ROYAL SCOTTISH COUNTRY DANCE SOCIETY

RULES AND PROCEDURES

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The RSCDS is a registered Scottish Charity - No. SC 016085

The RSCDS is a company limited by guarantee - No. SC 480530

THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY

RULES AND PROCEDURES (RP)

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THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY

Rules and Procedures (RP)

Introduction

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

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

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

1 Terminology & definitions (Articles and RP)

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

2 Members

In this document "members" has the meaning of individual Society members who have joined as detailed in Section 5 of the Rules and Procedures.

3 Branches

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

4 Trustees

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

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

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

5 Membership

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

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

The types of subscribing membership are as follows:-

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

Non-Subscribing Junior Membership is available for free for children under the age of 12 (as at 1st July) with a responsible adult registering the child's junior membership with a primary Branch or the Society's office.

6 Governance Structure: Branches

Branches are independently constituted entities governed by their own constitution and the laws of their own country. They recruit members, usually from within an immediate geographical area, and consist wholly of members of the RSCDS. Branches direct the activities of the RSCDS through their Delegates who represent them at Society General Meetings.

Each Branch is obliged to appoint a number of Delegates from amongst their primary members. The number of Delegates must be in accordance with the Articles of Association.

7 Governance Structure: Management Board

The activities of the Society are managed by the Management Board which meets regularly between Annual General Meetings. The Management Board members are the sole Trustees of the Society and ensure the proper governance of the Society in accordance with its Articles and Rules and Procedures and relevant charity legislation and regulations..

The Management Board is composed of the following:

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

The total number of Board members is limited to a maximum of 15.

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

No payment is received by any member of the Management Board for their services as a Board member, although reasonable expenses are reimbursed.

The collective duties of the Management Board are those described in the Articles. The Society, at its registered office at 12 Coates Crescent, Edinburgh EH3 7AF, employs staff to provide services to the members, Branches, Trustees, Committees and the general public. The Chief Operating Officer, or equivalent, is responsible to the Management Board reporting directly to the Chair. The Chief Operating Officer, or equivalent, attends all Board meetings and may attend any committee meetings.

8 Powers of the Management Board

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

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

(a) To appoint a Summer School Director, Music Director, Archivist and other positions as required, to take responsibility for, and control of specific operations within the Society. Such appointees must be members of the Society and aged eighteen or over.

(b) To appoint members or non-members to take on executive, managerial or supervisory responsibilities as defined by the Management Board and to determine their terms and conditions of engagement and remuneration, if any.

(c) To appoint administrative staff and advisors and determine their remuneration.

(d) To appoint members to fill vacancies on the Management Board and Management Committees as substitutes with voting rights when required, to enable the efficient running of the Society until the next election.

(e) To interpret this document in a manner consistent with its general intent and address any ambiguity, inconsistency or other inadequacy. All such interpretations will be recorded and reported to the Society in General Meeting.

(f) To define strategies, policies, procedures, practices, committee remits and the duties, responsibilities and terms of office of Directors and appointees.

(g) To grant and to remove Branch status to/from Local Associations.

(h) To grant and to remove the status of Affiliated Group to companies, societies, clubs, associations or other bodies interested in the objects and purposes of the Society. Such decisions will be at the absolute discretion of the Management Board.

(i) To determine all fees payable to the Society other than membership subscriptions.

(j) To determine the reporting line of persons appointed to non-trustee positions. In the specific case of the Archivist they will report to the Board through the Chair.

(k) To suspend Branch status from Local Associations in the case of misdemeanour, mismanagement or bringing the Society into disrepute.

9 Governance Structure: Chair and Chair Elect

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

10 Governance Structure: Treasurer

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

11 Governance Structure: Management Committees

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

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

The role and remit of each Management Committee will be subject to annual review by the Management Board and will be published on the Society's website. The role, remit and composition of any panels and working groups will be subject to annual review by the Management Board. The agreed role and remit will be published on the Society's website.

11.1 Education and Training Committee

Membership:

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

11.2 Membership Services Committee

Membership:

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

11.3 Youth Services Committee

Membership:

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

elected members.

11.4 Management Committee Meetings

(a) Management Committees normally meet four times each year and present reports of their meetings to the Management Board.

(b) At any Management Committee meeting a quorum exists when at least half of the Committee members eligible to vote are present.

(c) The chair of the meeting (normally the Convenor) has a casting as well as a deliberate vote.

