14 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 4.15 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
- 4.16 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 4.17 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument;
- 4.18 subject to clause 5:
- 4.18.1 engage and pay employees, consultants and professional or other advisers; and
- 4.18.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 4.19 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable or other purposes;
- 4.20 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the purposes included in the Company's objects);
- 4.21 undertake and execute charitable trusts and other trusts of funds for its members;
- 4.22 undertake and execute trusts and hold and administer funds in trust for individual members to be disbursed for training or coaching for such members or for any purpose as may have been defined by the terms under which such funds were originally paid;

4.23 amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Company;

4.24 pay out of the funds of the Company the costs of forming and registering the Company;

4.25 insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Executive Committee to protect the Company;

4.26 provide indemnity insurance to cover the liability of the Executive Committee which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company: Provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:

4.26.1 any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not; or

4.26.2 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her;

and

4.27 do all such other lawful things as shall further the Company's objects.

#### **Limitation on private benefits**

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5.1 The income and property of the Company shall be applied solely towards the promotion of its objects.

5.2 Except as provided below no part of the income and property of the Company may be paid or transferred directly or indirectly by way of benefit to the members of the Company and no member of the Executive Committee or General Council may receive any remuneration or other benefit in money or money's worth from the Company. This shall not prevent any payment in good faith by the Company of:

5.2.1 any payments made to any member, or any member of the Executive Committee or General Council, or Connected Person in their capacity as a beneficiary of the Company;

5.2.2 reasonable and proper remuneration to any person (not being a member of the Executive Committee or General Council) for any goods or services supplied to the Company (including services performed under a contract of employment with the Company) provided that if such person is a Connected Person the procedure described in Article 11.3 of the Articles must be followed by the

relevant member of the Executive Committee or General Council in relation to any decisions regarding such Connected Person.

5.2.3 interest on money lent to the Company by any member, member of the Executive Committee or General Council or Connected Person at a reasonable and proper rate;

5.2.4 any reasonable and proper rent for premises let by any member, member of the Executive Committee or General Council or Connected Person to the Company;

5.2.5 fees, remuneration or other benefits in money or money's worth to a company of which a member, member of the Executive Committee or General Council or Connected Person holds less than 50% of the capital of that company's shares if such shares are traded on a Recognised Investment Exchange or 25% if that company is privately owned;

5.2.6 reasonable and proper out-of-pocket expenses of members of the Executive Committee or General Council;

5.2.7 reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 4.26 of this Memorandum;

5.2.8 reasonable and proper remuneration to any member of the Executive Committee or General Council for any goods or services supplied to the Company on the instructions of the Executive Committee or General Council (excluding the service of acting as Director and services performed under a contract of employment with the Company) provided that the procedure described in Article 11.3 of the Articles must be followed in considering the appointment of the member of the Executive Committee or General Council and in relation to any other decisions regarding the remuneration authorised by this provision.

5.3 The restrictions on benefits and remuneration conferred on members of the Company and on the Executive Committee or General Council by clause 5.2 of this Memorandum and the exceptions to such restrictions in clauses 5.2.1 to 5.2.8 inclusive of this Memorandum shall apply equally to benefits and remuneration conferred on members of the Company and on members of the Executive Committee or General Council by any Subsidiary Company, and for this purpose references to the Company in clauses 5.2.2 and 5.2.8 shall be treated as references to the Subsidiary Company.

### **Limited liability**

6 The liability of the members is limited.

7 Every member of the Company undertakes to contribute a sum not exceeding £1 to the assets of the Company if it is wound up during his or her membership or within one year afterwards:

7.1 for payment of the debts and liabilities of the Company contracted before he or she ceased to be a member;

7.2 for the costs, charges and expenses of winding up;

7.3 for the adjustment of the rights of the contributories among themselves.

**Winding up**

8 If any property remains after the Company has been wound up or dissolved and the debts and liabilities have been satisfied it may not be paid to or distributed among the members of the Company, but must be given to some other institution or institutions with similar objects. The institution or institutions to benefit shall be chosen by the members and subject thereto by the Executive Committee at or before the time of winding up or dissolution.

