



Imperial Society of  
Teachers of Dancing

# Articles of Association

Issued 2020  
*with amendments*







# Imperial Society of Teachers of Dancing

## **Imperial Society of Teachers of Dancing**

(A Charity)

Incorporated the 5th day of February 1945 Registered Number 00392978

Company limited by guarantee and not having a share capital

## **Articles of Association**

As amended by special resolutions passed on 22 July 1956, 29 November 1968, 10 July 1997 and 24 July 2008 and as adopted by way of special resolution passed on 24 July 2008 and as further amended and adopted by way of special resolution passed on 11 September 2014 and as further amended and adopted by way of special resolution passed on 7 September 2017 and as further amended and adopted by way of special resolution passed on 18 November 2020.

*Reprinted with amendments 2020*

Registered as a Charity Registration Number 250397

Company Number: 00392978

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## **THE COMPANIES ACT 2006**

### **COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

#### **ARTICLES OF ASSOCIATION OF IMPERIAL SOCIETY OF TEACHERS OF DANCING (THE “SOCIETY”)**

*(As adopted by way of special resolution passed by the Members on 18 November 2020)*

(A Charity)

#### **GENERAL**

1. The name of the Company (hereinafter called the “Society”) is “IMPERIAL SOCIETY OF TEACHERS OF DANCING”.

2. The registered office of the Society is situated in England.

3. In these Articles

“Address” – means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Society.

“Articles” – means these Articles of Association of the Society;

“Auditors” – means the auditors for the time being appointed by the Society;

“Business Days” – means Monday to Friday inclusive but excluding Bank Holidays;

“Charities Legislation” – means the Charities Acts 1992 and 2011, the Charities (Accounts and Reports) Regulations 2008 and any statutory modification thereof or addition thereto from time to time;

“Chief Executive” – means the Chief Executive for the time being of the Society.

“the Companies Act” – means the Companies Act 2006 and any statutory modifications or re-enactments for the time being in force;

“Council” - means the board of trustees of the Society;

“Member” – means an individual or organisation admitted to membership of the Society for the purposes of the Companies Act and having the right to attend and vote at general meetings of the Society and “Membership” shall be construed accordingly;

“Model Articles” – means the model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time;

“Month” – means calendar month;

“In writing” – means writing, written, sent or any cognate expression and includes any electronic communications (meaning communications effected by telex, facsimile transmission, e-mail, sms, text or other electronic or similar means);

“Office” – means the registered office of the Society;

“Society” – means the above named Society;

“SORP” – means the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement thereof from time to time.

“Trustees” – means people who are directors of the Society within the meaning of the Companies Act and charity trustees of the Society for the purposes of the Charities Legislation and together make up the Council;

- 3.1. Words importing the singular number only shall include the plural number, and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include corporations.
- 3.2. Unless the context otherwise requires words or expressions contained in the Articles bear the same meaning as in the Companies Act but excluding any statutory modification thereof not in force when the Articles become binding upon the Society.
- 3.3. The Model Articles shall not apply to the Society.

## **OBJECT AND POWERS**

4. The object for which the Society is established (the “Object”) is to educate the public in the art of dancing in all its forms.
5. In furtherance of the Object and for no other purpose the Society shall have the following powers to:
  - 5.1 purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be necessary for the promotion of the Object, and to construct, maintain, alter and equip any buildings or erections necessary or convenient for or conducive to the Object (subject to such consents as may be required by law);
  - 5.2 exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with any of the property and rights of the Society as may be necessary or conducive to the Object (subject to such consents as may be required by law);
  - 5.3 raise funds and to invite and receive contributions from any person or

persons whatsoever by way of subscription, donation or otherwise;

- 5.4 draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Society;
- 5.5 appoint, employ, or otherwise engage, train and dismiss such managers, officers, staff, clerks, servants and other persons not being Trustees as are considered necessary for the attainment of the Object and to fix and pay the remuneration of all or any such persons for their services and to make all reasonable and necessary provision for the payment of pensions and superannuation to such persons and their dependants;
- 5.6 subject to such consents as may be required by law borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit;
- 5.7 delegate the management of investments to proper and competent persons and to arrange for investments or other property of the Society to be held by a corporate body as nominee;
- 5.8 act as trustee or manager of any property, endowment, bequest or gift;
- 5.9 act as trustee or nominee for charities in general and undertake and execute any charitable trusts which may lawfully be undertaken by the Society and may be necessary or conducive to the Object;
- 5.10 establish or support or aid in the establishment or support of any charitable trusts, associations or institutions, to amalgamate, affiliate or co-operate with any trust, association, institution or voluntary body with similar charitable purposes, and to exchange information and advice with them;
- 5.11 make grants, subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further the Object;
- 5.12 apply any part of the capital or income of the Society on such terms as may be thought fit, in its absolute discretion;
- 5.13 pay the premium of any indemnity insurance
  - 5.13.1 to cover the liability of the Trustees 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 Society and all costs charges and expenses which may be incurred by them in successfully contesting any such liability or alleged liability. Provided that any such insurance shall not extend to any



claim arising from any act or omission which the Trustees knew (or must reasonably be assumed to have known) to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard of whether it was a breach of trust or a breach of duty or not. Provided also that any such insurance shall not extend to the costs or liabilities incurred in respect of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Society and/or a sum payable to a regulatory authority by way of penalty imposed on a Trustee in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); and

5.13.2 for its officers as security for and against all such risks incurred in the performance of their duties as may be thought fit; and

5.14 invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, in its absolute discretion, with power to vary or transpose any investments for or into others of any nature subject as hereinafter provided and to invest in and establish trading and other subsidiary companies and entities;

5.15 do all or any of the above things in any part of the world, and as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise.

5.16 procure that the Society be registered and recognised in any country or place abroad and to pay out of the funds of the Society the costs of any such registration and recognition;

5.17 do all such other lawful things as are necessary or conducive to the attainment of the Object, whether in collaboration with any person, body, institution or authority or otherwise.

## **MEMBERS**

6. The number of Members with which the Society is registered is unlimited.
7. The provisions of the Companies Act relating to the keeping of a Register of Members shall be observed by the Society, and, if required by the Council, every Member of the Society shall sign a written consent to become a Member.
8. The Members of the Society as at the date of the adoption of these Articles and such other persons as the Council shall admit to Membership shall be Members of the Society.
9. A Member may resign their Membership on giving to the Society notice in writing



of their intention so to do provided that no resignation shall be effective if it would result in the number of Members being reduced below twenty.

10. The Society has the following classes of Member:

10.1 Full Members

10.2 Honorary Members; and

10.3 Life Members

and the rights and obligations of each Membership class are set out in the rules, bye-laws and standing orders adopted by the Council in accordance with Article 58.8.

11. There shall be provisional and other classes of non-voting membership, and Council may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members. However, these members shall not be Members for the purposes of the Companies Act and have no right to attend, speak and vote at general meetings of the Society and references in these Articles to “Members” and “Membership” do not apply to non-voting members.

12. The liability of the Members is limited.

13. Life Members

## **GENERAL MEETINGS**

14. Every Member undertakes to contribute to the assets of the Society, in the event of the same being wound up while they are a Member, or within one year after they have ceased to be a Member, for payment of the debts and liabilities of the Society contracted before they ceased to be a Member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £5.

15. The Council may, whenever they think fit, convene a general meeting. A general meeting shall also be convened by the Council on requisition of the Members as provided by the Companies Act.

16. The Council may decide at their discretion to hold a general meeting (including an annual general meeting) as a virtual general meeting and the notice of the meeting must specify the fact that it is a virtual general meeting and must comply with Article 18. A Member may participate in a virtual general meeting by means of a conference telephone, video conferencing or similar communications equipment whereby all the Members participating in the meeting can hear each other and the Members participating in a meeting in this manner shall be deemed to be present in person at such meeting.

17. In the event that a general meeting (including an annual general meeting) is held as a physical meeting and therefore not held as a virtual general meeting in accordance with Article 16, any person attending such meeting may, with the approval of the Council, be entitled to be present at such meeting and may participate in such a meeting by telephone or by televisual or other electronic or virtual means in which all participants may communicate simultaneously.
18. All general meetings of the Society shall be called by at least fourteen clear days' notice. The notice shall specify the time, date and place of the meeting and in the case of a virtual general meeting the notice shall specify the time, date and instructions for how to access, speak and vote at the meeting. The place of a virtual general meeting shall be deemed to be where the largest group of those participating in the meeting are present, or if there is no group, where the chair of the meeting is.
19. The notice shall be given to such persons (including the Auditors) as are under these Articles or under the Companies Act entitled to receive such notices from the Society; but with the consent of at least nine-tenths of the Members entitled to receive notices thereof, a meeting may be convened by such notice as those Members may think fit.
20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.
21. All notices sent to persons registered as Members and therefore entitled to vote shall include notice of the right to vote by proxy and a proxy form for completion and return as set out at Article 41 below.

## **RESOLUTIONS OF MEMBERS**

22. Members representing at least 1% of the Membership of the Society may require the Council to propose a resolution at a general meeting provided that they shall give notice to the Society not less than forty-two days prior to the date of the meeting specifying the resolution to be proposed, and no resolution of which notice has not been so given shall be proposed at any meeting.
23. Upon receipt of a notice pursuant to Article 22 above, the Chief Executive shall communicate to the next meeting of the Council the contents thereof and the Council shall direct the Chief Executive to put notice of such proposed resolution upon the agenda for the next convenient general meeting.
24. Members representing 5% or more of the Membership of the Society entitled to vote on the resolution on its circulation date may at their own expense require Council to circulate a written resolution in accordance with section 292 Companies Act.
25. The Council may direct that any resolution proposed under Articles 22 or 24 be not circulated or put upon the agenda if it appears to the Council that such proposed resolution is:

- 25.1 wholly or substantially irrelevant to the Object of the Society or the interests of its Members;
- 25.2 scandalous, vexatious or frivolous;
- 25.3 put forward for scandalous, vexatious or frivolous purposes.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 26 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five Members present in person or by proxy shall be a quorum.
- 27 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or at such other place as the chair shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 28 The Chairperson (if any) of the Council shall preside as chair at every general meeting, but if there is no such Chairperson, or if at any meeting they are not present within fifteen minutes after the time appointed for holding the same, or are unwilling to preside, the Members present shall choose some Trustee, or if no such Trustee is present, or if all the Trustees present decline to take the chair, they shall choose some Member of the Society who is present to preside.
- 29 The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
- 30 At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Members present in person or by proxy and entitled to vote, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chair or by at least three Members present in person or by proxy. Unless a poll is so demanded a declaration by the chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 31 Subject to the provisions of Article 30, if a poll is demanded in manner stated, it shall be taken at such time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 32 No poll shall be demanded on the election of a chair of a meeting, or on any question of adjournment.
- 33 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
- 34 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

## **VOTES OF MEMBERS**

- 35 Subject as hereinafter provided, every Member shall have one vote.
- 36 No Member other than a Member duly registered shall be entitled to vote on any question, either personally or by proxy, at any general meeting or on any written resolution.
- 37 Votes may be given on a poll either personally or by proxy. A corporation may vote by its duly authorised representative as provided by the Companies Act.
- 38 The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
- 39 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof may:
- 39.1 in the case of an instrument in writing be deposited at the Office not less than two Business Days before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than one Business Day before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution;
- 39.2 in the case of an appointment contained in an electronic communication where an address has been specified for the purpose of receiving electronic communications:
- 39.2.1 in the notice convening the meeting; or
- 39.2.2 in any instrument of proxy sent out by the Society in relation to the meeting; or



**39.2.3** in any invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting;

be received at such address not less than two Business Days before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or in the case of a poll not less than one Business Day before the time appointed for the taking of the poll. In this Article “address” in relation to electronic communications, includes any number or address used for the purposes of such communications. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

**40** A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no notice in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

**41** Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“IMPERIAL SOCIETY OF TEACHERS OF DANCING”

“I [\_\_\_\_\_] of [\_\_\_\_\_] “a Member of the Imperial Society of Teachers of Dancing (The Society) hereby appoint [\_\_\_\_\_] of [\_\_\_\_\_] , and failing them, [\_\_\_\_\_] of [\_\_\_\_\_] | “to vote for me and on my behalf at the general meeting of the Society to be held on the day of [\_\_\_\_\_] and at every adjournment thereof.”

Signed this [\_\_\_\_\_] day of 20[\_\_\_]

## **THE COUNCIL**

**42** The Council shall consist of no fewer than five nor more than twelve Trustees.

**43** Trustees may be elected by the Members in general meeting in accordance with the provisions set out in Articles 44 – 45 (inclusive) below (the “Elected Trustees”) and subject to the maximum number of Trustees set out in Article 42, up to two Trustees may be appointed by the Council in accordance with Article 49 (the “Appointed Trustees”).

## **APPOINTMENT AND ROTATION OF TRUSTEES**

**44** The procedure for electing Elected Trustees shall be as follows:

**44.1** the Council shall establish a nominations committee (the “Nominations Committee”) comprising a chairperson and such other members as the Council shall specify in terms of reference formulated by the Council pursuant to Article 66;

- 44.2 the Nominations Committee shall identify and recommend to the Council, in accordance with such terms of reference as may from time to time be adopted by the Council, a person or persons to be put forward to the Membership for election or re-election as a Trustee or Trustees;
- 44.3 the Council shall consider the candidates recommended by the Nominations Committee and decide which of them shall be put forward to the Members for election or re-election at the annual general meeting as required to fill the number of vacancies as determined by the Council and the Council shall put such persons forward for election or re-election.
- 45 Subject to Article 53 an Elected Trustee shall hold office for a term of three years.
- 46 An Elected Trustee's term of office shall commence at the end of the annual general meeting at which they were elected and shall end at the close of the third annual general meeting occurring after the annual general meeting at which they were elected.
- 47 Subject to the recommendation of the Nominations Committee, a retiring Elected Trustee shall be eligible for re-election for a maximum of two further consecutive terms in office and for the avoidance of doubt any terms in office served before the adoption of these Articles shall be counted when deciding how many terms in office an Elected Trustee has served and those Elected Trustees who immediately prior to the adoption of these Articles had served three or more consecutive terms in office shall stand down at the end of their current term in office and shall not be eligible for re-election.
- 48 The Council may appoint a person who is willing to act to be a Trustee to fill a casual vacancy as an Elected Trustee to hold office until the next annual general meeting at which they shall retire and shall be eligible for re-appointment by the Members in accordance with Article 44. For the avoidance of doubt a person appointed to fill a casual vacancy under this Article 48 is deemed to be an Elected Trustee and is not an Appointed Trustee appointed by the Council under Article 49.
- 49 The Council may from time to time, and at any time, appoint any person (Member or non-member of the Society), who is recommended by the Nominations Committee as an Appointed Trustee, provided that the prescribed maximum number of Appointed Trustees is not thereby exceeded.
- 50 An Appointed Trustee shall be appointed for a maximum term of three years to be determined by Council and to commence on the date of their appointment. Any such Appointed Trustee (who is otherwise eligible for election) shall be eligible for election as an Elected Trustee at any subsequent annual general meeting.
- 51 Any Trustee appointed who is not already a Member of the Society shall be admitted as a Honorary Member of the Society in accordance with the rules, regulations and standing orders of the Society adopted by the Council pursuant to Article 58.8 and shall cease to be a Member when they cease to be a Trustee.

- 52 No person may be appointed as a Trustee:
- 52.1 unless they have attained the age of 18 years; or
- 52.2 in circumstances such that, had they already been a Trustee, they would have been disqualified from acting under the provisions of these Articles.

## **DISQUALIFICATION OF TRUSTEES**

- 53 The office of a Trustee shall be vacated:-
- 53.1 if a receiving order is made against them or they make any arrangement or composition with their creditors; or
- 53.2 if they becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs; or
- 53.3 if by notice in writing to the Society they resign their office (but only if at least five Trustees remain in office when the notice of resignation is to take effect); or
- 53.4 if they cease to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the Charities Legislation; or
- 53.5 if they are removed from office by a resolution duly passed pursuant to section 168 of the Companies Act; or
- 53.6 if without the consent of the Council they are absent from three consecutive meetings of the Council; or
- 53.7 if they are removed by notice in writing to the Society signed by a majority of the Trustees; or
- 53.8 if they are convicted of any criminal offence, other than a minor motoring or similar offence that cannot reasonably damage the reputation of the Society; or
- 53.9 if they do anything which in the reasonable opinion of the Trustees brings or is likely to bring the name and/or reputation of the Society, its Trustees and/or its members into disrepute.

## **TRUSTEES' INTERESTS**

- 54 Trustees not to have a personal interest: The income and property of the Society shall be applied solely towards the promotion of the Object and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society, and no Trustee shall be appointed to any office of the Society by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society: Provided that nothing in this document shall prevent any payment in good faith by the Society:

- 54.1 of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society who is not a Trustee;
- 54.2 of interest on money lent by any member of the Society or Trustee at a reasonable and proper rate per annum not exceeding 2% less than the published lending rate of a clearing bank to be selected by the Trustees;
- 54.3 of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- 54.4 of reasonable and proper rent for property demised or let by any member of the Society or a Trustee;
- 54.5 to any Trustee of reasonable out-of-pocket expenses;
- 54.6 of indemnity insurance premiums in accordance with the terms of Article 5.13 hereof;
- 54.7 of any payment in accordance with Article 94 of these Articles of Association;
- 54.8 to any Trustee who possesses specialist skills or knowledge required by the Society for its proper administration, of reasonable charges for work of that nature done by them or by their firm, when instructed by the Society to act on its behalf

PROVIDED THAT:

- 54.8.1 at no time shall a majority of the Trustees benefit under this provision
- 54.8.2 a Trustee shall withdraw from any meeting whilst their own instruction or remuneration, or that of their firm is being discussed
- 54.8.3 any instruction or remuneration of a Trustee or their firm shall be reviewed by the Council of Management every year and a resolution passed that the continuance of such instruction or remuneration is expedient in the interests of the Society.

## **POWERS OF THE COUNCIL**

- 55 The business of the Society shall be managed by the Council who may exercise all such powers of the Society, and do on behalf of the Society, all such acts as may be exercised and done by the Society, and as are not by statute or by these Articles required to be exercised or done by the Society in general meeting.
- 56 Each Trustee has the duty to act in the way they consider, in good faith, would be most likely to achieve the Object.
- 57 The Trustees for the time being may act despite any vacancy in their number but while there are fewer Trustees than the minimum number prescribed by or in



accordance with these Articles the Trustees may only act as the Council for the purpose of filling vacancies in their body, or of summoning a general meeting, but not for any other purpose.

- 58** Without prejudice to the generality of the powers conferred on them by these Articles the Council shall have power:
- 58.1** to provide for the constitution and regulation of committees and sub-committees charged with the artistic work of and financial, regulatory or other matters pertinent to the Society and responsible directly or indirectly to the Council;
- 58.2** to provide and prescribe conditions for admission to and disqualification from Membership of the Society and for subscriptions to be paid and to constitute and regulate classes of non-voting membership of the Society which do not confer Membership of the Society and to specify the privileges to be conferred on members of such classes;
- 58.3** to prescribe and arrange for the conduct of examinations both Amateur and Professional, to provide for the payment of fees by candidates and to examiners, and to provide for the grant of certificates of proficiency, medals and other awards; whether or not any certificate or other like award issued by the Society contains any statement expressing or implying that it is granted by or under the authority of the Secretary of State for Business, Innovation and Skills or any Government Department or authority;
- 58.4** to prescribe and arrange for the award of the higher qualification “Fellow” and the Honorary qualification “Honorary Fellow” of the Society;
- 58.5** to establish and maintain a code of professional etiquette and conduct and to provide for the investigation of alleged breaches thereof and for the reprimand or expulsions from the Society of persons found to have acted in breach thereof, provided that no such expulsion shall be effected, unless the person concerned shall have been given a reasonable opportunity to attend and make representations to any meeting (whether of the Society, the Council, or any committee or board) held to consider their case;
- 58.6** to arrange for an Annual Congress to be held (if applicable);
- 58.7** to regulate (subject to the provisions of the Companies Act and of these Articles) the conduct of meetings held in connection with the Society;
- 58.8** to provide for all or any of the foregoing matters and for such other matters as the Council shall deem expedient to be made the subject of rules, bye-laws, standing orders or terms of reference to be established and added to, altered or modified from time to time by or under the authority of the Council; but so nevertheless that no rule, bye-law, standing order or terms of reference shall be valid or have effect which amounts to or involves an addition to or alteration or modification of these Articles.

- 59 The Council shall make rules (with full power to vary or alter such rules from time to time) for the regulation of the faculties for the holding of faculty meetings and the election of faculty committees.
- 60 The Council may from time to time and for such period and to such extent and generally on such terms as the Council shall think fit delegate to any Trustee or Trustees and/or any employee of the Society employed in or in connection with the management, administration, organisation and conduct of the affairs of the Society any powers and duties of the Council as may be reasonable.
- 61 The Council may appoint as the investment manager for the Society a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The Council may delegate to an investment manager so appointed power at their discretion to buy and sell investments for the Society in accordance with the investment policy laid down by the Council from time to time.

Provided that where the Council make any such delegation they shall:

- 61.1 inform the investment manager in writing of the extent of the Society's investment powers and the terms of the delegation;
- 61.2 lay down a detailed investment policy for the Society and immediately inform the investment manager in writing of it and of any changes to it;
- 61.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by them of their delegated authority;
- 61.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- 61.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Council shall decide provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Council.

## **PROCEEDINGS OF THE COUNCIL**

- 62 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, a quorum shall be three Trustees, provided that the Elected Trustees shall always exceed the number of Appointed Trustees voting on any resolution. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson shall have a second or casting vote.

- 63 A Trustee may, through the Chief Executive of the Society, at any time, summon a meeting of the Council by notice served upon the Trustees.
- 64 The Council shall from time to time elect a chairperson (the “Chairperson”) for a period of three years who shall be entitled to preside at all meetings of the Council at which they shall be present and in line with other Trustees be eligible to offer themselves for re-election. The Chairperson may appoint a Vice-Chairperson. If no such Chairperson is elected, or if at any meeting the Chairperson or Vice-Chairperson is not present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be chair of the meeting.
- 65 The Council may delegate any of their powers to committees. Committees to which the Trustees delegate any of their powers must contain at least one Trustee and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Council.
- 66 The Council may make rules of procedure for all or any committees, which prevail over any rules or bye-laws derived from the Articles if they are not consistent with them.
- 67 All acts done by any meeting of the Council or of any committee of the Council, or by any person acting as a Trustee, shall, even if afterwards discovered that there was a defect in the appointment or continuance in office of any such Trustee or person or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or member of the committee.
- 68 A resolution in writing signed or constituted by way of exchange of email by 75% of the Trustees for the time being or the members of any committee of the Council who are duly entitled to receive notice of a meeting of the Council or of such committees shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted and may consist of several instruments in the like form each signed by or on behalf of one or more of those entitled to vote. The date of a written resolution shall be the date on which the last person signs.
- 69 A meeting of the Council may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.
- 70 Whenever a Trustee or other Member or employee of the Society has a potential or actual personal interest or conflict of interest in whatever form in a matter to be discussed at a meeting of the Council or of any committee of the Council they are to attend in whatever capacity then they must abide by the Conflict of Interest Policy created and maintained by the Society and declare such potential or actual interest or conflict at the start of the meeting at the item on the agenda for this purpose. They should then withdraw from that part of the meeting and will not be counted for quorum purposes for that part of the meeting nor have a vote on the matter.

- 71 The only exception to this rule shall be where the non-conflicted members of the meeting are unanimously of the view that the conflict involves a duty of loyalty to a third party and there is no question of any direct or indirect benefit passing to the conflicted party or anyone connected to them. Any such decision must be clearly detailed in the minutes of that meeting.
- 72 Any other exception to this rule in respect of the Trustees shall be subject to the consent of the Charity Commission, which clearly could only occur in extraordinary circumstances.

## **MINUTES**

- 73 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Society and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

## **PRESIDENT AND VICE PRESIDENT**

- 74 There may be a President, and one or more Vice Presidents of the Society who shall be appointed by the Council if they think fit. These positions shall be honorary and the holders shall not be Trustees.
- 75 The President and each of the Vice Presidents shall hold office for a period of five years or such lesser period if they resign their position by notice in writing delivered to the registered office of the Society. The President and any Vice President may also be removed by a resolution passed by three-quarters of the Trustees either at a Council meeting or by way of a written resolution of the Trustees. A former President or Vice President may be reappointed.
- 76 The President and Vice President(s) shall have no authority to act on behalf of the Society or to exercise any of the powers of the Society or of the Council.
- 77 The Society in a general meeting may from time to time by ordinary resolution elect a person who has filled the office of President to the position of Life President. The position of Life President is in addition to the office of President. A Life President so elected shall have the same powers and authority as a President. Any person who has filled the office of President and who is not elected to the position of Life President shall become a Past President of the Society.

## **SECRETARY**

- 78 A Secretary may be appointed by the Council for such time, at such remuneration and upon such conditions as the Council may think fit, and any Secretary so appointed may be removed by the Council.



- 79 Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

## **GRAND COUNCIL**

- 80 There shall be a Grand Council of the Society whose members are drawn from among distinguished persons (whether or not Members of the Society) in empathy with its Object.
- 81 Members of the Grand Council shall be appointed, and may be removed from office, by the Council but may resign that office at any time by giving written notice to the Chairperson.
- 82 The duties of the Grand Council shall be:-
- 82.1 to consider and report to the Council upon any matters submitted to them by the Council for consideration;
- 82.2 to perform such other duties of a consultative or advisory nature as the Council may prescribe.
- 83 The business of the Grand Council shall be conducted in such manner as the Council shall prescribe.
- 84 The Grand Council shall have no authority to act on behalf of the Society or to exercise any of the powers of the Society or the Council.

## **ACCOUNTS**

- 85 The Council shall cause proper books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Companies Act, the Charities Legislation and the SORP. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.
- 86 The books of account shall be kept as required by the Companies Act and shall always be open to the inspection of the Council or any Trustee.

## **AUDIT**

- 87 Once at least in every year the accounts of the Society shall be examined and reported upon either by the Auditors or if no Auditors be appointed, by a reporting accountant if so required by the Companies Act. The Auditors' or reporting accountants' (if any) remuneration shall be determined by the Council.
- 88 The Auditors (if any) shall be one or more properly qualified auditor(s) not being members of the Council and their duties shall be regulated in accordance with the Companies Act and the Charities Legislation and the SORP.

## WEBSITE COMMUNICATIONS

- 89 The Society may send any notice, document or other information to Members by making them available on the Society’s website provided that:
- 89.1 each Member has been asked individually by the Society to agree to communication via the Society’s website (either generally or in relation to a specific notice, document or information);
- 89.2 the Society’s request states clearly that if the Member fails to respond to the request within twenty-eight days of the date on which the request is sent, they will be deemed to have given such consent; and
- 89.3 the Society’s request is not sent less than twelve months after a previous request made to the Member in relation to a similar class of documents.
- 90 The Society must notify each Member who has agreed to receive communications through the Society’s website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.
- 91 Any notice, document or information posted on the Society’s website must be in a form that the Member can read and take a copy of. The notice, document or information must be available on the Society’s website for either twenty-eight days from the date the notification was sent to the Member or for such other period as may from time to time be specified in the Companies Act.

## NOTICES

- 92 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the Council shall be in writing and may be delivered or sent by post or using electronic communications to an address for the time being notified for that purpose to the person giving the notice including by reference to a particular website. In this Article “address” in relation to electronic communications, includes any number or address used for the purpose of such communications.
- 93 Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document contained in an electronic communication shall be deemed served on the day following that on which the electronic communication was sent or on the day after the date it is first made available on the website and electronic confirmation of receipt shall be conclusive of evidence that a notice was given to a facsimile number or email address.

## **INDEMNITY**

- 94 Subject to the provisions of and so far as may be consistent with the Companies Act, every Trustee shall, or other officer of the Society may, be entitled to be indemnified by the Society against all costs, charges, losses, expenses and liabilities incurred by them in the execution and/or discharge of their duties and/or the exercise of their powers and/or otherwise in relation to or in connection with their duties, powers or office, providing that any such indemnity in relation to a Trustee shall only be valid to the extent that it constitutes a qualifying third party indemnity provision as defined in section 234 of the Companies Act.

## **DISSOLUTION**

- 95 If upon winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the Object of the Society, and which shall prohibit the distribution of its or their income and property among its or their Members to the extent at least as great as is imposed on the Society under or by virtue of Article 54 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.
- 96 Nothing in these Articles of Association shall authorise an application of the property of the Society for purposes which are not charitable in accordance with any statutory provision regarding the meaning of the word “charitable” or the words “charitable purposes” in force in any part of the United Kingdom.



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**Teachers of Dancing**

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