(d) The Convenor Elect, or a member of the Committee, will take the chair in meetings and attend the Management Board meetings when the Convenor is not available.

(e) The Chair, Chair Elect and the Chief Operating Officer or equivalent may at any time attend and participate in any Committee or other meeting, but without a vote.

12 Governance Structure: Complaints Committee

In the event of complaints or disputes related to decisions made by the Management Board, the Management Board will appoint a previous Society Chair to chair a Complaints Committee and select two RSCDS members, who are not Trustees and have no interest in the complaint, to join the committee. Decisions made by the Complaints Committee will be final and binding.

13 Elections, Terms of Office and Eligibility

The governance requirements in relation to elections, terms of office and eligibility are detailed in the Articles of Association which take precedence over the Rules and Procedures. This section provides more detailed guidance on these topics which should be referred to when not covered by the Articles.

13.1 Eligibility

(a) Any member of the Society aged eighteen or over may stand for election subject to the rules concerning Elections and Terms of Office set out below.

(b) Any member may not hold more than one of the posts on the Management Board, which is composed of Office-bearers, Committee Convenors and other Trustees.

(c) Management Board members may hold other positions within the society.

13.2 Elections

All elections will take place at the Annual General Meeting and will be in accordance with the Society's Articles of Association.

13.3 Management Board

An elected ordinary member of the Management Board will not be eligible for election as, or appointment as a substitute to fill a vacancy for an ordinary member of any Management Committee.

13.4 Management Committees

(a) An election shall be held for a Management Committee Convenor Elect one year before the Management Committee Convenor shall be due to complete their term of office. Each Management Committee Convenor Elect shall be elected to hold office for one year and shall then take office as Convenor for three years. In the event of the resignation, removal or death of a Convenor, the Convenor Elect shall immediately take office as Convenor and continue to hold that office after the next Annual General Meeting for a further three years. In the event of the resignation, removal or death of a Convenor when there is no Convenor Elect, or in the event of a Convenor completing their term and there being no Convenor Elect, the Management Board will appoint an interim Convenor, with voting rights, to serve until the next Annual General Meeting at which a direct election will take place.

(b) A retiring Convenor must stand down for a period of at least one year before being eligible for election or appointment to any office. A serving or retiring Convenor, however, may be elected to office as Chair Elect, or be appointed as Treasurer, without first observing any such stand-down period.

(c) An elected ordinary member of a Management Committee shall be entitled to serve for a term of up to three years before standing down, but will be eligible for re-election for one further term of up to three years.

(d) A serving or retiring member of a Management Committee may be elected to office as Chair, Chair Elect, or as a Convenor of a Management Committee, or be appointed Treasurer.

(e) An elected ordinary member of a Management Committee will not be eligible for election as, or appointment as, a substitute to fill a vacancy for, an ordinary member of another Management Committee.

(f) Any casual vacancy arising amongst the ordinary elected members of a Management Committee may be filled by appointment in accordance with the Articles.

(g) An elected Convenor or Convenor Elect will not be eligible for election as, or appointment as a substitute to fill a vacancy for, an ordinary member of the Management Board or any Management Committee.

13.5 Vacancies and Nominations

(a) Notification of vacancies for all positions will be sent to Branches and posted on the Society website.

(b) All nominations must be in writing on the prescribed form, proposed and seconded by members aged 18 years or over and supported by 10 additional similarly qualified members, in the case of Nominations to the Management Board, Convenor and Convenor Elect, or 5 additional similarly qualified members, in the case of Nominations to a Management Committee. A statement of consent from the member nominated must be included. All nominations must be submitted to the RSCDS Office at least eight weeks before an Annual General Meeting.

13.6 Voting in Elections

Voting in all elections will be on the basis of one vote per registered Branch Delegate. Voting papers for elections will be issued to Branches at least four weeks before the Annual General Meeting. Completed voting papers must be signed by the Delegate concerned, or by the Branch Chair or Branch Secretary on behalf of that Delegate, and returned to reach the RSCDS Office prior to the commencement of the meeting. If sent by post voting papers should arrive at least seven days before the Annual General Meeting. Alternatively, a person entitled to vote can do so virtually where arrangements for online voting have been made.

14 Definition of a year

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

15 General Meetings

15.1 Delegates

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

15.2 Proxies

Each Delegate may appoint a Proxy to attend a General Meeting in their place in accordance with the Articles. A Delegate may be appointed to act as Proxy for another Delegate in accordance with the Articles. Any such appointment will be in writing signed by a delegate. A Proxy has the same rights to participate in the General Meeting as the Delegate they are replacing and must vote as instructed by that Delegate.

15.3 Attendance at General Meetings

Every Delegate and Proxy, on admission to a General Meeting must present their credentials.

The following members may attend and speak at General Meetings in a non-voting capacity: Persons with honorary status, Management Board members, Past Chairs and the Chief Operating Officer or equivalent of the Society. Any member may attend as an observer.

15.4 Procedure at General Meetings

(a) At any such meetings only the business stated on the notice of the meeting will be transacted.

(b) Except as otherwise provided, voting on all motions before a General Meeting will be as instructed by the chair of the meeting. If there is an equal number of votes for and against any motion, the motion will not be carried.

(c) No other person may speak whilst the chair is standing. Delegates will indicate their intention to speak or make a point of order by raising a hand and speaking out. When a Delegate is speaking no other person may speak.

15.5 Motions and Amendments

(a) Every motion and amendment must be formally proposed and seconded by persons present and authorised to speak at the meeting.

(b) Motions submitted from the Management Board will be proposed and seconded by members of the Management Board.

(c) Motions which will result in an amendment to the Articles of Association are required to be passed by Special Resolution. The text of any such amendment must be detailed in the Notice calling the AGM in accordance with the Articles.

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

(e) A motion not seconded will be held as dropped.

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

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

(h) A motion or amendment may be withdrawn by the proposer only with the consent of the seconder and of the chair of the meeting.

(i) The Management Board may issue guidance on the formulation of motions in order to assist Branches in submitting constitutionally valid motions. Motions which meet any guidance are less likely to be deferred. Any guidance will be made available on the Society's website.

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

15.6 Speakers

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

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

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

15.7 Other Procedural Matters

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

Any person entitled to speak who has not spoken on the matter under discussion may move "That the meeting proceed to the next business", but only after at least two speakers apart from the

proposer and seconder have been heard on each side. On such a proposition being made, the motion "That the meeting proceed to the next business" will at once be voted upon without further discussion. In the event of this proposition being carried, all discussion on the matter then before the meeting will cease.

15.8 Annual General Meetings

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

(b) Any Branch wishing to amend a motion in the provisional Agenda will send its amendment in written form to the RSCDS Office at least six weeks prior to the AGM for inclusion in the final Agenda.

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

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

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

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

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

(h) Where the AGM agrees to the inclusion of urgent business, this will be dealt with, as far as is practicable, in accordance with the procedures set out for motions.

16 Licence Agreement

A Branch must be licensed by the Society. The Branch must act in accordance with the conditions of the Licence Agreement which may be varied from time to time.

(a) The Management Board is responsible for ensuring that the Model Licence Agreement and the Model Constitution for Local Association/Branches are updated as necessary.

(b) Any two members of the Management Board, one of whom must be the Chair, Chair Elect or the Treasurer, is authorised to sign a Licence Agreement on behalf of the Society.

17 Teachers' Associations

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

(a) All members of such an Association are members of the Society.

(b) The aims and constitution of such an Association are approved by the Management Board.

(c) The Association must agree not to engage in activities which in the view of the Society are prejudicial to the interests of the Society or its Purposes as defined in the Society's Articles.

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

18 Affiliated Groups

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

19 Examinations and Certificates

(a) The Society will conduct examinations for Teaching Certificates or other Certificates in accordance with agreed conditions and fees.

(b) The nature and scope of any such examinations and their form, both practical and theoretical, will be determined by the Management Board on a report by the Education & Training Committee.

(c) The Education & Training Committee will ensure that details of the Society's requirements are issued to Branches and Teachers' Associations, from time to time.

20 Appointments

(a) Notice of vacancies for appointments will be sent to Branches and posted on the Society website and members aged eighteen or over invited to make application.

(b) Applications, giving details of experience and a statement of intent, must reach the RSCDS Office by a specified date.

21 Alterations to the Articles of Association

Any alteration to the Articles requires a Special Resolution, the text of which must be circulated in accordance with the Articles.

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

22 Alterations to the Rules and Procedures

Any alteration to the RP requires an "Ordinary Resolution", the text of which must be circulated in accordance with the Articles.

Such a resolution requires to be passed by more than 50% of the votes cast. A 50% majority relates only to the number of votes cast in favour compared with the number of votes cast for and against, taking no account of abstentions or absentees.

23 Governance Structure: Winding Up/Dissolution

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