**Definitions**

9 Words and phrases used in this Memorandum of Association have the same meanings as are ascribed to them in the Articles of Association of the Company unless the context otherwise requires.

We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum

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**Signatures, Names and Addresses of Subscribers**

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Guarantee

- |    |                              |    |
|----|------------------------------|----|
| 1. | Signature:                   | £1 |
|    | Name:                        |    |
|    | Address:                     |    |
|    | Date:                        |    |
|    | [WITNESS to above signature: |    |
|    | Signature:                   |    |
|    | Name:                        |    |
|    | Address:                     |    |
|    | Occupation:]                 |    |
| 2. | Signature:                   | £1 |
|    | Name:                        |    |
|    | Address:                     |    |
|    | Date:                        |    |
|    | [WITNESS to above signature: |    |
|    | Signature:                   |    |
|    | Name:                        |    |
|    | Address:                     |    |
|    | Occupation:]                 |    |

3. Signature: £1

Name:

Address:

Date:

[WITNESS to above signature:

Signature:

Name:

Address:

Occupation:]

The Companies Acts 1985, 1989 and 2006

Company Limited by Guarantee  
and not having a Share Capital

ARTICLES OF ASSOCIATION

of

THE ENGLISH AMATEUR DANCESPORT ASSOCIATION LIMITED

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**1 Definitions**

1.1 The following terminology shall be defined in these Articles as set out below:

Association	The English Amateur Dancesport Association Limited or the Company
BDC	British Dance Council
Bye-Laws	The Bye-Laws of the Company made or adopted from time to time in accordance with these Articles
Company	The English Amateur Dancesport Association Limited or the Association
Constitution	The Memorandum and these Articles of Association of the Company
EADA	The English Amateur Dancesport Association Limited or the Company
Executive Committee	The Executive Committee of the Association
Full Adult Member	A Full Member of the Association as define in rule 3.1

General Council	The General Council of the Association
Great Britain	The area comprising England, Scotland and Wales
Member	A Full Member or Full Life Member of the Association (unless otherwise specified) (see also definition of 'Full Adult Member' above)
President	The President of the Association
Term of Office	The term of office of a member of the Executive Committee or General Council (as the case may be) as set out in these Articles
Treasurer	The Treasurer of the Association
United Kingdom	The United Kingdom of Great Britain and Northern Ireland
Vice-President	The Vice-President of the Association

## **2 Not used**

## **3 Membership and Registration**

3.1 The membership of the Association shall be divided into two categories, Competitive and Non-competitive.

The Competitive category, which includes Registration to compete in competitions in Great Britain as required under the BDC. Rules, shall consist of:

- (a) Full Members
- (b) Honorary Life Members
- (c) Junior Members
- (d) Juvenile Members
- (e) Disco/Freestyle Members
- (f) Student Members
- (g) Formation Teams
- (h) Schools Membership

The Non-competitive category shall consist of:

- (a) Associate Members
- (b) Honorary Life Members
- (c) Honorary Members

- (d) Full Life Members
- (e) Associate Life Members
- (f) Affiliated Organisations
- (g) Commercial Affiliates
- (h) Supporters Club Members

3.2 Other Membership categories may be introduced from time to time as recommended by the General Council.

3.3 The qualification criteria for each category of membership shall be laid down in the Bye-Laws from time to time.

3.4 Save as set out in Articles 3.5 and 3.6 the Executive Committee shall be entitled to enrol and register as members of whatever relevant category any applicants who are eligible under and who comply with such criteria as shall be specified in the Bye-Laws from time to time.

3.5 Honorary Life Membership and Honorary Membership shall be conferred by the General Council.

3.6 Full Life Membership and Associate Life Membership shall be granted only with the approval of the General Council.

#### **4 Application for Membership**

4.1 Applications for membership of whatever category shall be made on such forms and in such manner as shall be prescribed in the Bye-Laws from time to time.

#### **5 Membership Fees**

5.1 Membership Fees of each category of membership shall be reviewed annually by the Executive Committee and its recommendations shall be subject to approval by the General Council.

5.2 Annual Membership and Registration Fees for each category of membership shall become due and payable on such date or dates as shall be prescribed in the Bye-Laws from time to time.

5.3 Competing without Current Registration

Registration to compete in the relevant category/style (as required under BDC Rules) is complimentary to all members in the competitive category and is included in the annual subscription for these memberships. Registration automatically expires on the date the member's subscription expires unless renewed.

Any person who participates in any dance competition for which Registration is required between the date when membership fees became payable in any year and the date of issue of his/her membership card for that year may be subject to disciplinary action.

#### **6 Termination or Expiry of Membership**

6.1 Normal Expiration

All memberships shall automatically expire (unless renewed) on the day immediately prior to the date the next year's subscription falls due as provided for in Article 5, except as provided below in this Article 6.

## 6.2 Other Events of Termination

Rules concerning termination of membership, including without limitation the voluntary termination of a member, the death of a member and in the event of a member turning professional shall be as prescribed in the Bye-Laws from time to time.

## **7 The Executive Committee**

### 7.1 Governance and Management of the Association

The direction and overall management including the day-to-day management of the Association shall be vested in a governing body called the Executive Committee. The Executive Committee shall have the power to make all decisions necessary regarding the finances, fund raising activities and financial expenditure of the Association.

### 7.2 Composition of the Executive Council

The Executive Committee of the Association shall be the Board of Directors of the Company, and shall comprise not less than 5 nor more than 9 members, which shall include the following Officers of the Association:

- President
- Vice-President
- Treasurer

All the members of the Executive Committee shall be elected by the Members of the Association in accordance with these Articles and/or the Bye-Laws, with the exception of one such member who shall be appointed by the General Council in accordance with Article 7.6.

No person may offer himself for election or be elected as an Officer of the Association unless he/she shall have been approved in advance by the Executive Committee.

### 7.3 Quorum

The quorum at any meeting of the Executive Committee shall be 5 voting members.

### 7.4 Executive Committee Elections

The Officers of the Executive Committee and its elected members shall each be elected for a three year term at an Annual General Meeting of the Association in accordance with the procedure laid out in the Bye-Laws from time to time.

### 7.5 Rotation of the Executive Committee

One of the three Officers of the Association and one third (or the nearest whole number) of the other elected members of the Executive Committee shall retire each year at the Annual General Meeting of the Association and shall be eligible for re-election. The method of nomination, selection, ratification and election of such members of the Executive Committee shall be as prescribed in the Bye-Laws.

#### 7.6 Appointment of a Member of the General Council to the Executive Committee

The General Council shall appoint one member of the General Council, who has served on the General Council for at least one year, to sit on the Executive Committee. This appointment shall be made annually at the first meeting of the General Council following an AGM and shall run until the date of the same meeting the following year.

#### 7.7 Eligibility

Any Full Adult Member in good standing, or Full Life Member, shall be eligible to serve on the Executive Committee. Former competitors who are no longer actively competing shall be eligible providing they are fully paid up members of the Association.

#### 7.8 Resignation or inability to continue serving

In the event that any Officer or other member of the Executive Committee, other than the President, shall resign or be otherwise unable to continue in office, the Executive Committee shall have the power to co-opt a replacement to serve until the next General Meeting of the Association. If the normal expiry date of the Office is later than the next General Meeting, a motion shall be presented to the next General Meeting that the replacement officer be invited to serve the balance of the term of office. If such motion fails to pass, the General Meeting shall be required to elect a replacement officer to serve the balance of the Term of Office. In this case, nominations for the position may be accepted from the floor.

#### 7.9 Removal from Office of an Executive Committee Member

The Executive Committee shall have the power to demand the resignation of one of its members (other than the President) if, in the opinion of the Committee, it is undesirable for that member to continue to hold the office in question. Such demand shall require the vote of two thirds of the members of the Executive Committee. If such a vote is passed, the Officer in question shall be deemed to have resigned and the provisions of Rule 7.6 shall apply.

If the Officer in question is the Vice-President and the Vice-President is in the Chair, as provided under Article 7.14, the Vice-President shall be required to relinquish the Chair to another Executive Committee member for the duration of this discussion.

#### 7.10 Removal of the President from Office

If the Executive Committee wishes to demand the resignation of the President, the President shall be required to permit discussion by the Committee of such a proposal and shall hand the Chair of the meeting to the Vice-President or, in the absence of the Vice-President, to the Treasurer for the purpose of such discussion. If a minimum of two thirds of the voting members of the Committee shall vote in favour of the proposal, the President shall be suspended from Office and the Vice-President shall become Acting President.

The Acting President shall be required to call an Extraordinary General Meeting of the Association at the earliest possible date to review the matter. The Extraordinary General Meeting shall have the power either to approve the removal of the President or to reinstate the former President on a simple majority of the voting members present. In the event that the Annual General Meeting is scheduled to take place within one month, it will not be necessary to call an Extraordinary General

Meeting and the matter shall be placed on the Agenda of the Annual General Meeting. The membership must be notified that this matter is on the Agenda.

If the General Meeting votes to approve the removal of the President, an election shall be held at the same meeting for a replacement to serve the balance of the President's Term of Office. In the event that the Vice-President is elected as President, a similar election shall be held to replace the Vice-President. In the event that another Officer currently serving on the Executive Committee is elected to either position, that Officer shall be entitled to resign from his/her other duties, in which case, an election shall be held for a member to take over that Office for the balance of the existing term. For any or all such elections, nominations may be taken from the floor.

#### 7.11 Responsibilities of the President

The President may, at his/her discretion, delegate some of his/her duties to another member of the Executive Committee. In this event, the President's responsibilities for these delegated duties as defined in these Articles shall fall upon the Executive Committee member delegated to perform them.

#### 7.12 Temporary Replacement of the President or Vice-President

In the event of the temporary absence or indisposition of the President, the Vice-President shall automatically be appointed Acting President and shall be regarded as the President for the purpose of these Articles until the President is able to resume his/her duties.

In the event of the temporary absence or indisposition of the Vice-President or of the Vice-President assuming the position of Acting President as provided for above, either the President or Vice-President shall appoint another member of the Executive Committee as Acting Vice-President for the duration of such absence or indisposition.

#### 7.13 Resignation, Death or Incapacity of the President

In the event of the resignation or death of the President or if, in the opinion of the Executive Committee, he/she is unable to carry out his/her duties in a satisfactory manner for reasons of health or other ongoing circumstances outside the control of the President, the Vice-President shall automatically be appointed Acting President and shall be regarded as the President for the purpose of these Rules, pending the appointment of a new President. An election for a new President shall take place at the next General Meeting of the Association and the member elected shall serve the balance of the current Term of Office. If the President's current Term of Office expires at that meeting then the normal procedures for the election of a new President in accordance with these Articles and/or the Bye-Laws shall apply.

#### 7.14 Presiding Chairman

Except as provided under Article 7.10, the President shall take the Chair at any meeting of the Executive Committee. If the President is unable to attend, the Vice-President shall take the Chair. In the event that neither the President nor the Vice-President is able to attend a meeting of the Executive Committee, the meeting shall normally be cancelled unless either the President or Vice-President has instructed otherwise, in which case the Treasurer shall take the Chair.

#### 7.15 Voting Rights on Executive Committee

All members of the Executive Committee shall be entitled to one vote each in respect of motions on the table. In the event of a tied vote, the presiding Chairman may have a casting vote.

#### 7.16 Payment of Expenses

Reasonable travel and subsistence expenses may be paid by the Association to members attending Executive Council meetings in accordance with the provisions of the Bye-Laws.

#### 7.17 Executive Committee Members' Duties

(a) Executive Committee Members must, at all times, carry out Association policy to the best of their ability.

(b) Executive Committee Members must not make written or verbal statements in the name of the Association unless authorised to do so by the Executive Committee or the President.

(c) Non-attendance at two consecutive meetings of the Executive Committee (where appropriate) will be considered as resignation from the Executive Committee, unless reasonable excuses have been offered to the President in advance of such meetings.

#### 7.18 Trust Funds

Where funds have been paid in trust for individual members, such trust funds will be administered by the President and the Treasurer for and on behalf of the Executive Committee and paid out in respect of training or coaching for the member or for any such purpose as may have been defined by the terms under which the funds were originally paid.

### **8 The General Council**

8.1 The delegates to the General Council shall either be elected annually at the Annual General Meeting of the Association or shall be nominated by the Affiliated Organisation which they represent.

#### 8.1 Elected Delegates

##### 8.1.1 Maximum Number of Delegates

All the members of the Executive Committee shall be ex-officio members of the General Council

The maximum number of other Elected Delegates to the General Council shall be determined from time to time by the General Council but shall not exceed 16.

The composition of Elected Delegates shall include as a minimum:

- 3 Amateur Standard or Latin style competitors (a minimum of one from each style);
- 3 Senior Standard or Latin style competitors (a minimum of one from each style);
- 3 Sequence competitors, which may include a Sequence Parents' Representative;
- Not less than 1 Parents' Representative.

##### 8.1.2 Eligibility

Any Full Adult Member in good standing who has been a Full Adult Member of the Association for not less than 6 months, or any Full Life Member, shall be eligible to serve on the General Council. Former competitors who are no longer actively competing shall be eligible providing they are fully paid up members of the Association.

Nominees for the position of Parents' Representative must be parents or legal guardians in good standing of existing Junior or Juvenile competitors.

All retiring members of the General Council or the Executive Committee may be nominated for re-election unless such member has ceased to be eligible under these Rules.

#### 8.1.3 Nominations Exceeding Available Places

In the event that the number of nominations exceeds the number of places available, a ballot shall be held. Candidates who do not receive sufficient votes to be elected shall be retained on a Reserve List. In the event that a General Council Member resigns during the year, a replacement delegate may, at the discretion of the President, be selected and co-opted from the Reserve List, having regard to the desirability of maintaining the composition of the General Council.

#### 8.1.4 Insufficient Nominations

In the event that insufficient nominations are received to fill all the seats on the General Council, volunteers to fill the vacant seats may be nominated after the AGM directly to the Executive Committee, who shall have discretion as to whether to accept the nomination and to co-opt such person or persons to the General Council.

#### 8.2 Nomination and Election of Delegates

The method of nomination, selection, ratification and election of such members of the Executive Committee shall be as prescribed in the Bye-Laws.

#### 8.3 Nominated Delegates

Each Affiliated Organisation shall be entitled to send one Delegate to the General Council. If one or more of their members is elected to either the Executive Committee or the General Council, as provided under these articles or the Bye-Laws, such Elected Delegate(s) shall be considered to be also that Organisation's Delegate. Otherwise the Organisation may nominate a Delegate of its choice who must be eligible under Article 8.1.2. If an Organisation's Delegate resigns or is otherwise unable to complete the year, the Organisation may nominate a replacement.

#### 8.3 Commercial Affiliates

Commercial Affiliates are not entitled to send a Delegate to the General Council. However, at the discretion of the Executive Committee, a Commercial Affiliate may be invited to send a non-voting advisor to one or more meetings of either the Executive Committee or the General Council.

#### 8.4 Invited Delegates

Life Members or Honorary Life Members may, at the discretion of the Executive Committee, be invited to sit on the General Council. Such invitations shall only be valid until the date of the next Annual General Meeting, unless renewed.

## 8.5 Co-opted Delegates

In addition to the members of the General Council and the Executive Committee as above, either the General Council, the Executive Committee, or the President may co-opt additional specialist members, either financial or advisory. Such persons need not necessarily be members of the Association and may be co-opted for specific meetings of the General Council or the Executive Committee only, if circumstances dictate, but they shall not be entitled to a vote. They shall be required to relinquish such position on the request of the body which co-opted the delegate. All co-opted delegates must at least be an Associate Member.

## 8.6 Association Member serving on the IDSF Presidium

In the event that an Association Member who is not a member of the Executive Committee is elected to either the IDSF Presidium or any IDSF Commission, then such member shall be automatically co-opted to the Executive Committee for the duration of his/her term on the Presidium. Such person however shall not be entitled to a vote. If that member is subsequently elected to that Committee he/she shall assume the status of an Elected Delegate rather than a Co-opted Delegate. If he/she fails to be elected or re-elected to the Committee whilst still serving on the Presidium, he/she shall again be co-opted.

## 8.7 Presiding Chairman

Except as provided under Article 7.10, the President shall normally take the Chair at any meeting of the General Council. If the President is unable to attend, the Vice-President shall take the Chair. In the event that neither the President nor the Vice-President is able to attend a meeting of the General Council, the Treasurer shall automatically take the Chair provided that a quorum is present.

## 8.8 Voting Rights

All members of the General Council shall be entitled to one vote each in respect of motions on the table, with the exception of Co-opted Delegates and delegates representing Commercial Affiliates. In the event of a tied vote, the presiding Chairman may have a casting vote.

## 8.9 Payment of Expenses

Reasonable travel and subsistence expenses may be paid by the Association to members attending General Council meetings in accordance with the provisions of the Bye-Laws.

## 8.10 General Council Members' Duties

(a) General Council Members must, at all times, carry out Association policy to the best of their ability.

(b) General Council Members must not make written or verbal statements in the name of the Association unless authorised to do so by the General Council, the Executive Committee or the President.

(c) Non-attendance at two consecutive meetings of the General Council will be considered as resignation from the General Council, unless an acceptable excuse or a Doctor's Certificate is sent to the President within 14 days of the meeting. This will not apply in cases where a General Council Member has been selected to represent England at an event which coincides with the meeting or where travel to or from the

event takes place on the day of the meeting. Nor will it apply where the General Council Member has received prior permission from the President to take part in an important event or has otherwise been required by the Executive Committee or the President to represent the Association elsewhere.

## **9 Powers**

### 9.1 General Council Powers

#### 9.1.1 Policies

The General Council shall have the authority to draft, amend, approve and adopt policies relating to specific matters of interest to the Association and its members, including the Association's position relating to matters of public interest such as drug misuse in Dancesport competitions. These policies or amendments to existing policies shall be announced to the membership no later than the next Annual General Meeting of the Association following adoption or amendment.

#### 9.1.2 Bye-Laws

The General Council may from time to time make such Bye-Laws it may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may regulate by such Bye-Laws:

- (a) the admission and classification of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) rules for Competitions, membership statuses, and the like, organisation of charts and points, events, displays and demonstrations, awards, sponsorship;
- (c) any Special Rules relating to specific subjects (e.g. Anti-Doping) which may be deemed to be necessary by the General Council;
- (d) the conduct of members of the Association in relation to one another, and to the Association's servants, including procedures and powers for dealing with disciplinary matters and complaints, putting in place appropriate procedures, penalties, rights of appeal and re-instatement, and all similar matters;
- (e) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
- (f) the procedure at general meetings and meetings of the Executive Committee or General Council and any of their sub-committees in so far as such procedure is not regulated by these Articles;
- (g) the selection and training of English teams and squads;
- (h) the basis of qualification for and issue of coaching licences;

- (i) and, generally, all such matters as are commonly the subject matter of Association rules.

9.1.3 The General Council shall have power to make, alter or repeal such Bye-Laws and to make additions thereto and the General Council shall adopt such means as it deems sufficient to bring to the notice of members of the Association all such Bye-Laws, which so long as they shall be in force, shall be binding on all members of the Association, Provided, nevertheless, that:

(a) no Bye-Law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or these Articles of Association of the Company, and

(b) no Bye-Law may be made altered repealed unless approved by a resolution carried by a majority of at least two thirds of the General Council Members present.

9.1.4 The Executive Committee carry out a full revision of the Bye-Laws every three years, and shall submit its findings to the General Council for approval or otherwise.

9.1.5 Amendments to the Constitution

The General Council shall have the power to propose amendments to the Memorandum and Articles of Association of the Company. Such draft amendments must be approved by a resolution carried by a majority of at least two thirds of the General Council Members present and must then be presented to the next General Meeting of the Association for approval before being adopted.

9.1.6 Advice to the Executive Committee

The General Council shall have the power to issue advice to the Executive Committee in relation to any matter pertaining to the Association's activities and operations.

9.1.7 Policies

The Executive Committee shall have the authority to draft policies or amendments to existing policies relating to specific matters of interest to the Association and its members, including the Association's position relating to matters of public interest such as drug misuse in Dancesport competitions. These policies or amendments to existing policies must be approved by the General Council before they can be adopted.

## **10 Sub-committees**

The Executive Council and the General Council of the Association may establish as many Sub-committees of their respective bodies as shall be deemed necessary. Each Sub-committee shall be chaired by a member of the Executive Committee. The remit of each Sub-committee shall be defined by the Executive Council or the General Council (as the case may be).

The Vice-President shall be an ex-officio member of the Disciplinary Sub-committee and of the Re-instatement Sub-committee. The President shall be an ex-officio member of all other Sub-committees.

Minutes should be produced for all Sub-committee meetings and tabled at the next meeting of both the General Council and the Executive Committee. Where practical, these minutes should be taken by the Secretary of the Association. In the event that

the Secretary is not present, Minutes should be taken either by a committee member or by some other person designated for the task and a copy of the Minutes should be forwarded to the Secretary.

## **11 General Council and Executive Committee Meetings**

### 11.1 General Council Meetings

The number of meetings of the General Council in a calendar year shall not be less than two.

The Secretary shall, at least 14 days before any meeting of the General Council, send to every member of the General Council at his/her postal or Email address in the Association's records, a Notice of the Meeting stating the date, time and place where it will be held and the business to be conducted.

### 11.2 Executive Committee Meetings

The Executive Committee shall meet as often as necessary to conduct the business of the Association. The Secretary shall, at least 7 days before any meeting of the Executive Committee, send to every member of the Executive Committee at his/her postal or Email address in the Association's records, a Notice of the Meeting stating the date, time and place where it will be held and the business to be conducted. Exceptionally, Notice of urgent meetings may be communicated by telephone.

The Executive Committee shall be authorised to conduct urgent business by means of a Conference telephone call or Internet Conference Room provided that the cost is considered to be in proportion to the urgency of the business to be discussed and that all the Committee members have access to the necessary equipment. Minutes shall be made of all meetings of the Executive Committee, including those held under this paragraph.

### 11.3 Proceedings of the Executive Committee and of the General Council

11.3.1 A member of the Executive Committee and the General Council may vote, at any meeting of the Executive Committee and the General Council or of any Subcommittee (as the case may be), on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

11.3.2 Each member of the Executive Committee shall comply with his obligations to disclose his interest in contracts under section 317 of the Companies Act 1985.

## **12 General Meetings of the Association**

### 12.1 Annual General Meetings (AGMs)

An Annual General Meeting shall be held at a date and time determined by the Executive Committee when the following business shall be conducted:

- (a) Presentation of the President's report
- (b) To receive and, if approved, adopt a Statement of the Association's accounts to the end of the previous financial year.

- (c) Election of members to those positions on the Executive Committee whose Terms of Office have been completed as laid down in these Articles.
- (d) Ratification of replacements for members of the Executive Committee who have resigned since the last General Meeting of the Association or are otherwise unable to complete their Term of Office.
- (e) Election of members of the General Council as provided under these Articles.
- (f) To consider and, if approved, adopt any amendments to the Constitution of the Association which shall have been properly proposed as defined in Article 12.1.1 below.
- (g) Such other competent business as shall have been communicated to the President in writing at least 14 days prior to the meeting and approved by the President.

#### 12.1.1 Amendments to the Constitution (Memorandum and Articles of Association)

Any proposal for an amendment to the Constitution of the Association must be notified in a written request to the President at least 21 days prior to the meeting. The request must be signed by at least one hundred members who must be either Full Members in good standing or Full Life Members whose signatures should be identified by their current membership numbers. When the proposal is tabled, it must be proposed and seconded by two of the signatories to the request.

#### 12.2 Extraordinary General Meetings

An Extraordinary General Meeting of the Association can be convened at any time (a) by the President; (b) by written request to the President or Vice-President signed by a majority of the voting members of the General Council or (c) by written request to the President or Vice-President signed by at least one hundred members who must be either Full Members in good standing or Full Life Members whose signatures should be identified by their current membership numbers. Written requests shall state the purpose for which the meeting is being called. The President or Vice-President shall, within 30 days of receipt of such written request, call such a meeting in accordance with the procedure outlined in Article 12.3.

#### 12.3 Notice of General Meetings and Advance Ballots

Written notification of any General Meeting must be sent by the Secretary to all Members at the postal or Email address listed in the Association's records stating the time, date and place where the meeting will be held and the business to be conducted. Such notices must be dispatched in sufficient time to enable receipt under normal postal conditions no later than 14 days prior to the date of the meeting. In the case of the Annual General Meeting, such written notification will normally be originated on the instruction of the President unless the President is incapacitated or otherwise unavailable, in which case it may be originated on the instruction of the Vice-President.

##### 12.3.1 Nomination Papers

Nomination papers for all positions which are scheduled for re-election shall be enclosed with the Notice of the General Meeting or, if such Notice is sent by Email, these papers shall be sent as an attachment. The wording of the Email shall indicate that an attachment is present in order to alert the recipient in the event that the attachment is not received.

##### 12.3.2 Advance Ballots

Where a ballot is to be held prior to the Annual General Meeting as provided in Article 7, notification of the time, date and place where the ballot is to take place must be sent to all members registered as competitors in the section for which the ballot is to be held in sufficient time to enable receipt under normal postal conditions no later than 14 days prior to the date of the ballot. Nomination papers for this ballot must be enclosed or, if sent by Email, attached as provided in Article 12.3.1.

#### 12.4 Chairing a General Meeting

Any General Meeting of the Association shall normally be chaired by the President. In the event that the President is unable to attend, the Vice-President shall take the Chair.

At an Annual General Meeting where a new President is elected, the outgoing President shall remain in the Chair until the end of the meeting. If the outgoing President is nominated for re-election, the Chair shall be handed to the Vice-President or, in the absence of the Vice-President, to another member of the Executive Committee for the duration of the election procedure for the new President.

#### 12.5 Voting at a General Meeting

Only Full Adult Members, Honorary Life Members and Honorary Members shall be entitled to vote at General Meetings of the Association.

### **13 Provision of Constitution and Bye-Laws to Members**

The Constitution and Bye-Laws of the Association together with any special Rules pertaining to specific subjects (e.g. Anti-Doping) shall be published on the Association's Website in a downloadable format. A printed copy of the same shall be available free of charge to Members on request to the Secretary of the Association.

### **14 Remuneration for Officials**

No person serving on the Executive Council, the General Council, or any of its Sub-Committees shall receive any remuneration whatsoever except for bona fide expenses as defined in the Memorandum or these Articles of Association; or other bona fide expenses incurred with the approval of the General Council or the Executive Committee.

### **15. Disciplinary Matters and Complaints and Re-instatement**

15.1 The General Council shall establish and form a Disciplinary Sub-Committee and a Re-instatement Sub-Committee, both of which shall consist of the Vice-President together with a minimum of two members of the General Council. Any appeal from the Disciplinary Sub-Committee or from the Re-instatement Sub-Committee shall be to the President.

15.2 The Bye-Laws shall prescribe procedures and powers for dealing with disciplinary matters relating to members of the Association, complaints and complaints procedures, penalties, rights of appeal and re-instatement, and all similar matters.

### **16 Indemnity**

16.1 Every member of the Executive Committee other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities

which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 727 of the Companies Act 1985 in which relief is granted to him by the Court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of that Act.

- 16.2 The Executive Committee shall have power to purchase and maintain for any of its members, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of that Act.

## **17 The Seal**

- 17.1 If the Company has a seal it shall only be used with the authority of the Executive Committee or of a committee of the Executive Committee. The Executive Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director.
- 17.2 The Company may exercise the powers conferred by section 39 of the Companies Act 1985 with regard to having an official seal for use abroad, and such powers shall be vested in the Executive Committee.

## **18 Transitional Matters**

The members of the Executive Committee and of the General Council holding office of the previously unincorporated English Amateur Dancesport Association as at the date of adoption of these Articles shall remain in office and become the members of the General Council and Executive Committee of the Company, subject always to law and to the terms of these Articles.

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**Signatures, Names and Addresses of Subscribers**

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1. Signature:

Name:

Address:

Date:

[WITNESS to above signature:

Signature:

Name:

Address:

Occupation:]

2. Signature:

Name:

Address:

Date:

[WITNESS to above signature:

Signature:

Name:

Address:

Occupation:]

3. Signature:

Name:

Address:

Date:

[WITNESS to above signature:

Signature:

Name:

Address:

Occupation: