

ESSDA CONSTITUTION

Agreed by the ESSDA Members in the General Assembly 12.07.2007, Antwerp.

TITLE, LOCATION & FOUNDATION

1. TITLE

1.1. The name of our association is European Same-Sex Dance Association, also to be known as ESSDA.

2. LOCATION

2.1. The headquarter is in London.

3. FOUNDATION AND DURATION

3.1. It was founded on the 18th February 2007 in London, United Kingdom and established for an indefinite period.

INTRODUCTION AND SUMMARY

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4.1. The membership is the highest decision making body of the association.

4.2. The membership makes its decisions per vote in the General Meetings or through referendums initiated by the Board.

4.3. Decisions of the members are made with a minimum of an absolute majoritiy (one vote more than 50%) of the members participating at a General Meeting or a separate referendum. Decisions about changing the constitution, dissolving the association, decisions about further Board membership of a Board member or a honoray membership are made with a majority 2/3 of the members participating.

4.4. Further details about these and other decisions (Participating, Quorum,...) are specified in other articles of the Constitution and the Bylaws.

LANGUAGE & GEOGRAPHY

5. LANGUAGE

5.1. The official language of the association in correspondence, General Meetings and meetings is, in principle, English.

6. GEOGRAPHY

6.1. ESSDA concentrates its efforts within Europe as a geographically defined continent. However, ESSDA supports other individuals and organisations with similar goals throughout the rest of the world.

ORGANISATIONAL YEAR

7. ORGANISATIONAL YEAR

7.1. The organisational year of the association starts on 1st August and ends on 31st July.

DEFINITIONS

8. USED WORDS

8.1. Association: European Same-Sex Dance Association, also to be known as ESSDA.

8.2. Board: The Board of the association.

8.3. Delegate: A representative, who is an authorised proxy of a member organisation, group or club, looks after the rights of the member and cast its votes.

8.4. General Assembly: The sum of the members participating at a General Meeting of the General Membership; this may be an Annual General Meeting (AGM) or an Extraordinary General Meeting.

8.5. General Membership: The sum of all members. It is the highest decision making body of the association.

MISSION AND GOALS

9. RESPECT DIFFERENCES

9.1. ESSDA will respect differences as they may occur between people, concerning race, gender, sexual or political orientation, religion, nationality or language, disability or any other base.

9.2. The association will respect differences as they may occur between organisations, concerning nationality, language, political orientation, liaisons with other dance (sport) or sport organisations or organisations for LGBT emancipation.

10. LGBT IDENTITIES

10.1. ESSDA acknowledges that the roots and base of same-sex dance and same-sex dance sport are the expression of lesbian, gay, bisexual and transgender identities and relationships. This will be considered as part of any decisions, guidelines and developments for the future.

11. OUR MISSIONS AND GOALS ARE:

11.1. To encourage the same-sex ballroom and latin dance sport.

11.2. To develop and maintain a level of quality and attractiveness of competitions to dancers and audiences and to encourage the use of guidelines for same-sex dance competitions.

11.3. To encourage the use of these guidelines as standards, specifically at, but not limited to, the ballroom and latin dance events at the Eurogames.

11.4. To provide a forum for communication, support, coordination and development for our members and other people and organisations interested in same-sex dance sport.

11.5. To work towards a climate in dancing and dance sport where people can express what they are, regardless of sexual orientation, race, ethnic origins, religion, gender and disabilities.

11.6. To work towards universal acceptance of “leader” and “follower” as teaching terms.

11.7. To support other individuals and organisations with similar goals.

MEMBERS

12.CONSTITUENCY OF MEMBERSHIP

12.1. The association consists of

- a. Ordinary members,
- b. Extraordinary members,
- c. Associate members,
- d. Honorary members.

12.1.1. Ordinary membership is open to: all individuals who accept, abide by and comply with the mission statement of the association and who live in Europe or elect to dance for a European club or country. (Details in Bylaws)

12.1.2. Extraordinary membership is open to: all legal entities, clubs and groups located in Europe, whose main concern is same-sex dancing or LGBT sports including same-sex dancing or are organizing an international same-sex competition, who accept, abide by and comply with the mission statement of the association.

12.1.3. Associate membership is open to:

- a) all other individuals, who are interested in communication and getting information and who accept, abide by and comply with the mission statement of the association.
- b) all other legal entities, clubs or groups who support our mission and who are interested in communication and getting information.

12.1.4. Honorary members are individuals who have rendered outstanding services because of their extraordinary contribution to the same-sex dancing community at large.

13. MEMBERSHIP

13.1. One can become:

13.1.1. An ordinary, extraordinary or associate member by submission of a written application to the Board which has to be accepted by the Board or a membership committee.

13.1.2. An honorary member upon nomination by a member or by the Board, by appointment of the General Assembly with a majority of two thirds of the cast votes.

13.2. Rejection of a written application by the Board.

13.2.1. In case of refusal of membership, the Board or a membership committee reports to the applicant and to the General Assembly at the next General Meeting, giving the reasons for denial of the applicant.

13.2.2. The General Assembly may still grant membership to the applicant by 50% plus one vote of those present.

14. ENDING OF MEMBERSHIP

14.1. Membership of the association ends by:

14.1.1. Death, if the member is a natural person.

14.1.2. Bankruptcy or dissolution of the legal body of the member.

14.1.3. Written withdrawal of membership.

14.1.4. Exclusion from membership by a written notice of the Board or a membership committee.

14.1.5. Failure to pay the annual membership fee in time (Details in Bylaw).

14.2. Withdrawal by a member

14.2.1. A member must withdraw one month prior to the start of the association year.

14.3. Exclusion by the Association

Exclusion from membership by the Board occurs when the member acts contrary to the Association's rules or decisions, or contrary to the constitution, or when the member harms the Association in an unreasonable way.

14.3.1. The Board shall inform the member in due course of this decision in writing.

14.3.2. The excluded member shall have the right to appeal this decision and address the General Membership at the following General Meeting.

15. OBLIGATIONS OF MEMBERS

15.1. There is an obligation to pay an annual membership fee, should one be set in the Bylaws, for:

15.1.1. ordinary members and

15.1.2. extraordinary members.

15.2. There is no obligation to pay an annual membership fee for associated and honorary members.

15.3. Associate members pay a minimum fee covering the costs incurred on their behalf.

15.4. There is no principle right to recover the membership fee when the membership has ended.

15.5. The amount of the membership fee for the members is set in the Bylaws.

16. RIGHTS OF MEMBERS

16.1. All members are entitled to attend the General Meeting.

16.1.1. All members are entitled to express their opinions at the General Meeting and other meetings.

16.2. Appointment of members

16.2.1. Voting by proxy, if it is possible, is described in the Bylaws.

16.2.2. Each extraordinary member (legal entities, clubs, groups...) has the right to appoint delegate(s) for the General Meeting as specified in the Bylaws.

16.3. Voting rights

16.3.1. An ordinary member has one vote.

- 16.3.2. An extraordinary member has at least one vote specified by the bylaws.
- 16.3.3. An associate member has no vote.
- 16.3.4. An honorary member has one vote.
- 16.3.5. Representation of members and casting of votes is possible as specified in the Bylaws. The Bylaws must contain objective criteria for representation of members and casting of voting rights.

GENERAL MEETING

17. GENERAL MEETING

17.1. The Annual General Meeting must be held each year between 1st April and 31st August somewhere in Europe.

17.2. Convocation

17.2.1. Notice about any General Meeting shall be given in writing by the Board to all members no later than 4 weeks prior to the scheduled date of the Meeting.

17.2.2. This 4 week notice period also applies to Extraordinary General Meetings.

17.2.3. The invitation will include the agenda and any proposal for amendments to or changes of the constitution and bylaws.

17.3. The agenda for the Annual General Meeting covers at least:

17.3.1. The Board's Annual report.

17.3.2. The Financial Report presented by the Treasurer or by his/her designee

17.3.3. The budget for the forthcoming year.

17.3.4. The determining of the annual membership fee.

17.3.5. Election of Board members.

17.3.6. Plans for the coming year.

17.4. Chair and minutes

17.4.1. One of the outgoing Co-Presidents or a chairperson to be appointed by the Board will chair the meeting.

17.4.2. The General Secretary or a person to be appointed by the Board will make the minutes of the meeting

17.5. The cash-controllers committee

17.5.1. The cash-controllers committee, if there is one, is elected by the General Assembly. It consists of at least two people.

17.5.2. The cash-controllers committee reports its findings to the General Assembly.

17.5.3. The cash-controllers committee has the right to inspect any financial documents of the association it requests.

17.6. The General assembly can discharge the outgoing Board after approval of the Annual Report and the Board's accounts for its management activities and expenditures.

17.7. Quorum

17.7.1. A minimum number of votes must participate at a General Meeting (annual and extraordinary) in order to conclude valid decisions. Further details about voting are specified in the Article about voting; details about the definition of participation, majority and the quorum are specified in the Bylaws.

18. EXTRAORDINARY GENERAL MEETING

18.1. The Board can convene an Extraordinary General Meeting at any time. Notice for a Extraordinary General Meeting shall be given following the same guidelines as for an Annual General Meeting.

18.2. Furthermore, the Board is obliged to convene an Extraordinary General Meeting if requested by at least 10 percent of the entitled to vote members in the association.

18.2.1. In this case the meeting must be held within three months after the Board received the request. If the Board does not comply with the request within three months, the requestors are entitled to convene the General Meeting themselves, following the usual procedure of the Board.

BOARD

19. BOARD

19.1. The Board must include members from at least 2 countries.

19.2. The Board must include at least one woman and at least one man.

19.3. Board membership is only open to individuals who are ordinary or honorary members and who accept, abide by and comply with the mission statement of the association, with the Association's Constitution or decisions or does not harm the Association in an unreasonable way. The Membership decides (Details in the Bylaws).

19.4. The Board for the following period should consist of at least 5 and no more than 9 members. The number shall be uneven. The number can be specified in the Bylaws.

19.4.1. The General Assembly determines the number of Board Members.

19.5. The Office Bearer of the Board shall consist of:

- Female Co-President
- Male Co-President
- Treasurer
- General Secretary

19.6. The additional Board Members are called "General Board Members".

19.7. The Membership elects the Members of the Board per person.

19.7.1. The Office Bearer of the association, the two Co-Presidents, the Treasurer and the General Secretary, are elected by office title by the new Board from among its own members as soon as possible. (Details in Bylaws)

19.8. The members of the Board are elected on a rolling base (defined in the Bylaws) and are eligible for immediate re-election.

19.9. Rights and obligations of the Board.

19.9.1. The Board is responsible for the management of the association and to guide it into the direction of the missions and goals.

19.9.2. Specific responsibilities of the Board are:

- To hold a register of the members

- To maintain a financial structure
- To maintain a communication structure
- To establish committees with tasks and control their progression

19.9.3. The Board is entitled to decide to enter into agreements to obtain, dispose of or encumber immovables.

19.9.4. The Board is not entitled to enter into agreements in which the association commits itself to guarantee for or to share other parties' debts, in which the association supports third parties, or in which the association vouches for the debt of a third party.

19.9.5. The Treasurer can represent the association in all financial matters up to the sum specified in the Bylaws.

19.10. Rules of conduct for the Board incl. internal decision procedure are defined by the Bylaws and other Board internal rules.

19.11. Resignation - A Board Member may resign from the Board at any time by presenting his or her notice of resignation to the Board of ESSDA. This resignation will become effective the date on which the request is accepted by the Board.

19.12. Filling a Vacancy on the Board

19.12.1. Where the position of a Board Member becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until such time as a new Board Member is nominated or elected at the next General Meeting.

20. COMMITTEES WITH SPECIAL TASKS.

20.1. The General Meeting as well as the board can appoint committees as may be considered appropriate, with a specific task like for example membership administration or drawing up guidelines for competitions.

20.2. The Board shall determine their respective terms of reference, powers, duration and composition.

20.3. All acts and proceedings of such committees shall be reported back to the Board as soon as possible. Committees report upon a regular basis to the AGM or the Board.

20.4. Results of committees should be taken as an advice to the AGM or to the Board.

VOTING

21. VOTING

21.1. Ways of participating, Majority and Quorum

Ways of participating, majority and quorum are defined in the Bylaws except decisions to change the Constitution or to dissolve the Association.

21.2. Personal issues

Unless the Annual General Meeting decides otherwise voting for candidates for the Board and about other persons will be in writing.

21.3. Non-personal issues

Unless the Annual General Meeting decides otherwise voting in a General Meeting about non-personal issues will be by show of hands or by other means.

ACCOUNTS & FINANCE

22. ACCOUNTS & FINANCE

22.1. The Board shall keep such books of accounts as are necessary to exhibit and explain the transaction and financial position of the association regards to the sum of money received and expended by and on behalf of the association. Audited accounts of these transactions shall be made available at each and every Annual General Meeting.

REPRESENTATION

23. REPRESENTATION

23.1. The General Meeting or the Board may grant persons the right to act as proxy of the Association.

BY-LAWS

24. BY-LAWS

24.1. The General Membership or the Board determines the Bylaws of the association, which may not include regulations that contradict the Law or this Constitution.

24.2. The Bylaws regulate everything this Constitution enforces to be regulated in the Bylaws, and everything of which regulation in or with the Bylaws is desired.

24.3. Proposals about changes to the Bylaws are announced one month in advance in the invitation to the General Meeting or one week in advance in the invitation to the Board Meeting in which these proposals are to be discussed.

24.4. Decisions regarding changes of or amendments to the Bylaws are made by a majority (50% plus one vote) of participating votes by the General Membership or more than the half of the Board Members.

24.5. After the invitation is mailed proposals to change or amend the bylaws are only allowed according to the rules set in the Bylaws.

CHANGING THE ARTICLES AND THE DISSOLUTION OF THE ASSOCIATION

25. CHANGING OF THE ARTICLES

25.1. The decision to change the Constitution or to dissolve the association can only be taken by the General Membership in a General Meeting if there is a quorum of 25% of the total numbers of votes of the association and with a majority of at least two thirds of the votes participating (details about participation in Bylaws).

25.2. If the quorum mentioned in paragraph 1. is not present, a new General Meeting can be convened to be held within six months after the first General Meeting. For this meeting no quorum is necessary. The decisions must be reached by a majority of two thirds of cast votes.

25.3. Proposals to change the Constitution are announced one month in advance of the General Meeting together with the invitation to this meeting.

25.4. After the invitation is mailed, proposals to change or amend the Constitution are only allowed according to the rules set in the bylaws.

26. SURPLUS

26.1. A possible financial surplus of the dissolved association is spent according to the decisions of the General Membership, taking into account the mission and aims of the Association as much as possible.

REFERENDUM

27. REFERENDUM

27.1. The Board may ask for a referendum of the members in case there is a topic that requires an immediate decision and cannot wait for a General Meeting. The rules for the referendum will be set out in the Bylaws.

OTHER BUSINESS

28. OTHER BUSINESS

28.1. In all situations that are not covered by the Constitution, the Bylaws and the Law, the Board is entitled to decide.

28.2. Members are entitled to appeal against the decisions, mentioned in paragraph 1., at the General Assembly.

29. THIS CONSTITUTION is in force and becomes valid after its adoption by the General Assembly. The Constitution has to be presented to the appropriate authority or government office right after its adoption.