

# Proposed Operating Procedures of SCA UK CIC

## **TABLE OF CONTENTS**

<b>1. PRELIMINARY</b>	<b>4</b>
<b>2. GOALS</b>	<b>5</b>
<b>3. MEMBERSHIP OF THE SCA UK CIC ASSOCIATION</b>	<b>5</b>
<b>4. CLASSES OF MEMBERSHIP OF SCA UK CIC ASSOCIATION:</b>	<b>5</b>
<b>5. MEMBERSHIP – CEASING TO BE A MEMBER OF SCA UK CIC ASSOCIATION</b>	<b>6</b>
<b>6. MEMBERSHIP OF SCA UK CIC ASSOCIATION – POWERS OF ATTORNEY</b>	<b>6</b>
<b>7. MEMBERSHIP OF THE SCA UK COMMUNITY INTEREST COMPANY (CIC)</b>	<b>6</b>
<b>8. BOARD MEMBERS</b>	<b>7</b>
<b>9. SCA UK CIC OFFICERS</b>	<b>7</b>
<b>10. APPOINTMENT AND REMOVAL OF BOARD MEMBERS</b>	<b>7</b>
<b>11. NOMINATION OF BOARD MEMBER</b>	<b>8</b>
<b>12. BOARD MEETINGS</b>	<b>8</b>
<b>13. BOARD DECISIONS</b>	<b>8</b>
<b>14. BOARD MEETINGS WITH VACANT POSITIONS</b>	<b>9</b>
<b>15. PROCEEDINGS OF BOARD MEETINGS</b>	<b>9</b>
<b>16. SUB-COMMITTEES AND OFFICERS</b>	<b>9</b>
<b>17. AGM – CONVENTION OF AN ANNUAL GENERAL MEETING</b>	<b>9</b>
<b>18. AGM – NOTICE OF ANNUAL GENERAL MEETING</b>	<b>9</b>
<b>19. PROCEEDINGS AT AGM</b>	<b>10</b>
<b>20. DECISIONS WITHOUT A BOARD MEETING</b>	<b>10</b>
<b>21. VALIDITY OF ACTS OF BOARD MEMBERS</b>	<b>10</b>
<b>22. MINUTES AND REGISTERS</b>	<b>10</b>

<b>23. INSPECTION OF RECORDS</b>	<b>10</b>
<b>24. POLLING THE MEMBERS OF THE ASSOCIATION</b>	<b>11</b>
<b>25. NOTICES – SERVICE OF NOTICES</b>	ERROR! BOOKMARK NOT DEFINED.
<b>26. NOTICES - PERSONS ENTITLED TO NOTICE</b>	<b>11</b>
<b>27. AUDIT AND ACCOUNTS</b>	<b>11</b>
<b>28. WINDING UP</b>	<b>11</b>
<b>29. INDEMNITY AND INSURANCE</b>	<b>11</b>
<b>1. DIRECTORS</b>	ERROR! BOOKMARK NOT DEFINED.
<b>2. METHODS OF APPOINTING DIRECTORS</b>	ERROR! BOOKMARK NOT DEFINED.

## **Society for Creative Anachronism (SCA) UK CIC Operating Procedures**

The Society for Creative Anachronism (SCA) UK CIC has been established through the Articles of Association that have been registered with Companies House in the UK. The Articles of Association and these procedures (this document) form the governing documents for the Principality of Insulae Draconis.

These operating procedures are to be used in conjunction with the Articles of Association of the Society for Creative Anachronism (SCA) UK CIC. As such, these procedures detail how the Society for Creative Anachronism (SCA) UK CIC will operate on a day-to-day basis.

Note: The Articles of Association have been written to comply with the necessary law of the land in terms of establishing the Society for Creative Anachronism (SCA) UK CIC as a legal Association. The Operating Procedures have been written to take account of any necessary requirements contained within the Articles of Association, but also to comply with the laws of the Society of Creative Anachronism set out in Corpora.

### **1. PRELIMINARY**

- 1.1 In these Operating Procedures unless the contrary intention appears:
- 1.1.1 "The Act" refers to the Companies Act 2006 (UK)
  - 1.1.2 "AGM" means the Annual General Meeting of the SCA UK CIC.
  - 1.1.3 "Auditor" means the Auditor for SCA UK CIC
  - 1.1.4 "Board Member" any SCA UK CIC member voted onto SCA UK CIC's Board
  - 1.1.5 "Constitution" means the Constitution of SCA UK CIC as may be amended from time to time
  - 1.1.6 "Corporate Officer" means members of SCA UK CIC Board who are registered as Board Members or Company Secretary with Companies House
  - 1.1.7 "EGM" Extraordinary General Meeting
  - 1.1.8 "Event-member" is an individual who is not a current financial member, but who has been granted temporary membership with limited privileges for a single event
  - 1.1.9 "Member" means a current paid up member of SCA UK CIC for the term of one year or more
  - 1.1.10 "Meeting" means a Board meeting of the SCA UK CIC.
  - 1.1.11 "Notice" means in written format or as an e-mail
  - 1.1.12 "Official Newsletter" means the Baelfyr in either paper or electronic format
  - 1.1.13 "Office" means SCA UK CIC's registered office;
  - 1.1.14 "SCA UK CIC Officers" means the officers of the corporation.
  - 1.1.15 "Registry" means the register of Members of SCA UK CIC
  - 1.1.16 "Registered Address" means the address listed with the UK Companies House.
  - 1.1.17 "SCA Inc." means the Society for Creative Anachronism Incorporated in the US
  - 1.1.18 "SCA UK CIC" means the Society for Creative Anachronism Limited in England and Wales.
  - 1.1.19 "Seal" means SCA UK CIC's common seal
  - 1.1.20 "Secretary" means Company Secretary as defined by the Companies Act 2006 (UK)
- 1.2 In these Operating Procedures, unless the contrary intention appears:

- 1.2.1 The singular includes the plural and vice versa and words importing a gender includes other genders.
- 1.2.2 Words and expressions defined in the Act have the same meaning in these Operating Procedures
- 1.2.3 Headings are for ease of reference only and do not affect the construction of these Operating Procedures

## **2. GOALS**

The goals are outlined in the “Articles of Association of the Society of Creative Anachronism (SCA) UK CIC Interpretation”.

## **3. MEMBERSHIP OF THE SCA UK CIC ASSOCIATION**

- 3.1 The number of Members which SCA UK CIC Association may have registered is unlimited
- 3.2 Membership of the Association will be comprised of:
  - 3.2.1 Persons who consent to become Members using SCA UK CIC Association’s application for membership and who pay the required membership fee
  - 3.2.2 Persons who have not reached legal age of majority whose parent/s or guardian has provided written consent for them to become Members of the SCA UK CIC Association and who pay the required membership fee
- 3.3 Membership forms will be approved by the Registrar on behalf of the SCA UK CIC board
- 3.4 Following acceptance of an application, the Registrar will send the applicant written notice of the acceptance.
- 3.5 The rights and privileges of every Member of the Association will be personal to each Member and will not be transferable by the Member’s own act.

## **4. CLASSES OF MEMBERSHIP OF SCA UK CIC ASSOCIATION:**

- 4.1 Member, with the exception of Event Members :-
  - 4.1.1 Conveys eligibility to hold Office in SCA UK CIC including,
    - 4.1.1.1 Subscriptions to the monthly editions of the official newsletter of SCA UK CIC (Baelfyr),
    - 4.1.1.2 The Annual Report of SCA UK CIC, which will be published in the Baelfyr in the month following the AGM,
    - 4.1.1.3 Or any other privileges designated by SCA UK CIC or its subdivisions as accruing to members of SCA UK CIC
- 4.2 Contributing Member - Conveys the privileges of Membership together with an electronic the copy of the Baelfyr.
  - 4.1.2 In the event that a member requires a hard-copy version of the Baelfyr, this will incur a surcharge to the annual membership fee to allow for printing and postage.
- 4.3 Child Member – Extends the privileges of Membership to the legal dependants of a member of SCA UK CIC.

- 4.4 New members of SCA UK CIC with the exception of Event Members shall receive the current copy of the monthly edition of the official newsletter of SCA UK CIC (Baelfyr).
- 4.5 Subscription fees for each class of membership shall be determined by the Board of SCA UK CIC from time to time and in accordance with SCA Inc. Affiliation Agreement
- 4.6 Changes to classes of membership, requirements of membership or type of membership shall be determined by the Board of SCA UK CIC.
- 4.7 Event membership is required by any individual who is not a member, attending a Society event.
  - 4.7.1 Event membership will be granted for the duration of a single event upon the completion of an Event membership form and payment of any fees that may apply.
  - 4.7.2 Event membership does not convey the privileges of annual membership,
  - 4.7.3 Participants at Society events who have entered their details on an Event membership form shall be considered members for the duration of that event but shall accrue none of the privileges of annual membership.

## **5. MEMBERSHIP – CEASING TO BE A MEMBER OF SCA UK CIC ASSOCIATION**

- 5.1 A member's membership of SCA UK CIC Association will cease:
  - 5.1.1 If the Member gives the Registrar written notice of resignation, from the date of receipt of that notice by the Registrar.
  - 5.1.2 If a majority of the Board Members present and voting at a Board meeting by resolution revoke and deny the membership of a Member:
    - 5.1.2.1 Whose conduct in their opinion is not in line with the best interests or objectives of SCA UK CIC and renders it undesirable that the Member continue to be a Member of SCA UK CIC
    - 5.1.2.2 The term of the revocation and denial can either be a permanent revocation and denial or a given time determined by the Board. The default is to be permanent.
    - 5.1.2.3 In accordance with SCA Inc. Affiliation Agreement
    - 5.1.2.4 Only after the Member has been given at least 21 days' notice of the resolution, the nature of the issues raised, and has had the opportunity to be heard at the meeting at which the resolution is proposed.
  - 5.1.3 Where the Member is an individual, if the Member:
    - 5.1.3.1 Dies
    - 5.1.3.2 Becomes of unsound mind or whose person or estate is liable to be dealt with in any way under the laws relating to mental health

## **6. MEMBERSHIP OF SCA UK CIC ASSOCIATION – POWERS OF ATTORNEY**

- 6.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which affects SCA UK CIC or the Member's membership in SCA UK CIC, that Member must deliver the instrument appointing the Attorney to SCA UK CIC for notation.
- 6.2 If SCA UK CIC asks the Member to file with it a certified copy of the instrument for SCA UK CIC to retain, the Member will promptly comply with that request.

