

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF WORLD DANCE COUNCIL**

1. PRELIMINARY

- 1.1. The Regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No.805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) ("Table C") shall not apply to the Council and the Articles hereinafter contained shall be the regulations of the Council to the entire exclusion of Table C.

2. INTERPRETATION

- 2.1. In these regulations unless the context otherwise requires:

The Act	Means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
Area	Where used in relation to a member shall mean the geographical territory which the Council recognises as being under the jurisdiction of that member. As a principle, the Council shall generally define an Area in terms of that political entity accepted as being a country, save that, where the definition of a country's territory is challenged or altered, the Council shall make its own determination as to what shall constitute the member's geographical territory. For the purpose of these articles the All Ireland Board of Ballroom Dancing shall be the member organisation for both Eire and Northern Ireland and Scotland shall be deemed to be within the Areas of the British Council of Ballroom Dancing and the Scottish Dance Teachers' Alliance jointly;
These articles	Means these articles of association in their present form or as from time to time altered
Clear days	In relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Committee	Shall mean any Committee appointed in accordance with article 16 and "Committeeman" or "member of the Committee" shall mean a member of a Committee for the time being but shall not include a person co-opted to a Committee; Company Secretary
Company Secretary	Means the secretary of the Council or any other person appointed to perform the duties of the Secretary of the Council, including a joint, Assistant or Deputy Secretary;



Member	Shall mean a Full, Probationary, Introductory, Affiliate, Honorary President, Honorary Vice-President and Honorary Member of the Council from time to time;
Member organisation	Refers to any Member not being an individual;
Office	Means the registered office of the Council;
The seal	Means the common seal of the Council;
Board Of Directors	Denotes the elected officers of The Council; previously referred to as WDC Board of Directors
These Regulations	shall mean the registered Regulations of the Council for the time being and shall include, without differentiation, any and all schedules to these Regulations;
Amendment of Regulations	shall include the making of a new Regulation and the rescission of a Regulation, and „amended“ in relation to the Regulations shall be construed accordingly;
Council	shall mean the World Dance Council whereof these are the registered Regulations;
National Council	shall mean a member organisation which is composed of more than one body, representing the dance industry of that country;
Officer	shall include the President and Vice President of the Council; save that the officers of any committee shall not, unless expressly provided by these Regulations or by the committee's terms of reference; be regarded as officers of the Council
Register of Members	means that a register will be kept with all relative details of the member organisations
Voting in person	shall mean by one nominee only of a member organisation in person
The Word “Grant”	shall mean authorising the relevant body to conduct and to organise championships.
Competitive Dance and Social Dancing	Shall mean all types of dancing undertaken for entertainment, competition or sport.
The United Kingdom	Means Great Britain and Northern Ireland;
Voting in person	Shall mean voting by a Member, or a Delegate of a Member Organisation, in each case present in person at any meetings of the Council.

- 2.2. Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Council.
- 2.3. A special resolution shall be effective for the following purposes under any provisions of these Articles:
Amendment of the Memorandum or the Articles of Association of the Company
- A two thirds (2/3) majority of members present & voting is required.
For the avoidance of doubt an abstention is not included in the count of the votes made.
- 2.4. A ordinary resolution shall be effective for the following purposes:
Any other proposals requiring a vote except as per article 2.3.
- A simple (1/2) majority of members present & voting is required.
For the avoidance of doubt an abstention is not included in the count of the votes made.
- 2.5. The headings are inserted for convenience only and shall not affect the construction of these Articles.
- 2.6. Words importing the singular shall include the plural and vice versa.
- 2.7. Words importing one gender shall include the other gender.

3. POWERS OF THE COUNCIL

Without prejudice to the general powers conferred on the Council by these Regulations, it is hereby expressly declared that the Council may exercise the following powers:

- a. to purchase, sell build upon, lease, mortgage or exchange any property or land, and to enter into any contract and settle the terms thereof;
- b. to compromise, settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the Council;
- c. to determine from time to time the terms and conditions upon which the property of the Council is to be let, leased or sold, and to make, revoke, and alter and at all times enforce as it thinks fit such terms and conditions;
- d. to appoint and remove
 - i. all solicitors, accountants, architects, surveyors or any other professional advisor it considers necessary for the proper performance of its powers and functions; and
 - ii. employees of every description, except as otherwise required by these Regulations;
- e. to pay all such expenses, including travelling expenses, as are properly incurred by any organisation or any person (including any nominee or committeeman or person co-opted to a committee or a sub-committee) in the furtherance of the objects of the Council or incidental



thereto or in the execution of any other duty carried out at the express or implied request of the Council or the WDC Board of Directors;

- f. to pay all other expenses costs charges, including all levies as to tax or other legal demands that may be made from time to time incurred in the furtherance of the Council's objects or as the Council may direct; and
- g. to formulate Regulations or exercise any control it may at its absolute discretion consider to be necessary in relation to the operation or resolution of all matters arising out of or appertaining to the commercial sponsorship of international championships and/or social dancing competitions including the competitors thereof.

4. MEMBERSHIP AND CLASSES OF MEMBERSHIP

4.1. The Members of the Council shall be the unincorporated bodies, bodies corporate or other representatives of an Area, corporate body or unincorporated body whose name or names shall be entered in the Register of Members of the Council. (See 2.1. Member)

4.2. Adherence to the Articles, Rules and Regulations of the Council

- a.) All member organisations, whether full, probationary introductory and affiliated, are deemed to agree to be bound by the Council's constitution, as set out in the Articles and Memorandum of Association, the Competition Rules and these Regulations or any amendments thereof at any time in force and the decisions of the Council taken in accordance with the provisions thereof whether the same shall have been communicated to them or not.
- b.) Each and every member organisation, by the action of being a member organisation, shall undertake to adopt and have incorporated into their own constitution and rules with immediate effect such Council Rules and such Council Regulations and such Council codes of conduct that the Council shall require to be so adopted and incorporated in general meeting from time to time ("mandatory rules") with a view to fostering the Council's objects in regard to the formulation of rules governing ballroom dancing, dance sport and social dancing, together with the adoption of an appropriate disciplinary code, which mandatory rules the Council may from time to time amend.

4.3. Introductory Membership

- a. The Council may, at its absolute discretion, elect as introductory members any group of organisations for a period not exceeding three years, nor less than one year, ("introductory period") and may at any time during the introductory period by notice in writing terminate such introductory membership forthwith.
- b. Applications for this category are accepted from all groups in a country that present themselves for membership of the Council for an Introductory Membership period of three years.
- c. During this period, the groups in that country are encouraged, by the Council, to form National Council along democratic lines.
- d. 2 People may be admitted to the Council Meetings as observers only, and shall not have any rights to vote or voice any opinion, or participate in debate, unless invited to do so by the President of the Council.

- e. The said applicant shall be subject to all forms of requirement as laid down in clause 3.4. of these articles.

4.4. Probationary Membership

- a. Subject to clause 4.5 the Council may, at its absolute discretion, elect as probationary members any organisation for a period not exceeding three years and may at any time during that three years by notice in writing terminate such probationary membership forthwith and on termination such probationary member organisation shall cease to be entitled to representation on the Council or to take part in the work or objects of the Council. At the end of the three year period the Council, at its absolute discretion may
 - i. Continue the probationary period, which shall not be less than one year from the date on which the Probationary Member was elected as a Probationary Member, or for such further period as the Council at its absolute discretion may decide; or
 - ii. admit the probationary member organisation to full membership; or
 - iii. refuse to extend the probationary period or admit the probationary member to full membership in which event the probationary member shall cease to be a member of the Council.
- b. Nothing herein contained shall fetter the discretion of the Council to extend the probationary period of membership for as long as it deems appropriate or to terminate it at any time before the member organisation is admitted to full membership.
- c. Such a probationary period shall also apply to any member organisation which is expelled and requested re-admission or whose membership is to be reduced by the provisions of the Articles of Association.
- d. Probationary membership entitles the probationary member organisation to representation by up to two delegates on the Council but not to vote on any issue.

4.5 Full Membership

The Council may, at its absolute discretion, elect as Full Members any national organisation that has fulfilled the following criteria:

- a. Application for membership has been received by the Company Secretary on or before the 10th March of each calendar year accompanied by an advance payment of the difference between the applicant's probationary and full membership subscriptions.
- b. Two copies of the organisations Constitution and/or Bye-Laws, such Constitution, Bye Laws and/or Rules as shall be acceptable to the Council.
- c. A list of all regulations relating to the registration of competitors and competitions in respect of all events held or organised by the applicant, including all changes and or amendments to such regulations relating to International Registrations.
- d. A copy of all rules and regulations relating to competitions held or organised by the applicant, together with all subsequent changes of any Rules or Regulations relating to such competitions.

- e. A list of member organisations registered with the applicant with names, addresses, telephone, fax, e-mail and other relevant details, annually at the beginning of the financial year when due subscriptions are required to be paid.
- f. A list of the current names, addresses, telephone, fax, e-mail and other relevant details relating to all the Member's Executive Committee/Board.
- g. Proof of length of time the applicant has been a Council and proof of length of time existing as a Dance Teacher organisation.
- h. Code of Ethics
 - i. Name and description of the Member or Applicant.
 - ii. Status of relationship with Amateurs.
 - iii. National status of other Professional organisations existing in that country.
 - iv. Description of the relationship with the National Government, if any.
 - v. Relationship to National IOC member, if any.
 - vi. All Members shall provide a complete list of the total number of qualified Professional Dance Teachers, Coaches/Trainers, Adjudicators and Professional Dancers in the country of the applicant and who have been certified as such by the organisations who are members' of the current member or member's Council.
 - vii. Approximate number of Amateur competitors in the country of the applicant.
 - viii. Total number of Dance Schools, in that country, that are affiliated to the Member or Member's Council.

4.6. Affiliate Members

- a. The Council may by resolution elect as an affiliate member of the Council, any international organisation whose objects are the same or substantially similar to those of the Council when such election would, in the opinion of the Council, be desirous for or advantageous to the furtherance of the Council's objects through the fostering of collaboration between the Council and the affiliate member in the promotion, encouragement and supervision of social ballroom dancing and dance sport internationally.
- b. The membership of the affiliate member shall be governed by such terms and conditions of membership as are adopted by special resolution passed by the members present and voting at the general meeting of the Council at which the affiliate member is elected (the "affiliate terms"). The affiliate terms (as the same may be varied or amended from time to time in accordance with these articles) governing the membership of the International Dance Organisation of the unincorporated association known as WORLD DANCE COUNCIL at the date hereof shall govern the membership of that body of the Council. No organisation shall be elected to affiliate membership until the affiliate terms that shall govern its membership shall have been so adopted. A copy of the affiliate terms shall be placed in the register of members and in the minute book of the Council. Any member may apply in writing to the Company Secretary for a copy of any affiliate terms, which shall be supplied upon payment of the reasonable cost incurred by the Council in providing such copy. The affiliate terms shall be binding on the affiliate member.
- c. The affiliate terms shall be agreed by the Council in general meeting only after due consultation with the international organisation making application to become an affiliate member, and after due course consideration of the proposed affiliate terms proposed by such applicant. If, following adoption of the affiliate terms by the Council, any conflict should arise between the affiliate member's own constitution (or rules or bye-laws promulgated there under) and the affiliate terms, then the affiliate terms shall prevail and the affiliate member shall forthwith take all steps necessary to ensure that the affiliate terms shall prevail and (insofar as they are affected) its own members are able to comply fully with the affiliate terms.

- d. These articles shall govern the membership of an affiliate member to the extent that they are not modified or excluded by or are in conflict with the affiliate terms (which affiliate terms shall prevail in the case of a conflict with these articles). Affiliate term may only be amended, modified or varied upon negotiation between the affiliate organization and the Council, all amendments, modifications or variations to be ratified by the membership at the next Annual General Meeting following thereafter.
- e. Each affiliate member shall be entitled to appoint not more than two delegates (the "affiliate delegates"), and who may be accompanied by one translator, who shall be entitled to receive notice of and to attend and speak but not to vote at meetings of the Council on behalf of the affiliate member appointing them and the provision of article 3.7 as to the mode of appointment and removal of delegates shall apply to affiliate delegates.

4.7. Honorary Members

a. The Council may by resolution elect as an Honorary President, Vice-President, Member of the Council any person or organisation whom they consider to have rendered outstanding services to the Council or to the art or practice of any forms of dance. The resolution shall be made by notice in writing, addressed to the Company Secretary at the office, by a minimum of three Full Members of the Council. An Honorary President, Vice-President, Member shall have the right to receive notice of, to attend and speak but not to vote at meetings of the Council.

4.8. Delegates

- a. Subject to such restrictions as attached to probationary members, honorary members and affiliate members each member organisation shall be entitled to receive notice of and attend, speak and vote at general meetings of the Council and shall appoint not more than three delegates ("delegates") to act as its representatives at meetings of the Council and to exercise all other rights of the member organisation in relation to all business of the Council. Any delegate representing them at WDC meetings will meet a minimum of one of the following criteria: -
 - Citizenship of the country by: -
 - Birth or Naturalisation.The procedure legally recognised in that country.

A person, having represented one country, is not permitted to represent another country until a period of twelve months has elapsed.

This is to ensure that delegates do not represent a different member than they are licensed with and more than one country at one time in line with the existing rules for adjudicators and competitors.

The Company Secretary shall enter the names of the delegates in the register of members as representing the member organisation.

- b. Each delegate shall be entitled to attend Council and other meetings on behalf of its appointee until such time as he shall cease to represent the member organisation by death, retirement or through the withdrawal of his authority by the member organisation in accordance with article 4.8.d. In the event of a delegate ceasing to represent his member organisation, the member organisation shall appoint a replacement delegate in accordance with article 4.8.d. ("new delegate"). Any new delegate shall take the place of the delegate so removed whose right to attend Council meetings shall cease.

- c. Delegates of probationary members cannot be accepted for election to officers of the Council.
- d. The appointment or removal of a delegate or appointment of a new delegate shall be made by notice in writing addressed to the Company Secretary at the office. Such notification shall be binding on the Council and it shall not be required to enquire into the validity or otherwise of any such notification.
- e. Such Delegates as are appointed by their Member Organisation shall be removed as a Delegate if in the opinion of the Member Organisation and/or the Council that such delegate/s is in the Member Organisation's and/or Council's opinion is unsuitable, by proven grounds or reason of any misdemeanour/misconduct of whatever nature by such Delegates.

5. APPLICATION OF NEW MEMBERS

- 5.1 An organisation applying for membership, of the WDC, must be a National Council having the ability to invite and to accept new members who meet the applicants Rules and Regulations.
- 5.2 A Council's President and Officers must be elected by its member organisations.
- 5.3 The National Council must have a Constitution and/or Bye-Laws.
- 5.4 Officers and Directors must be democratically elected by its member organisations.
- 5.5 Where a national Council has been established as a member organisation, and a professional organisation or dance body („other organisation“) applies for representation to the Council, the Council may, in its absolute discretion require the national Council to invite the other organisation to be a member of the national Council.
- 5.6 Must have a minimum of two (2) sub-branches or departments.
 - a. Competitive Dance- This branch, or department, will include organisations for teachers (that qualify professionals by level examinations to the satisfaction of the WDC). This branch will also include Competitors and/or Organisations, Trainers, Adjudicators and Organisers.
 - b. Social Dance – This branch must include Teacher organisations (That qualify professionals be examinations to the satisfaction of the WDC) and/or Dance Schools.
- 5.7 A National Council's Constitution must be constructed and it must always practice inclusion and not exclusion with any Organisations and/or Federations that fulfil the requirements for membership.
- 5.8 Any organisation who seeks membership of the Council, shall apply in writing not less than ninety days prior to the next following Annual Council Meeting on a form prescribed by the Council which application shall be considered by the Council at its next Annual Council Meeting. If the members of the Council shall, by ordinary resolution, approve the election of the applicant, the applicant will be duly elected as a probationary or affiliate member (as the case may be). The Council shall have absolute discretion as to whether or not the applicant is elected to membership.
- 5.9 The Council may, at its discretion, ask any organisations making application for any class of membership to send delegates to Council meetings before considering an application to the Council for election or otherwise. Such delegates (who shall not number more than two) shall consist of either two representatives elected by the applicant or one such representative together with one other person as may be so designated to attend by the applicant and as the Council may approve. Such

delegates may speak at any Council meeting that they attend at the invitation of the Chairman but may not take part in any debate thereat.

- 5.10 Subject to article 4.10. no organisation or body may be admitted to membership of the Council if it is not a professional association or professional dance body.
- 5.11 Where a professional association or dance body established in any Area applies for membership of the Council (“new applicant”) and there is an existing member established in that Area as a professional association or dance body, the Council may in its absolute discretion require that the existing member form a national council with the new applicant to represent the interests of the members of both the existing member and the new applicant. Any such national council shall prior to admission to membership submit a draft constitution to the Council for approval (which the Council may in its absolute discretion give or withhold). If the Council shall approve such constitution and if it shall be satisfied that such national council shall be fairly representative of the members of the existing member and the new applicant it shall so notify the existing member and the new applicant in writing. Upon the Council giving such written notification, the existing member shall cease to be a member and the national council shall become the member for that Area in its place.

6. DISCIPLINARY ACTION

- 6.1 The Council, or any Sub-committee of the Council, may in their absolute discretion and by decision in general meeting establish an ad hoc Enquiry Committee as provided, to investigate and examine and report upon any written complaint against any person or organisation who is subject to the jurisdiction of these regulations or any article, or the Council or any rule of any Committee, of the Council. In any urgent situation, or where a General Meeting of any Committee, is not scheduled to be held within two months of receipt of any such complaint the Board of Directors shall be empowered to establish an ad hoc Enquiry Committee as provided.
- Any complaint must, in the case of any organisation making the complaint, to be signed by at least two officers of that organisation or in the case of an individual or a number of individuals be signed by each such individual and provide an address for each. Sufficient detail shall be stated in order to permit satisfactory investigation.
- Each complaint must be submitted to the Company Secretary, or Head Office, within six months of any alleged breach of date upon which any such breach becomes known. The specific article, regulation or rule under which the complaint is made must be stated. Unless the complaint is initiated by the Board of Directors, the Council, or any of its Committees, a payment to the Council of £50 Sterling must accompany any complaint. Any complaint having been considered as provided shall not be subject to re-consideration by way of any further complaint from any source.
- An Enquiry Committee is governed by Article 20, of the Articles of Association and this regulation.
- 6.2 The Enquiry Committee must consist of not less than three persons or more than five with three persons present in person constituting a quorum. The Committee will elect its own Chairman who in the case an equality of votes shall have a second or casting vote. No person who signed the complaint shall be a member of the Enquiry Committee. In addition, and as far as possible, no person who may have been involved in an issue giving rise to any complaint shall be a member of the Enquiry Committee. Voting or attendance by proxy shall not be permitted.
- 6.3 Any person or organisation in relation to whom any complaint is to be subject of investigation by an Enquiry Committee has the right to make representations to the Enquiry Committee. Not less than 28 days notice in writing of the date on which the Enquiry Committee is to meet shall be given to any such person or organisation. The Company Secretary, or other authorised officer of the Council, must forward to either full details of the complaint 28 days before the Enquiry Committee meeting. Any person or organisation, the subject of any complaint shall be permitted to attend the meeting. An individual may attend in person, or with a representative and may speak and represented for the purpose of answering any complaint or allegation made and making any statement by way of explanation for the consideration of the Enquiry Committee. An organisation shall receive similar

facilities with at least two persons and a representative nominated by any organisation involved being entitled to attend. The Enquiry Committee will consider the matter whether or not any person or organisation the subject of complaint makes representations and whether or not either attends the Enquiry Committee.

- 6.4 An Enquiry Committee is empowered to regulate its own proceedings. An Enquiry Committee cannot take action against any person or organisation against whom a complaint has been made. The Enquiry Committee must report its findings in writing to the Council or Sub-committee or Board of Directors as appropriate under which the Enquiry Committee was established in relation to each matter brought before it. A copy of the report of the Enquiry Committee shall be forwarded to every person and organisation whose name appears in the report, within 28 days of the report being made. Any person or organisation whose name appears in the report may make further written representations to the Council before the Council or Committee or WDC Board of Directors considers the report as appropriate before any decision with regard to the report is taken. The Board of Directors may in respect of any report be it by an Enquiry Committee refer that report to the Council or Council Sub-committee with or without recommendation.
- 6.5 The Council or Sub-committee or Board of Directors that establish the Enquiry Committee will consider any report of the Enquiry Committee and may take such decision as it considers appropriate but having full regard to all articles, regulations and rules of the Council and its Sub-Committees. In particular, any such decision, the effect of which is to obstruct, restrict or remove the rights of any member must be placed before the members as an agenda item at a full Council Meeting prior to any form of implementation. Notice of any decision must be sent without delay to any member, person or organisation who has been the subject of any complaint.
- 6.6 If any person or organisation wishes to appeal against any decision of the Council or Sub-Committee or Board of Directors, that has been taken on the basis of an Enquiry Committee's report, notice must be given in writing to the Company Secretary, that an appeal will be made, within 14 days of such decision being sent to any person or organisation. Any such appeal must be lodged with the Company Secretary, or Head Office, within a further 14 days and be accompanied by a payment of £100 Sterling to the Council, which shall be refundable if the appeal is upheld. The Board of Directors must within 28 days appoint a Review Committee consisting of the President and three persons. None of these three persons shall have been members of the Enquiry Committee or have been involved in the original complaint or have voted in any Sub-Committee or Board of Directors decision relative to the report the Enquiry Committee. The Review Committee shall review the decision and re-hear the complaint in such manner as it considers appropriate.
- 6.7 The findings and decisions of the Review Committee shall be final but shall not over-ride any article of the Articles of Association.
- 6.8 During investigation and examination of any complaint and pending any decision or appeal procedure on any action arising there from, the Council or any Sub-Committee within the Council of the Board of Directors, shall not act in any way against any person or organisation unless by way any report to the police authorities that is considered necessary or way of any legal requirements.
- 6.9 The Board of Directors shall report in writing any and all actions and decisions taken under this regulation annually.

7. SUSPENSION

The Board of Directors is empowered to impose a period of suspension, not exceeding one year or a fine, or both, in relation to any Council member who, following due process of investigation has been found in breach of the Council's Articles, Rules or Regulations, or whose conduct has been considered to be contrary to the best interests of the Council.

Due process refers to articles 6.2 To 6.9 herein contained.

8. EXPULSION OF MEMBERS

- 8.1. A member may be expelled by resolution carried by the votes of not less than two thirds of the members entitled to vote at an Annual or Special General Meeting of the Council.
- 8.2. A member under expulsion shall cease to be a member at the end of the meeting at which the resolution to expel it was carried.
- 8.3. No member who has been expelled from membership shall be re-admitted to membership except by resolution carried by the votes of not less than two thirds of the members present and voting in person or by proxy and voting on a poll at an Annual or Special General Meeting of the Council. No member that has been expelled may be re-admitted other than as a probationary member.
- 8.4. The Council, by resolution carried by the voters of not less than two thirds of the members entitled to vote at an Annual or Special General Meeting of the Council, may as an alternative to expulsion reduce the class of membership of any member to one of probation and from the end of the meeting at which such resolution is carried as aforesaid the member shall become a probationary member in accordance with the provision of articles 4.4.a. to 4.4.d. hereof.
- 8.5. For the purpose of ascertaining whether a quorum is present at any meeting referred to in this article 8 the member whose expulsion is proposed shall not be deemed to be present nor shall it be entitled to vote on the resolution.

9. CESSATION OF MEMBERSHIP

- 9.1 Membership of the Council shall cease if in relation to a member:
 - a. It, being an individual, dies;
 - b. It, being a body corporate, ceases to be a body corporate;
 - c. It, being an unincorporated body, is dissolved or ceases to exist;
 - d. It is expelled in accordance with article 8;
 - e. It withdraws from the Council by giving not less than one month's notice in writing of its intention so to do;
 - f. It fails to pay any subscription monies due;
 - g. The provisions of article 5.4 are not implemented in relation to it.
- 9.2 A delegate elected as President shall cease to act as a delegate and his appointer may appoint a further delegate to represent it during the tenure of office of the President. At the end of the President's term of office, the member organisation shall inform the Company Secretary in writing whether it wishes to continue to be represented by the former President in which event the additional delegate shall cease to represent it and the name of the former President shall be reinstated in the register as that member organisation's delegate.

10. SUBSCRIPTION

- 10.1. All members (whether full, probationary, introductory, honorary or affiliate members) shall pay an annual subscription of such sum as the Council may from time to time prescribe.
- 10.2. Payment of subscriptions for each year of membership shall be made on or before the 31st January for that year (or if a member is admitted during a calendar year and after the holding of the Annual Council Meeting for that year, upon the date of admission to membership) at the rate prescribed by the Council in the previous year. Failure to pay any subscription when due shall render a member organisation liable to expulsion.



- 10.3. Members that can prove hardship to the satisfaction of the Board of Directors may apply to the Board of Directors for a reduction in the amount of the subscription monies due from them (subject to payment of such minimum amount as the Board of Directors may from time to time determine). The Board of Directors shall have absolute discretion as to whether or not to approve a reduction in subsequent fees.
- 10.4. Failure to pay the annual subscription, or to pay any subscription on time will result in the loss of voting and representation rights at WDC meetings.
- 10.5. The annual subscription shall be reviewed and agreed by the members at the meeting of the Council in General Meeting each year.

11. GENERAL MEETING

- 11.1. The Council shall meet at least once a year (“the Annual Council Meeting”). Not more than 15 months shall elapse between the date of one Annual Council Meeting and that of the next.
- 11.2. All general meetings other than Annual Council Meetings shall be called Special General Meetings.
- 11.3. The Board of Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a Special General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the Board of Directors to call a general meeting, any member of the Board of Directors or any member entitled to vote thereat may call a general meeting.

12. SPECIAL GENERAL MEETING called by the Board of Directors

- 12.1 The Board of Directors may at any time call a Special General Meeting of the Council to deal with any matter which at its absolute discretion considers would be inappropriate to delay until the next Annual Council Meeting and the Company Secretary shall be instructed to call such a meeting. In such an event, the meeting shall be deemed a Special General Meeting of the Council.

13. SPECIAL GENERAL MEETING called by a member

- 13.1. Any member entitled to vote at the general meetings of the Council may requisition the Board of Directors in writing by notice sent to the office to call a general meeting. Such requisition shall specify the reason for the meeting and shall set out briefly the agenda thereof.
- 13.2. Subject to the provisions of the Act the Board of Directors, may at its absolute discretion decide whether or not such a meeting may be called, and it so shall require the Company Secretary agenda together with any accompanying documents to the members specifying a time date and place for the meeting. In such an event, the meeting shall be deemed a Special General Meeting of the Council.
- 13.3. If the Board of Directors, at its absolute discretion and subject to the provisions of the Act, refuses to call such a meeting, it shall inform the member of its decision within six weeks of the receipt of the requisition for the meeting and the member organisation shall within 6 weeks of receipt of such notice be entitled, on depositing sufficient funds with the Company Secretary as may be required by the Council to cover all the expenses of calling such meeting (including sufficient funds to cover the expenses of any member which may attend in person or by delegate or proxy), to require the

President to circularise the members with the agenda and to convene a Special General Meeting at a time and place specified by the President for the meeting.

14. NOTICE OF GENERAL MEETINGS

14.1. Notice of every Council meeting shall be prepared by the President and Company Secretary and dispatched to all member organisations according to the following schedule:

- a. On or before 1st February, every year, a Notice of the Annual Council Meeting will be sent to all member organisations.
- b. Member organisations must send written proposals to the Council's headquarters, to be received before 10th March.
- c. On or before 15th March, a second Notice of Proposals submitted will be sent to all member organisations.
- d. Member organisations must send written amendments to the Council's Headquarters, to be received before 10th April.
- e. On or before 15th April, an Agenda containing all proposals and amendments will be sent to all member organisations.
- f. In every third year, a special form will be sent with the 1st February Notice inviting nominations for persons to be elected to the WDC Board of Directors. Nominations must be received before 10th April.
- g. No proposal, amendment or nomination will be accepted after these deadline dates without the unanimous consent of the President and the Board of Directors. This means that no proposal, amendment or nomination will be accepted at the meeting if it has not been sent to the Council's Headquarters before the deadline date unless the President and the WDC Board of Directors unanimously agree that it can be accepted.

14.2. in the case of the Annual Council Meeting, by all the members entitled to attend and vote thereat; and

14.3. in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at meetings of all the members.

14.4. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual Council Meeting, shall specify the meeting as such.

14.5. The notice shall be given to all the members and to the members of the Board of Directors and to the auditors (if any).

14.6. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.



15. PROCEEDINGS AT GENERAL MEETINGS

- 15.1. The quorum for the transaction of business at the Annual Council Meeting shall be ten members entitled to vote thereat present in person or by one or more delegates or by proxy. If a quorum is not present within half an hour of the time appointed for the meeting, the members present and entitled to vote shall have the power to conduct all business of the Council in general meeting except in relation to the election of members of the Board of Directors and amendments to these articles or any rules or bye-laws made there under.
- 15.2. At any other general meeting, a quorum shall be a minimum of five members entitled to vote thereat present in person or by one or more delegates or by proxy and if no quorum is present within half an hour of the time appointed for the meeting, or such longer time as the President (if present) shall specify, the meeting:
- a.) if a Special General Meeting requisitioned by members, shall be dissolved;
 - b.) If a Special General Meeting called by the Board of Directors shall stand adjourned to the next day at the same time and place. If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting the members entitled to vote thereat present in person or by one or more delegates or by proxy shall be a quorum.
- 15.3. The Chairman of the meeting may, with the consent of a simple majority of the members present and entitled to vote, adjourn any meeting but no business shall be transacted at any adjourned meeting other than the business not reached or left unfinished at the meeting from which the adjournment took place.
- 15.4. Every adjourned meeting shall be deemed to be a continuation of the original meeting and any resolution passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 15.5. A member of the Board of Directors shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 15.6. On every resolution placed before the Council in general meetings, there shall be conducted a poll.
- 15.7. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 15.8. A declaration by the Company Secretary 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 15.9. The result of such a poll shall be deemed to be the resolution of the Council in general meeting. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present in person or by delegate or proxy shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

15.10. Subject to the provisions of these articles, meetings of the Council shall be conducted in such manner as the President shall from time to time direct.

15.11. Voting Procedure at Council Meetings

Any poll taken at a Council meeting in accordance with the Articles shall be entered on a form prescribed in Schedule 3 of these Regulations by the Company Secretary. On that form the Company Secretary shall record the vote (for or against or abstaining) of each member organisation entitled to vote, save that if the representative(s) of a member organisation be absent from the meeting at the time of the vote, he shall indicate on the form that member organisation's absence.

15.12. Standing Orders of the Council

a. The Regulations governing the conduct of meeting of the Council (which shall be known as „the standing orders“) contained within these statutes shall be followed by the Council in general meeting.

b. The Chairman of the meeting, at his absolute discretion, shall be enabled by this Regulation to lift the standing orders in order to conduct the meeting in such other manner as he deems fit.

c. SELECTION OF SPEAKERS AT COUNCIL MEETINGS

Every person present shall raise his hand when desirous of speaking and whilst speaking shall stand. The Chairman of the meeting shall decide the order of precedence, with no speech of a delegate lasting longer than 5 minutes at the discretion of the chairman.

d. CHAIRMAN OF THE MEETING'S RULING AT COUNCIL MEETINGS

If the Chairman of the meeting rises to call a nominee to order, or for any other purpose connected with the meeting, the nominee speaking shall resume his seat and no other nominee shall rise until the chair is resumed. The ruling of the Chairman of the meeting on any question of standing orders or on points of order or explanation shall be final. Any delegate may appeal against the decision of the Chairman of the meeting, but this requires a seconder and majority vote.

e. SPEECHES AT COUNCIL MEETINGS

No nominee shall be permitted to speak more than once on any subject before the meeting or upon the same point of order, except the mover of the original motion. On an amendment being moved, any nominee, even though he has spoken on the original motion, may speak again on the amendment. No delegate shall speak for more than five minutes at one time unless the Chairman of the meeting so permits. Nominees wishing to raise points of order or explanation must rise immediately and obtain the permission of the Chairman of the meeting to speak. Any member organisation may formally second any motion or amendment. The nominee representing the member organisation so seconding a motion or amendment may reserve his speech until a later period in the debate.

f. MOTIONS AND AMENDMENTS AT COUNCIL MEETINGS

i. All proposals placed before the Council and all amendments placed before the Council be submitted in writing, together with a brief report setting out the intended purpose of the proposal, the financial and legal implications of the proposal, the date on which the proposal would come in to effect and any transitional or administrative arrangements required to implement the proposal.

ii. The first proposal on any particular subject shall be known as the original motion. All succeeding proposals on that subject shall be called amendments. Every Motion or amendment must be moved and seconded by member organisations actually present at the meeting before they may be discussed. When an amendment is moved to an original motion, no further amendment shall be discussed until the first amendment is disposed

of. Notice of any further amendment must be given to and read out from the Chair before the first amendment is put to the vote and this procedure must be repeated with succeeding amendments.

- iii. The WDC Board of Directors be expressly enabled to propose and second proposals being placed before the Council or any Council Committee.

g. **SUBSTANTIVE MOTIONS AT COUNCIL MEETINGS**

If an amendment is carried it displaces the original motion and it self becomes the substantive motion and may be further amended, provided it is consistent with the business and has not been covered by an amendment or motion which has been previously rejected. The substantive motion will then be put to the vote.

h. **RIGHT TO REPLY AT COUNCIL MEETINGS**

The mover of the original motion shall, provided that no amendment is moved, have the right of reply at the close of the debate upon such a motion but shall introduce no new matter. The motion shall then be put to the vote immediately and under no circumstances shall any further discussion be allowed once the motion has been put from the chair. When an amendment is moved, the mover of the original motion shall be entitled to speak upon the amendment. The mover of an amendment shall not be entitled to reply.

i. **WITHDRAWAL OR ALTERATION OF MOTIONS OR AMENDMENTS AT COUNCIL MEETINGS**

No motion or amendment which has been accepted by the chair shall be withdrawn without the unanimous consent of the member organisations at the meeting. Neither shall any addendum or rider be added to the motion which has been accepted by the chair without such full consent. Should any nominee dissent, the addendum may be proposed and seconded and treated as an ordinary amendment.

j. **CLOSURE OF DEBATE AT COUNCIL MEETINGS**

Motions for next business or for the closure of debate on a motion or an amendment may be moved and seconded only by delegates who have not previously spoken at any time during the debate, either on the original motion or on any subsequent amendments. In the event of the closure of debate being carried, the mover of the original motion shall have the right to reply before the motion or amendment is put to the vote. Should a motion for next business or closure of debate be defeated, ten minutes must elapse before it can be accepted again by the Chairman of the meeting, unless he is of the opinion that the circumstances have materially altered in the meantime. No speeches shall be allowed on motions for next business or the closure of debate.

15.15 The Council shall keep at its headquarters a register of members in which the Company Secretary shall enter the following particulars

- a. the names and addresses of the Member Organisations and its Delegates;
- b. the date at which each Member Organisation or Delegate was entered in the register as a member or delegate, and the date at which any such member organisation or delegate ceased to be a member,
- c. the names, addresses, telephone, fax, e-mail and other relevant details of the officers of the member with the offices held by them respectively and the dates on which they assumed office.

15.16 The inclusion or omission of the name of any person or member organisation or delegate from the register of members shall, in the absence of evidence to the contrary, be conclusive that such person or member organisation or delegate is not a member or delegate of the Council.

16. VOTES OF MEMBERS

- 16.1. Subject to the restrictions placed on the rights of probationary members and honorary members and to any special rights set out in any affiliate terms, each member shall be entitled to have one vote at meetings of the Council notwithstanding that it may have more than one delegate on the Council. If the delegates representing any member organisation cannot agree on how the vote of that member organisation shall be cast at the time the vote in question is taken, then that member organisation shall be deemed to have abstained from voting on the resolution in question.
- 16.2. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote by his receiver, curator bonis or other person, may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 16.3. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

16.4. PROCEDURE FOR THE RECORDING OF VOTES AT COUNCIL MEETINGS

a. Arrangements for voting on proposals

There shall be a form wherein the country of all member organisations' areas shall be listed in alphabetical order, in Column 1, which shall be headed „Member Organisation“. The headings of Columns 2 – 5 inclusive shall be „For“, „Against“, „Abstained“ and „Absent“ respectively. On every motion before the Council, after the Chairman of the meeting has read the motion and any amendments in accordance with the Statutes to the meeting, the Company Secretary shall read the name of each country listed in Column 1, whereupon a nominee, if there be any nominees present, of the member organisation whose area comprises that country shall call „For“, or „Against“, or „Abstain“, as appropriate. The Company Secretary shall mark the appropriate row and column with a tick, to indicate how the member organisation has voted; in the absence of a member organisation's nominees, he shall note the member organisation's absence. When all member organisations' countries have been called, the Company Secretary shall declare whether or not the motion has been carried or lost.

b. Arrangements for voting in elections to Officer posts of the Council

The voting arrangements that shall apply to the election of Officers of the Council, whose election to posts is required by virtue of Regulation 10(e) (that is the offices of President and Vice Presidents) shall be as set out in this Section. In the case of each election that comes before the Council, the Chairman of the meeting shall call for candidates to be nominated and seconded. Where there is more than one candidate standing for election to a post, the Company Secretary shall enter the name of each candidate as headings in Columns 2 onwards, provided that the candidate has been nominated and seconded. The names of all candidates having been entered on the form, the Company Secretary shall read the name of each country listed in Column 1, whereupon a nominee, if there be nominees present, of the member organisation whose area comprises that country shall call the name of the candidate for whom it wishes to cast its vote. The Company Secretary shall mark the appropriate cell with a tick, to indicate how the member organisation has voted. When all member organisations' countries have been called, the Company Secretary shall declare the total



number of votes cast for each candidate. The candidate who secures the votes cast by not less than 50% of the member organisations present shall be deemed to be elected to the post in question. In the event of no one candidate securing the votes cast by not less than 50% of the member organisations present and voting and there are more than two candidates for the post in question, the candidate with the least number of votes cast in his favour shall withdraw his candidacy for the post. The remaining candidates shall stand to the next round of voting. This process shall be repeated until the number of candidates is reduced to two. In this final round, the candidate with the highest number of votes cast in his favour shall be elected to the post. In the event of a tie (i.e. where the two candidates in the final round share an equal number of votes), the poll shall be declared void by the Company Secretary and a second election shall be begun from the beginning. For the avoidance of doubt any candidate who, in any round of voting, secures the votes cast by not less than 50% of the member organisations present shall be deemed to be elected to the post.

17. VOTING BY PROXY

- 17.1. A closed proxy must be lodged with the Chairman of any meeting via the WDC office by a member unable to attend the meeting having first tendered its apologies for absence:
- 17.2. Only closed proxies are permitted. Open proxies being prohibited.
- 17.3. A member can hold up to a maximum of two closed proxies.
- 17.4. A closed proxy is defined as the vote of an absent member instructing a member voting on its behalf to vote either "Yes" or "No" to a specific proposal including any amendment to the proposal accepted at the meeting.
- 17.5. A closed proxy or any form of proxy shall not be deemed as an attendance by a member to rank in the count to establish a quorum.
- 17.6. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Directors may approve.
 - a. § PLC/Limited I/We, § of § being a member/members of the above-named company, hereby appoint § of §, or failing him, § of §, as my/our proxy to vote in my/our name/s] and on my/our behalf at the annual/extraordinary general meeting of the company to be held on § 20§, and at any adjournment thereof.

Signed on § 20§."
 - b. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board of Directors may approve)
 - c. § PLC/Limited I/We § of § as my/our proxy to vote on my/our name/s/ and on my/our behalf at the annual/extra ordinary general meeting of the company, to be held on § 20§, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

- d. Resolution No. 1 *for *against
Resolution No. 2 *for *against.
*Strike out whichever is not desired.

Signed this § day of § 20§.”

- 17.7. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notary or in some other way approved by the Board of Directors may be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting (or such shorter period as the Board of Directors may approve) at instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- 17.8. A vote given by proxy or by the delegate of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Council at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.

18. OBSERVERS AT COUNCIL MEETINGS

- 18.1. Visitors and Observers shall at the discretion of the Council be allowed to attend meetings or parts of a meeting, but shall not be allowed to take part in debate or to vote. Visitors / Observers shall be listed in the minutes of the meeting and shall pay an observers fee prescribed by the Board of Directors from time to time
- 18.2. For the express purpose of the avoidance of doubt, delegates of organisations that have applied for membership or for affiliate membership of the Council and have been invited to a meeting in accordance with the provisions of article 4.8. shall not be deemed to be observers or visitors, and shall be admitted to all or part of the meeting as determined by the Chairman of the meeting.
- 18.3. For the express purpose of the avoidance of doubt, in addition to its delegates each member organisation shall be entitled to send, to general meetings, for the sole purpose of translating the proceedings for its delegates, a person who is capable of translating from English into the native language of the member organisation, English being the official language of the Council. Such a person shall not be allowed to enter into any debate or to vote, but shall be deemed to be in attendance at the meeting and shall not be excluded from any part of the meeting at which the member organisation's delegates are rightfully present.

19. ACTS OF THE COUNCIL

- 19.1. All acts done in good faith by any members of the Council or of the Board of Directors, notwithstanding that it shall be afterwards discovered that there was any defect in the appointment of any member or delegate of a member or member of the Board of Directors or that any one of them was disqualified from voting, shall be as valid as if every member or delegate has been duly appointed and was duly qualified to vote.

20. COMMITTEES

- 20.1 The Council may constitute Committees (or Sub-Committees) and may delegate all or any of its powers to any such Committee and/may authorise the Sub-Committee to perform such functions as the Council considers fit. The powers and/or functions of such Committees, the conduct of



proceedings of any such Committee and all other terms upon which any such Committee is appointed shall be recorded in writing as soon as practicable after the meeting of the Council at which such appointment is made and shall be referred to in these articles as the “terms of reference” of that Committee.

20.2 Any Committee (or Sub-Committee) constituted pursuant to this article shall have only those powers and functions contained in the terms of reference for that Committee and its proceedings and conduct shall be governed in all respects by such terms of reference. The terms of reference of any Committee may only be changed by the Council in general meeting or by the direction of the Board of Directors. Such change in any terms of reference shall not be effective until it has been recorded in writing after the meeting of the Council or Board of Directors (as the case may be) that authorised such change.

21. THE BOARD OF DIRECTORS

21.1. Unless otherwise determined by ordinary resolution, the number of members of the Board of Directors (other than Alternates) shall not be subject to any maximum but shall not be less than five.

21.2. The officers of the Council shall be:

- a. The President;
- b. Such number of Vice Presidents as the Council, in general meeting may by ordinary resolution elect;
- c. Any chairman of any Sub-Committee who, by virtue of the Sub-Committee’s terms of reference, is co-opted onto the Board of Directors as a Vice-President;
- d. Any affiliate delegate, which by virtue of the affiliate member’s affiliate terms is entitled to nominate a representative to the Board of Directors, and which such affiliate delegate is approved by resolution of the Council in general meeting (insofar as such affiliate terms and these articles allow);

21.3. The officers so specified shall form an executive called the Board of Directors which shall constitute the board of directors of the Council.

21.4. The members of the Board of Directors shall be delegates of members, save as provided for by article 24.6.

21.5. Officers of the Council cannot use proxies at meetings of the Board of Directors.

For the avoidance of doubt, the officers of the Council shall be those persons jointly and severally appointed to office in accordance with the Articles, specifically not their representatives, proxies or deputies, save where such representation is expressly empowered by these Regulations. Officers of the Council shall not nominate such representatives, proxies or deputies to attend meetings the Board of Directors, save where such representation is expressly empowered by these Regulations, nor shall such representatives, proxies or deputies be in any way enabled by any form of proxy or instrument to carry out any duty, function or responsibility of an officer of the Council in the stead of that officer. The Board of Directors shall not be consulted as a committee pursuant to the Articles but shall be governed in all respects by the Council’s constitution.

22. POWERS OF THE BOARD OF DIRECTORS

22.1. Subject to the provisions of the Act. The memorandum and the articles and to any directions given by the members by special resolution, the business of the Council shall be managed by the Board of Directors who may exercise all the powers of the Council. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the Board of Directors which would



have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board of Directors by the articles and a meeting of the Board of Directors at which a quorum is present may exercise all powers exercisable by the Board of Directors.

- 22.2. The Board of Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Council for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

23. DELEGATION OF BOARD OF DIRECTORS'S POWERS

- 23.1 The Board of Directors may delegate any of its powers to any committee consisting of one or more members of the Board of Directors. They may also delegate to any managing director or any member of the Board of Directors holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board of Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of the Board of Directors so far as they are capable of applying.

24. APPOINTMENT AND RETIREMENT OF BOARD OF DIRECTORS MEMBERS

- 24.1 The Council may by ordinary resolution in general meeting appoint any person who is entitled to be a member of the Board of Directors and who is willing to act to be a member of the Board of Directors, either to fill a vacancy or as an additional member of the Board of Directors.
- 24.2 Any affiliate delegate, which by virtue of any affiliate terms is appointed to the Board of Directors, shall be nominated by the affiliate member in writing and his appointment to the Board of Directors shall be subject to the prior approval of the Council by resolution in general meeting (which the Council may in its absolute discretion give or withhold). If the affiliate member shall cease to be a member of the Council for whatever reason, any office of the Council held by an affiliate delegate and the number of officers required by these articles shall be reduced accordingly.
- 24.3 The President and Vice Presidents shall hold office for a maximum of three years and shall retire and offer themselves for re-election by the Council at the Annual Council meeting held every third year. Such officers, if not elected, shall be deemed to retire at the conclusion of such Annual Council Meeting.
- 24.4 A person who has been elected to membership of the Board of Directors and who is the subject of a tri-annual election, is eligible to stand for re-election to membership of the Board of Directors on condition only that he remains a member of a member organisation.
- 24.5 If the Council, at the meeting at which a member of the Board of Directors retires and offers himself for re-election, does not fill the vacancy the retiring member of the Board of Directors shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the appointment of the member of the Board of Directors is put to the meeting and lost.
- 24.6 No person including a member of the Board of Directors retiring and offering himself for re-election shall be appointed or re-appointed a member of the Board of Directors at any general meeting unless not less than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Council of the intention to propose that person for appointment or reappointment stating the particulars which would, if he

were so appointed or re-appointed, be required to be included in the company's register of directors together with notice executed by that person of his willingness to be appointed or re-appointed.

- 24.7 Not less than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person including a member of the Board of Directors retiring and offering himself for re-election retiring at the meeting in respect of whom notice has been duly given to the Council of the intention to propose him at the meeting for appointment or reappointment as a member of the Board of Directors. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the company's register of directors.
- 24.8 Should a vacancy occur in the office of President before the expiration of the three-year term of office of the President last elected an acting President may be appointed at the absolute discretion of the Board of Directors until the next Annual Council Meeting or the next Special Council Meeting on the agenda of which the election of a new President may be legitimately placed as an item in accordance with these articles.
- 24.9 A person appointed to the post of acting President shall hold office until the election of a President in accordance with article 24.3 (at which time his appointment shall cease automatically) but during his period of appointment he shall not be required to be a delegate of the member appointing him as such.
- 24.10 Should a vacancy occur in the office of any one of the Vice Presidents before the expiration of the three-year period of office of such Vice President before the expiration of the three-year period of office of such Vice President a special election may, at the absolute discretion of the Board of Directors, be held either at a Special General Meeting or by mail nomination and ballot (to be conducted in such manner as the Board of Directors may, in its discretion, determine). Any person so elected to the office of Vice President to fill a vacancy shall hold such office until the next general meeting of the Council at which his predecessor would have been required to offer himself for re-election.

25. DISQUALIFICATION AND REMOVAL OF MEMBERS OF BOARD OF DIRECTORS

- 25.1 The office of a Board of Directors member shall be vacated automatically if:
- a. He ceases to be a member of the Board of Directors by virtue of any provision of the Act or he becomes prohibited by law from being a member of the Board of Directors;
 - b. or He becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - c. or He is, or may be, suffering mental disorder and either:
 - i. He is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - ii. An order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - d. He resigns his office by notice to the Council; or



25.2 He shall for more than six consecutive months have been absent without permission of the Board of Directors from meetings of the Board of Directors held during that period and the Board of Directors resolves that his office be vacated;

25.3 The affiliate member of which he is an affiliate delegate ceases to be a member of the affiliate terms governing his appointer's membership are amended such that his appointer's right to appoint a member of the Board of Directors is revoked;

25.4 He is a member of the Board of Directors by virtue of article 21.2.c and in accordance with the terms of reference of such Committee or by virtue of any amendment to such terms of reference he ceases to be entitled to be co-opted to the Board of Directors, or if he ceases to be a member of such Committee or such Committee is dissolved.

26. EXPENSES

26.1 Subject to the provisions of the memorandum of association of the Council the members of the Board of Directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Board of Directors or committees of the Board of Directors or of the Council or general meetings or separate meetings of the holders of debentures of the Council or otherwise in connection with the discharge of their duties.

27. INTERESTS OF MEMBERS OF THE BOARD OF DIRECTORS

27.1 Subject to the provisions of the Act, and provided that he has disclosed to the Board of Directors the nature and extent of any material interest of his, a member of the Board of Directors notwithstanding his office:

- a. May be a party to, or otherwise interested in, any transaction or arrangement with the Council or in which the Council is otherwise interested;
- b. May be a director or other office of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate or unincorporated promoted by the Council or in which the Council is otherwise interested; and
- c. Shall not, by reason of his office, be accountable to the Council for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

27.2 For the purposes of article 27.1;

- a. A general notice given to the Board of Directors that a member of the Board of Directors is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class or persons is interested shall be deemed to be a disclosure that the member of the Board of Directors has an interest in any such transaction of the nature and extent so specified; and
- b. An interest of which a member of the Board of Directors has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

28. GRATUITIES AND PENSIONS



28.1 The Board of Directors may exercise the powers of the Council conferred by Clause 3.10 of the memorandum of association of the Council.

29. PROCEEDINGS OF THE BOARD OF DIRECTORS

29.1 Subject to the provisions of the articles, the Board of Directors may regulate its proceedings as it thinks fit. The President may at the request of a member of the Board of Directors call a meeting of the Board of Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote.

29.2 The quorum for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and unless so fixed at any other number shall be five.

29.3 The continuing members of the Board of Directors or a sole continuing member of the Board of Directors may act notwithstanding any vacancies in their number, but, if the number of members of the Board of Directors is less than the number fixed as the quorum, the continuing member or members of the Board of Directors may act only for the purpose of calling a general meeting.

29.4 All acts done by a meetings of the Board of Directors, or of a committee of the Board of Directors, or by a person acting as a member of the Board of Directors shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Board of Directors or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Board of Directors and had been entitled to vote.

29.5 A resolution in writing signed by all the members of the Board of Directors entitled to receive notice of a meeting of the Board of Directors or of a committee of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors or (as the case may be) a committee of the Board of Directors duly convened and held and may consist of several documents in the like form each signed by one or more members of the Board of Directors or of such committee.

29.6 A member of the Board of Directors may provided that he has declared the nature and extent of his interest at a meeting of the Board of Directors, vote at any meeting of the Board of Directors or of any committee of the Board of Directors, on any resolution, notwithstanding that it any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

29.7 If a question arises at a meeting of the Board of Directors or of a committee of the Board of Directors as to the right of a member of the Board of Directors to vote, the question may, before the conclusion of the meeting be referred to the chairman of the meeting and his ruling in relation to any member of the Board of Directors other than himself shall be final and conclusive.

30. DUTIES OF THE PRESIDENT

30.1. The President may preside as Chairman over Council meetings and shall be an ex-officio member of all Committee meetings unless there is an express statement to the contrary included by the Council within the terms of reference of any Committee. At both Council and Committee meetings the President shall have the right to vote.

30.2. The President shall preside as Chairman over meetings of the Board of Directors and, in the event of an equality of votes, shall have a second or casting vote. Other officers of the Board of Directors shall each have one vote.

30.3. If the President is not present at any meetings of the Council or is unwilling to act as Chairman the members present and entitled to vote shall elect a Vice President to be the Chairman of the meeting or if no Vice President is present or if he is unwilling to act then the members present and entitled to vote shall elect a person who shall be a delegate of a member organisation if such person is willing to act to be the Chairman of the meeting.

31. THE COMPANY SECRETARY AND OTHER EXECUTIVE APPOINTEES

31.1. The Council shall have a Company Secretary and such other executive appointees as the Board of Directors may from time to time determine who shall be appointed and may be removed by the Board of Directors and who shall receive such remuneration (if any) as the Council in general meeting shall determine.

31.2. The Company Secretary and other executive appointees, if any, shall act under the direction of the Council, and without prejudice thereto the Company Secretary shall in particular

- a. Summon and attend all meetings of the Council and of Committees and sub-Committees and keep the minutes referred to in article 31, save that in the event of an express statement to the contrary being included by the Council within the terms of reference of any Committee or sub Committee the Company Secretary shall not be required to summon and attend meetings of that Committee or sub-Committee or to take minutes thereat, and it shall be the duty so to do of the person so appointed by virtue of the terms of reference of that Committee. Minutes of all meetings of Committees and sub-Committees which are not taken by him shall be sent to the Company Secretary at the office no later than fourteen days after the meeting;
- b. Unless the Council otherwise directs, keep all books of account and receive all contributions and other payments due to the Council from the members and other persons and pay over the amount so received as the Council directs;
- c. Produce or give up all books, documents and property of the Council in his possession whenever required so to do by a resolution of the Council.

32. MINUTES OF COUNCIL

32.1 Minutes of every Council meeting and of every Committee meeting and of every meeting of the Board of Directors and committee of the Board of Directors shall be kept.

32.2 After opening a meeting and having read the minutes of the previous meeting, the Chairman of the meeting shall call for a motion confirming the minutes but no motion or discussion on them shall be allowed save in regard to their accuracy. After confirmation of the minutes, they shall be signed by the Chairman of the meeting and nominees shall then be permitted to ask any questions in regard to matters arising from them. Such questions shall be allowed for the purpose of information only and no debate on the policy outlined in the minutes shall take place.

32.3 Minutes of every Council meeting and of every meeting the Board of Directors shall be circulated by the Company Secretary to all Member Organisations and to all Honorary Members and all Affiliated Members when the minutes have been passed as a true record at the next subsequent meeting of the Board of Directors, save that this Regulation shall not apply to any meeting of the Council or of the Board of Directors that should take place within thirty-five days of the annual meeting of the Council that is required to take place by virtue of the Articles.

33. THE SEAL

- 33.1. If the Council has a seal it shall only be used with the authority of the Board of Directors or of a committee of the Board of Directors. The Board of Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by the President and the Company Secretary.
- 33.2. The Council may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Board of Directors.

34. NOTICES

- 34.1. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Board of Directors need not be in writing.
- 34.2. The Council may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by electronic means.
- 34.3. A member present, either in person or by proxy, at any meeting of the Council shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 34.4. A notice shall be deemed to be given at the expiration of 5 clear days after the envelope containing it was posted or a notice was sent by electronic means.

35. INDEMNITY

- 35.1 Every member of the Board of Directors or other officer of the Council shall be indemnified out of the assets of the Council against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court, and no member of the Board of Directors or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Council in the execution of the duties of his office or in relation thereto, But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.
- 35.2 The Board of Directors shall have power to purchase and maintain for any director or officer of the Council insurance against any such liability as is referred to in section 310(1) of the Act.

36. RULES AND BYE-LAWS

- 36.1 Each member shall be bound by any rules, bye-laws or other regulations from time to time made or adopted by the Council in general meeting or by any Committee.

37. DISPUTES

- 37.1 The Law governing these Regulations shall be that of England and any dispute not submitted to arbitration in accordance with Regulation 37.2 hereinafter shall be subject to the jurisdiction of the English courts.

37.2 Every dispute relating to the interpretation of the Council's constitution and these Regulations between a member or any person aggrieved who has not for more than six months ceased to be a member, or any person claiming through such member or person aggrieved or claiming under these Regulations shall be submitted to an arbitrator appointed by the President of the Law Society and his decision shall be binding and conclusive on all parties without appeal, and shall not be removable.

38. DISSOLUTION

If on the winding up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be disposed of in whatever manner may be decided by a special general meeting.

39. COPIES OF REGULATIONS TO BE SUPPLIED

The Company Secretary shall deliver a copy of these Regulations to every person on demand on payment of a sum as the Council may from time to time direct.

40. WDC Code of Ethics

Consistent with the general ideas of society the World Dance Council expects all its Members, Member Federations, its Dancers, Adjudicators and all Officers to comply with the standards of ethics, moral, good behavior and sportsmanship.

The WDC will not tolerate any discrimination and any violation of human rights or bias based on racial, religious, political grounds or sexual orientation.

41. WDC Anti-Doping Rules.

The World Dance Council is a signatory to the WADA Anti-Doping Rules. The WDC Anti-Doping rules are available as schedule 3 appended to this constitution.

42. That no member of the WDC Board of Directors, Competitive Dance Executive Board or Social Dance Executive Board may be a registrant of any organisation deemed to be in conflict with the World Dance Council Ltd.(WDC), or actively acting against the best interests or administrative policies and decisions of WDC, and also cannot be nominated as a delegate for aforementioned meetings and shall not be nominated for any of these positions.

NAMES AND ADDRESSES OF SUBSCRIBERS

President: Donnie Burns

Company Secretary: Hannes Emrich

Dated this 1st June of 2019

Witness of the above signatures:

Director:

SCHEDULE 1: SUB-COMMITTEE TERMS OF REFERENCE

WORLD COMPETITIVE DANCE COMMITTEE: terms of reference

The function of the World Competitive Dance Committee is to consider and debate all matters relating to competition rules, selection of adjudicators and the granting of Council Championship Titles in all forms of competitive dance. The World Competitive Dance Committee can take decisions in competitive dance matters and the WDC Board of Directors may veto a decision of the Committee after debate if the WDC Board of Directors considers that the decision does not correspond with the interest of the World Dance Council.

WDC SOCIAL DANCE COMMITTEE: terms of reference

The function of the WDC Social Dance Committee is to consider and debate all matters relating to dance schools, social dances and social dancers. The WDC Social Dance Committee can take decisions in social dance matters and the WDC Board of Directors may veto a decision of the Sub-Committee after debate if the WDC Board of Directors considers that the decision does not correspond with the interest of the World Dance Council.

WORLD COMPETITIVE DANCE AND WDC SOCIAL DANCE COMMITTEES: composition and regulation

1. The Members of the Sub-Committee shall comprise of up to three nominees of each Member Organisation on the Council. The Sub-Committee shall elect an Executive Board as follows :
a Chairman
a Senior Vice Chairman
Vice-Chairmen with Special Responsibilities.
2. It is the responsibility of the Sub-Committee to decide what posts and how many posts of Special Responsibility it needs to operate effectively, bearing in mind that the members of the Executive Board will be „Officers of the Committee“. The Chairman of the Sub-Committee is an ex officio member of the Board of Directors.
3. At the request of the Sub-Committee or the Chairman in consultation with the Executive Board in between meetings, the Board of Directors shall appoint Commissioners, if any, as are required to carry out research and development on behalf of the Sub-Committee.
4. The Executive Board may co-opt such persons of expertise to the Board as it considers appropriate.
5. Meetings of the Sub-Committee will be called by the Company Secretary at the request of the Committee Chairman. The Company Secretary shall make such arrangements as are expedient to ensure that minutes of Sub-Committee meetings are circulated to all Member Organizations, Affiliated Members and Honorary Members within twenty-eight days of the meeting.
6. The quorum for a Sub-Committee meeting shall be one nominee each from ten member organisations.
7. Meetings of the Executive Board shall be called by the Chairman. Any decisions taken by the Executive Board shall be circulated in the form of a report circulated to all Member Organizations, Affiliate Members and Honorary Members within twenty eight days of the meeting. Formal minutes of Executive Board meetings do not have to be made.
8. The quorum for meetings of the Executive Board shall be three, including the Chairman.
9. Subject to the conditions stated, the Competitive Dance Executive Board shall have the authority to decide on Competitive Dance matters, the Social Dance Executive Board shall have the authority to decide on Social Dance matters, in a matter of importance and urgency where delay is considered likely to be detrimental to the best interests of the Council. Any such decision must comply with the following:
 - a. Any decision must have the written support of at least two-thirds of the Executive Board elected members.
 - b. Any decisions must be recorded in writing.



- c. Any decision must be included as an Agenda item of the next Sub-Committee meeting.
- 10 The Executive Boards be allowed to make proposals and/or recommendations for future Sub-Committee meetings



2 c. Terms of Affiliation - The Americas Dance Council. (TADC)

The TADC is affiliated with the World Dance Council Ltd under the following terms of Affiliation.

The Americas Dance Council (hereafter ("TADC:") with its titles services and members is an affiliated member of the World Dance Council (hereafter "the Council")

The TADC will become part of the membership of the Council and will maintain its status as an independent, self -contained affiliate member.

TADC finances will remain the property of the TADC and will remain under the TADC's control. The TADC will be responsible for its own constitution and election of officers etc.

A representative of the Council will be invited to attend and speak at the AGM of the TADC. Subscription fees will be payable by the TADC to the Council and be of the same amount as any other affiliate member-organization.

The TADC will be entitled to send three delegates to the AGM of the Council and they will have the right to address the meeting.

There will be no restriction on who may be a member of the TADC and this includes Amateur Members. The TADC will promote the Council as the sole governing body of professional Dance in all forms.

If and when the process is completed , a jointly agreed press release will be published.

The Americas Dance Council (TADC)

World Dance Council (WDC)

Signature -----

Signature -----

Date-----