



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

1. The name of the Council is World Dance Council.
2. The Council's registered office is to be situated in England and Wales.
3. The objects for which the Council is established are:
  - a. to take over all or such parts as may be lawfully acquired by the Council of the property, assets and liabilities of an incorporated association known as the World Dance & Dance sport Council and to discharge its liabilities and functions;

Through the Council's Members,

- a. to promote, encourage, publicise and facilitate all dancing, both for professionals and amateurs in all its forms by every practicable means and in particular by making known world- wide the physical cultural and educational benefits to be delivered from the same in all its forms and by giving demonstrations, holding competitions for both professionals and amateurs and exhibitions, by organising or sponsoring lectures, lessons and examinations, awarding certificates, prizes and scholarships and doing all such matters and things as will conduce to raising or improving the standard of all dancing;
- b. formulate, promulgate and oversee a uniform method of administering the judging and marking of all forms of dance competitions and championships worldwide.
- c. to encourage, foster and increase public interest in all dancing by promoting uniformity of instruction in the basic steps of all dances by advising on the suitability of new dances and innovations in existing dances and by encouraging uniformity of tempo in the playing of music for particular types of dances;
- d. to formulate and secure national recognition and adoption of official international rules of all competitive dancing to be observed in all recognised dancing competitions; to encourage the promotion and proper conduct of competition dances and the recognition of established championships and to secure the observance of regulations designed to avoid the duplication of dancing competitions;
- e. to do all such things as are likely to promote and improve the standard of all dance instruction; to encourage the general public to obtain instructions only from qualified teachers, coaches and trainers; and to do all such things as will facilitate to raising or maintaining the professional status and ethical standards of all persons engaged or seeking to be engaged in the teaching of all forms of dance;
- f. to promote and organise classes, lectures and instruction generally in all forms of dance; and to obtain through educational and other authorities extension of the facilities for the teaching and encouragement of all forms of dance; to raise funds for the purposes of the Council and to grant financial assistance to associations, institutes, clubs, organisations and centres actively concerned with the furtherance of the above art;
- g. generally to foster and promote the art of all forms of dance by all practicable means;
- h. to encourage and facilitate the setting up in every country of the world an organisation to exercise full control and sponsorship of all forms of dance in that country and to be the international governing body of each such national organisation;

- i. to promote, facilitate and encourage exchanges of information on all matters pertaining to all forms of dance and promote and publicise the art of the same in all its forms and by every practicable means;
- j. to ensure that the rules governing amateur and professional status in every country are consistent with the current rules of the World Dance Council;
- k. to grant permission for approved Council member organisations to organise once a year or more often if required, world, continental and area/regional continental professional and amateur championships and such other titles as may from time to time be determined by the Council and in conjunction with any other recognised body formed to promote all forms of whose objects are similar to that of the Council and exercise control over all professional and amateur championships;
- l. to formulate rules to govern such championships and other titles in accordance with the rules of the Council and/or other rules recognised by the Council which are not incompatible with these objects and which shall include the governance of the conduct of member organisations and persons or bodies recognised by or recognising the same in relation to such championships and other titles as herein before mentioned in clause 3.k;
- m. grant such international or other titles for all forms of dance as the Council may from time to time decide;
- n. to acquire the copyrights and other rights, licences and privileges of any sort likely to be conducive to the objects of the Council and to employ persons to write, compose or invent dances, music, musical arrangements and scripts and remunerate such person or persons, and to print, publish or cause to be printed or published, books, pamphlets, newspapers, journals, periodicals, circulars, instructional handbooks, dances, dance arrangements, music and musical scores and arrangements, and literature of any kind likely to further the objects of the Council and its members, and to sell, distribute and deal with any matter so printed as the Council may think fit and to grant licences or rights in respect of any property of the Council and to enter into agreements with authors or other persons, firms or societies in connection with the same.

And the Council shall have the following powers exercisable in furtherance of its objectives but not otherwise, namely;

- 3.1. to purchase, take or lease, or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections;
- 3.2. to sell, let or mortgage, dispose of or turn to account all or any of the property or assets of the Council;
- 3.3. to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- 3.4. to borrow or raise money on such terms and such security as may be thought fit with such consents as are required by law;
- 3.5. to take or accept any gift of money, property or other assets whether subject to any special trust or not;
- 3.6. to draw, make, accept, endorse, discount cheques and other instruments and to operate bank accounts;

- 3.7. to invest moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 3.8. to make any donations in cash or assets or establish or support or aid in the establishment or support of and to lend money (with or without security) to or for any associations or institutions;
- 3.9. to undertake and execute trusts;
- 3.10. to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Council and, subject to the provisions of clause 4 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and other dependants;
- 3.11. to amalgamate with any companies, institutions, societies or associations which shall have objects altogether or mainly similar to those of the Council;
- 3.12. to pay out of funds of the Council the costs, charges and expenses of and incidental to the formation and registration of the Council;
- 3.13. to do all such other lawful things as shall further the attainment of the objects of the Council or any of them

Provided that:

- a. in case the Council shall take or hold any property which may be subject to any trusts, the company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - b. in case the Council shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Council shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the members of the Presidium of the Council shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such members of the Presidium have been if no incorporation had been effected, and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such members of the Presidium but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.
4. The income and property of the Council shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Council and no member of the Presidium of the Council shall be appointed to any office of the Council paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Council.

Provided that nothing herein shall prevent any payment in good faith by the Council:

- 4.1. of reasonable and proper remuneration to any member, officer or servant of the Council not being a member of the Presidium for any services rendered to the Council and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Council;
- 4.2. of interest on money lent by a member or member of the Presidium of the Council at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Council's clearing bankers of 3% whichever is the greater;
- 4.3. to any member of the Council of reasonable out-of-pocket expenses;
- 4.4. of reasonable and proper rent for premises demised or let by any member of the Council or any member of the Presidium of the Council
5. The liability of the members is limited
6. Every member of the Council undertakes to contribute to the assets of the Council, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Council contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
7. If upon 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 not be paid to or distributed among the members of the Council, but shall be given or transferred to some body or bodies having objects similar to the objects of the Council or the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not such body or bodies is or are members of the Council), and which shall prohibit the distribution of its or their income and property among its members to an extent at least as great as is imposed on the Council under or by virtue of clause 4 hereof, such body or bodies to be determined by the members of the Council at or before the time of dissolution.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and addresses of subscribers

President: Donnie Burns MBE

Company Secretary: Hannes Emrich

Dated this 30<sup>th</sup> day of May 2011

Witnesses of the above signatures:

Director:

Director: