



# Constitution

*(Last updated 28th Dec 2020)*

## **1. Name & Purpose**

- a. The name shall be Edinburgh Swing Dance Society, hereinafter referred to as ESDS.
- b. The purpose of ESDS shall be to provide opportunities to learn and partake in swing dancing in Edinburgh. This shall be achieved via the following.
  - i. The provision of regular swing dance classes and social dance opportunities.
  - ii. Weekend workshops with professional swing dance teachers.
- c. ESDS is a non-profit making organisation with all income generated being used to support the purposes of ESDS or charitable bodies.
- d. ESDS shall be run in accordance with the following Vision and Values:
  - i. The spirit of sharing a mutual love of swing dancing, especially Lindy Hop, the dance of happy feet, should be upheld at all times.
  - ii. ESDS believes in promoting the historic authenticity of Lindy Hop and its close relationship with swing music and other swing dance styles.
  - iii. ESDS shall endeavour to make swing dancing accessible to all and provide an environment where all dancers will feel respected and included.
  - iv. In keeping with the spirit of a not for profit organisation, members and local teachers should be considered volunteers giving their time free of charge to teach or help at classes and workshops and in the running of ESDS.
  - v. No member or local teacher shall seek personal promotion from being involved with ESDS. For example, the use of social media should be to promote ESDS, the dance, the swing community and not the individual.
  - vi. The close relationship between the dance and live music should be encouraged, with the Society actively providing and supporting opportunities to dance to live music.

## **2. Membership**

- a. Membership application shall be open to anyone with an interest in swing dancing.
- b. There will be three categories of membership, namely 'Full', 'Full Life' and 'Temporary'.
- c. All 'Full' membership applications shall be subject to Committee

- approval and payment of the appropriate annual membership fee.
- d. 'Full Life' membership will be offered at the Committee's discretion. Those accepting 'Full Life' membership enjoy the same privileges as 'Full' members but are not required to pay the appropriate membership fee.
- e. 'Temporary' membership will be automatically accorded to anyone attending an ESDS class, workshop, or event who is not already a 'Life' or 'Full Life' member. 'Temporary' membership only applies for the duration of the class, workshop or event.
- f. All 'Full' and 'Full Life' members shall have the right to vote at ESDS General Meetings.
- g. 'Temporary' members have no voting rights and are not entitled to 'Full' membership related discounts on classes and events.
- h. All members in all membership categories will be subject to the regulations of the constitution and, by joining ESDS, will be deemed to accept these regulations and codes of practice that ESDS has adopted.
- i. ESDS events shall be open to all, unless otherwise agreed by the Committee. Charges for events will be determined by the Committee.

### **3. Committee**

- a. The Committee shall consist of at least five and no more than ten 'Full' or 'Full Life' members of ESDS.
- b. There shall be three office bearers - two Conveners and a Treasurer.
- c. All Committee members shall be determined by election by the ESDS membership at an ESDS General Meeting. Specific roles shall be determined by the Committee members.
- d. All Committee appointments shall be for a one-year term. Committee members may seek re-election at the end of their period of Committee membership.
- e. All committee members shall have been ESDS 'Full' or 'Full Life' members for at least one full year immediately prior to election.
- f. If it is not possible to elect at least five people to the Committee, then ESDS shall be dissolved in accordance with the provisions of Section 7 of this constitution with the outgoing committee determining the approach to dispersal of assets and monies.
- g. The Committee will be responsible for adopting new policy, codes of practice and rules that affect the organisation of ESDS, whilst respecting the principles identified in Clause 1d of this constitution at all times.
- h. The Committee can co-opt members at any time for specific purposes provided that the total Committee membership does not exceed eleven.
- i. The Committee shall elect one of its members as having responsibility for health and safety, including the provision of suitable first aid and equipment.
- j. The Committee shall ensure that the data protection principles and the requirements of the GDPR are followed.
- k. The Committee will be responsible for disciplinary hearings of members

who infringe the ESDS rules/regulations/constitution. The Committee will be responsible for taking any action of suspension or discipline following such hearings.

- l. The Committee will be responsible for ensuring that a safe social environment is created and maintained for all in attendance at ESDS classes and events with appropriate procedures in place to deal with any issues that may arise.
- m. Committee meetings shall be convened by a Convener and be held a minimum of four times a year.
- n. Committee meetings shall be quorate if there are either at least three or half of the Committee members present, whichever number is the greater. Also there must be at least one office bearer present.
- o. Each member of the Committee shall have a single vote, apart from the Conveners who shall have a casting vote.
- p. General Meetings of ESDS shall be chaired by one of the three office bearers, depending on availability. Committee Meetings can be chaired by any member of the Committee, based on a rotating schedule.
- q. The minutes of General Meetings of ESDS shall be taken by one of the Conveners, depending on availability. In the event that a Convener is unavailable, the Committee shall agree who will record the minutes. The minutes for Committee Meetings can be taken by any member of the Committee, based on a rotating schedule.
- r. The Conveners shall be responsible for dealing with all formal ESDS correspondence.
- s. The Committee shall establish and agree an annual budget.
- t. The Treasurer shall be responsible for the administration and management of ESDS cash and the ESDS bank account. This includes ensuring all bills are paid in a timely manner, monitoring of spending against budget, reporting of Finance to Committee meetings, and preparation of an annual financial report for presentation at the Annual General Meeting.
- u. Other roles and responsibilities shall be determined and assigned by the Committee.
- v. Committee decisions can be made outside of formal meetings, provided that there is unanimous agreement. Such decisions shall be recorded in the minutes of the next Committee meeting.
- w. Committee members shall respect the ethos of ESDS and shall not seek personal gain or promotion through ESDS.
- x. In order to avoid conflicts of interest, Committee members shall not be Committee members of other swing dance organisations unless this is agreed, by the Committee, to be of benefit to ESDS.
- y. A Committee member may be expelled from the Committee provided that at least two thirds of the total Committee is in favour of the motion.
- z. A Committee member may resign at any time but must do so in writing or at a Committee meeting.

#### **4. General Meetings**

- a. A general meeting of the ESDS membership must be held annually whereby ESDS 'Full' and 'Full Life' members exercise their democratic rights in conducting the affairs of ESDS. All current members shall be entitled to attend and vote at these meetings. At least two weeks' notice shall be given to the membership of these meetings.
- b. Extraordinary general meetings (EGM) may be called by the Committee at any time, provided that at least two weeks' notice is given. An EGM may also be called by application in writing to a Convener supported by at least 10% of the ESDS membership.
- c. General meetings shall be quorate if all of the following conditions are met.
  - i. At least one Office Bearer is present.
  - ii. At least three Committee members are present.
  - iii. At least 20% twenty per cent of the previous years the total ESDS membership is present.
- d. General meetings may not be attended by non-members or 'Temporary' members unless explicitly invited by the Committee for the purpose of giving specialist advice.
- e. At the Annual General Meeting (AGM) the following shall take place.
  - i. The minutes of the previous AGM shall be presented for approval.
  - ii. A Convener shall present a report.
  - iii. The Treasurer shall present a financial report.
  - iv. Financial statements for the preceding financial year, certified by the Chairman, Secretary and Treasurer, shall be presented for approval.
  - v. New Committee members shall be elected.
  - vi. Agree the membership fees or extensions for the following year. Or any extensions in the case of a Pandemic...!!
  - vii. Proposals for amendments to the ESDS Constitution shall be discussed and voted upon.
  - viii. Any other business shall be conducted.
- f. Nominations for officers of the committee shall be sent to a Convener prior to the AGM.
- g. Proposed changes to the constitution shall be sent to a Convener prior to the AGM who shall publish them to the membership at least seven days prior to the AGM.

## **5. Finance**

- a. The Treasurer will be responsible for ESDS Finance.
- b. The ESDS financial year shall run from 1<sup>st</sup> September and end on 31<sup>st</sup> August each year.
- c. All ESDS monies shall be banked in an account held in the name of ESDS.
- d. Bank account transactions shall be administered by the Treasurer with accountability to the Committee for approval.
- e. Both the Treasurer and either of the Conveners must sign cheques drawn against the bank account for sums of £100 or more. Cheques for less than £100 may be processed by the Treasurer alone. Electronic ('internet') bank transfers may be transacted by the Treasurer alone.

- f. In the event that the Treasurer is indisposed, a Convener may perform account transactions on behalf of the Treasurer. Other than the Treasurer, and Conveners, no other persons shall have access to the bank account.
- g. At each Committee meeting the Treasurer shall provide a summary and details of account transactions made since the previous meeting. These will be validated by the Conveners.
- h. No ESDS member shall be individually liable for any debt or other ESDS obligation which is properly incurred or entered into on behalf of ESDS. All ESDS 'Full' members shall be jointly and severally responsible for the financial liabilities of ESDS.
- i. If the combined Bank and Cash Balances at the end of any financial year is in excess of £8,000 the excess amount shall be donated to a charity determined by the Committee. The sum shall be paid within one month of the Annual General Meeting.

## **6. Constitution**

- a. A copy of the Constitution shall be available for reference to any ESDS member.
- b. Any alterations to the Constitution must be presented at a General Meeting of ESDS and voted upon. All 'Full' and 'Full Life' members shall have one vote and alterations will be approved or denied based on a simple majority.

## **7. Dissolution**

- a. ESDS can be dissolved by simple majority vote at a General Meeting of the membership.
- b. In the event of dissolution, all debts shall be cleared using ESDS funds. The Committee shall decide, by simple majority vote, on how to disperse residual monies and assets. If there is a failure to agree, all assets shall be sold and all monies donated to LifeCare (Edinburgh) Limited.

## **8. Declaration**

ESDS hereby adopts and accepts this constitution as a current operating guide regulating the actions of members.

Adopted by the ESDS membership at the ESDS Annual General Meeting 12th December 2020.