

THE SOCIETY FOR DANCE RESEARCH

CONSTITUTION

(Adopted by the Society on 8 December 1995)

(19. Notices – approved and amended AGM 9th November 2014)

(6. Honorary Officers – approved and amended AGM 1 December 2016)

1. NAME

The name of the association is The Society for Dance Research ("the Society")

2. ADMINISTRATION

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by Clause 7 of this constitution ("the Executive Committee")

3. OBJECTS

The Society's objects are to advance education and research into the art of dance in all its forms and aspects for the benefit of the public and to publish the useful results of the research. For the purposes of carrying out this object but not otherwise the Society shall have power:

3.1 To provide a forum in which interested persons may share the findings of research and engage in debate by arranging meetings, discussions and other activities.

3.2 To consult researchers and exponents of dance of all cultures and all nations.

3.3 To co-operate with other charitable bodies anywhere in the world having similar objects to those of the Society.

3.4 To encourage and assist work in the field of charitable dance research.

3.5 To encourage and assist in the preservation of important source material relating to dance.

3.6 To do all such other things as will further the objects of the Society.

4. POWERS

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

4.1 power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

4.2 power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;

4.3 power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Society;

4.4 power subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;

4.5 power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;

4.6 power to co-operate with other charities, voluntary bodies or statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

4.7 power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

4.8 power to appoint and constitute such honorary officers and advisory committees as the Executive Committee may think fit;

4.9 power to do all such other lawful things as are necessary for the achievement of the objects.

5. MEMBERSHIP

5.1 Membership shall be open to anyone interested in advancing the objects of the Society and who has paid the annual subscription laid down from time to time by the Executive Committee, and shall be divided as follows:

5.1.1 INDIVIDUAL MEMBERS, who shall be entitled:

- to attend all meetings of the Society and to have one vote;
- to attend all events organised by the Society;
- to receive one copy of each issue of the Journal of the Society.

At the discretion of the Executive Committee, an Individual may convert his annual membership into a life membership on payment of a lump-sum payment of such amount as the Executive Committee shall in its discretion decide.

5.1.2 CORPORATE MEMBERS, who shall be entitled:

- to send two delegates to all meetings of the Society and to have one vote, to be exercised by one of these delegates whose name shall be given to the Secretary before the meeting;
- to send two delegates to all events organised by the Society;
- to receive one copy of each issue of the Journal of the Society

5.1.3 STUDENT MEMBERS

Student membership shall be open to such persons as the Executive Committee shall from time to time decide, and shall entitle such student members to such benefits that the Executive Committee shall from time to time determine with the exception of the right to attend Annual and Special General Meetings.

5.1.4 HONORARY MEMBERS

The Executive Committee may bestow at its discretion honorary membership on any person or corporate body at any time for such period as it shall think fit, and such membership shall confer the advantages enjoyed by Individual Members or Corporate Members respectively, except that it shall not entitle them to vote at an Annual or Special General Meeting.

5.2 Members whose subscriptions are more than three months in arrear shall be removed from the Society's roll, but may be reinstated by the Executive Committee at its discretion.

5.3 All members shall be entitled to receive past or additional copies of the Society's publications (subject to availability) at such cost as the Executive Committee shall from time to time decide.

5.4 The Executive Committee may cancel the election of any member who in its opinion brings the Society into disrepute or works against the aims of the Society, but in such case the unexpired portion of

that member's subscription shall be returned. The Executive Committee may also decline to allow renewal of that member's subscription and shall give to that member notice in writing of its decision to do so. All such decisions shall be presented for confirmation at the next Annual or Special General Meeting, when that member may appeal.

5.5 Each Individual and Corporate Member shall be supplied with a copy of the Constitution of the Society.

6. HONORARY OFFICERS

The Officers of the Society shall consist of:

- an Honorary Secretary,
- an Honorary Treasurer,
- an Honorary Membership Secretary, and
- an Honorary Events Secretary,
- an Honorary Newsletter Editor,

each of whom shall be elected at an Annual General Meeting to serve for a term not exceeding three years from that date, being then eligible for reappointment, and

- an Honorary Editor,

who shall be appointed by the Executive Committee (with any approval that may be required under contract if the Journal is being published by an independent publisher) for a term not exceeding five years, being then eligible for reappointment if the Executive Committee so decides. The Executive Committee shall also require that the newly appointed honorary editor to 'understudy' the incumbent honorary editor for a period of no less than two years prior to officially undertaking the appointment, and therefore the appointment of the new honorary editor must be resolved at least two years in advance so as to accommodate this process.

The Officers of the Society shall (so long as they are Individual Members of the Society) be ex-officio members of the Executive Committee and shall be entitled to all rights of membership of that Committee.

7. EXECUTIVE COMMITTEE

7.1 The Executive Committee shall consist of not fewer than ten members nor more than fifteen members being:

- the Honorary Officers specified in Clause 6, and
- not fewer than six nor more than nine members appointed at an Annual General Meeting who shall hold office from the conclusion of that meeting.

7.2 The Executive Committee may in addition appoint not more than three co-opted members but so that no one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee meeting called under Clause 10 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated, in which case the appointment shall run from the date when the place becomes vacant. Such co-options shall not exceed three and shall be reported at the next Annual General Meeting.

7.3 At each Annual General Meeting one-third, or the nearest number that does not exceed one-third, of the members of the Executive Committee (exclusive of the Honorary Officers) shall retire from office, being eligible for re-election. The members to retire shall be those who have been in office the longest since last being elected, or in the case of equal seniority as shall be determined by lot. The election shall take place at the Annual General Meeting and candidates must be Individual Members of the Society. Nominations duly proposed and seconded, and signed by the candidate, must be received by the Honorary Secretary not less than twenty-one days before the Annual General Meeting. Those candidates who receive most votes shall be declared elected, and in the case of two or more candidates receiving an equal number of votes, the Chairman of the meeting shall have a second or casting vote.

7.4 The Executive Committee shall meet at such times as are necessary to carry on efficiently the business of the Society. Six members of the Executive Committee, of whom one shall be an Honorary

Officer, shall form a quorum.

7.5 The Executive Committee shall make or arrange to be made necessary payments and discharge all business appertaining to the activities of the Society, and shall have power to appoint, pay and dismiss a Secretary or other employees. It shall also have power to appoint such honorary officials as may from time to time become necessary.

8. DETERMINATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if that member:

8.1 is disqualified from acting as a member of the Executive Committee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

8.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering that member's own affairs;

8.3 is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that that member's office be vacated;

8.4 notifies to the Executive Committee a wish to resign (but only if at least ten members of the Executive Committee, including the Honorary Officers, will remain in office when the notice of resignation is to take effect); or

8.5 ceases to be an Individual Member of the Society.

9. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

No member of the Executive Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

10.1 The Executive Committee shall hold at least three ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than four days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include the appointment of a co-opted member, then not less than twenty-one days' notice must be given.

10.2 At the first committee meeting after the Annual General Meeting a Chairman and one or more Vice-Chairmen of the Society shall be elected from the committee members. The Chairman shall, if present, preside at all meetings of the Society and of the Executive Committee. In the absence of the Chairman one of the Vice-Chairmen shall deputise for the Chairman.

10.3 There shall be a quorum when at least one-third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.

10.4 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question, but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

10.5 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at

meetings of the Executive Committee and any sub-committee.

10.6 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

10.7 The Executive Committee may appoint one or more sub-committees consisting of three or more of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently carried out by a sub-committee; provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee. Such sub-committees may seek the advice of non-members if they so desire.

11. RECEIPTS AND EXPENDITURE

11.1 The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.

11.2 The funds belonging to the Society shall be applied only in furthering the objects.

12. PROPERTY

12.1 Subject to the provisions of Clause 12.2, the Executive Committee shall cause the title to:
(a) all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and
(b) all investments held by or on behalf of the Society to be vested either in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided that they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

12.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Executive Committee may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

13. ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

1. the keeping of account records for the Society;
2. the preparation of annual statements of account for the Society;
3. the auditing or independent examination of the statements of account of the Society; and
4. the transmission of the statements of account of the Society to the Commissioners.

14. ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

15. ANNUAL RETURN

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

16. ANNUAL GENERAL MEETING

16.1 There shall be an Annual General Meeting of the Society which shall be held as soon as practicable after the end of each financial year of the Society at such time and place as the Executive Committee shall decide.

16.2 Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least twenty-one days' notice of the Annual General Meeting to all members of the Society.

16.3 The Annual General Meeting shall be chaired by the Chairman (or in his absence by one of the Vice-Chairmen) of the Executive Committee.

16.4 The Executive Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.

16.5 Nominations for election to the Executive Committee must be made by members of the Society in writing and must be in the hands of the Secretary of the Executive Committee at least fourteen days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

16.6 Any member wishing to move a resolution at the Annual General Meeting shall give notice of it in writing to the Secretary not less than fourteen days before the meeting.

17. SPECIAL GENERAL MEETINGS

The Executive Committee may call a Special General Meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one days' notice must be given. The notice must state the business to be discussed.

18. PROCEDURE AT GENERAL MEETINGS

18.1 The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Society.

18.2 There shall be a quorum when at least one-tenth of the members of the Society for the time being or ten members, whichever is the greater, are present at any General Meeting.

18.3 A member wishing to move any resolution at a General Meeting shall give notice of it in writing to the Secretary not less than fourteen days before the meeting.

19. NOTICES

Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary of the Executive Committee on any member either personally or by sending it electronically addressed to such member at that member's last known email address or through the post in a prepaid letter addressed to such member at that member's last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

20. ALTERATIONS TO THE CONSTITUTION

20.1 Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

20.2 No amendment may be made to Clause 1 (name of the charity clause), Clause 3 (the objects clause), Clause 10 (Executive Committee members not to be personally interested clause), Clause 21 (dissolution clause) or this Clause without the prior consent in writing of the Commissioners.

20.3 No amendment may be made which would have the effect of making the Society cease to be a charity at law.

20.4 The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

21. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Society, it shall call a meeting of all members of the Society, of which not less than twenty-one days' notice shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine, or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Commissioners.