## **7. MEMBERSHIP OF THE SCA UK COMMUNITY INTEREST COMPANY (CIC)**

Membership of the SCA UK Community Interest Company (CIC) is described in the "Articles of Association of the Society of Creative Anachronism (SCA) UK CIC Interpretation".

## **8. BOARD MEMBERS**

- 8.1 The number of Board Members shall be five (5)
- 8.2 The Board will be comprised of a Chairperson, Company Secretary, Treasurer and two other members.
- 8.3 The normal term for a Board Member shall be two years from the first Board Meeting after they are elected to the Board.
  - 8.3.1 It may be extended for a term of 6 months by a unanimous vote of the remaining Board Members.
- 8.4 No previous Board Members shall be eligible for nomination to the Board until one year has passed since the end of their previous term.

## **9. SCA UK CIC OFFICERS**

- 9.1 Membership Secretary shall be appointed as an officer of SCA UK CIC by majority vote of the Board Members.
- 9.2 The Function of this Office is specified in Appendix One.

## **10. APPOINTMENT AND REMOVAL OF BOARD MEMBERS**

- 10.1 The initial directors will be made up of the five individuals that have formed the working party for the creation of SCA UK CIC provided they are still available to do so.
- 10.2 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.
- 10.3 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
  - 10.3.1 by ordinary resolution; or
  - 10.3.2 by a decision of the Directors.
- 10.4 In any case where, as a result of death, the Company has no members and no Directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a member.
- 10.5 For the purposes of section 10.4, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.
- 10.6 When a Board Member retires at a Board Meeting, SCA UK CIC may by ordinary resolution elect a nominated paid Member of the Association to fill the vacated office.
- 10.7 SCA UK CIC may by resolution passed at a Board Meeting:
  - 10.7.1 reduce the number of Board Members, but to not less than 3;
  - 10.7.2 remove any Board Member before the end of the Board Member's period of office; and
  - 10.7.3 appoint another nominated paid Member of the Association in the Board Member's place.
- 10.8 A person appointed under clause 10.7.3 may hold office for a full term
- 10.9 If the conduct or position of any Board Member is such that continuance in office appears to the majority of the Board Members to be prejudicial to the interests of SCA UK CIC, a majority

of Board Members at a Meeting of the Board Members specifically convened for that purpose may suspend that Board Member.

10.10 Within 14 days of the suspension, the Board Members must call a Board Meeting, at which the Members of the SCA UK CIC may

10.10.1 either confirm the suspension and remove the Board Member from office in accordance with section 24(g) in the “Articles of Association of the Society for Creative Anachronism (SCA) UK CIC Interpretation”.

10.10.2 or annul the suspension and reinstate the Board Member.

10.11 Board Members must be paid Members of SCA UK Association.

## **11. NOMINATION OF BOARD MEMBER**

11.1 All members nominated to the Board MUST meet the requirements of Companies House in order for their nomination to be valid.

11.2 With the exception of the initial two-year period after the creation of SCA UK CIC., a Board Member may not be a Greater Officer or sitting Royalty for the Principality of Insulae Draconis or the Kingdom of Drachenwald

11.2.1 A person is not eligible for appointment as a Board Member unless the person, or a Member who intends to propose the person, has officially submitted a nomination form to the Company Secretary in written or electronic format:

11.2.2 The person being nominated must give their written consent.

11.2.3 The nomination form and written consent must be received by the Company Secretary at least 30 days before the relevant Board Meeting.

11.3 If the nominations received for the positions of Board Member exceed the number of vacancies, then an election will be held.

11.3.1 The ballot will be conducted at the Board Meeting.

## **12. BOARD MEETINGS**

12.1 A Board Member may at any time, and the Secretary must on the request of a Board Member, convene a Board Meeting. A Board Meeting must be convened on at least 48 hours written notice of a Meeting to each Board Member.

12.1.1 Subject to the Corporations Law, a Board Meeting may be held by the Board Members communicating by any technological means by which they are able simultaneously to communicate with each other and to participate in discussion.

12.1.2 The Board Members need not all be physically present in the same place for a Board Meeting to be held.

12.1.3 Subject to clause 47 of the Companies Act of 2006, a Board Member who participates in a Board Meeting held in accordance with these Operating Procedures is taken to be present and entitled to vote at the meeting.

12.2 The Board Members may meet together, adjourn and regulate their meetings as they think fit.

12.3 A quorum is three Board Members and must include at least one Member of the Executive.

12.4 Where a quorum cannot be established for the consideration of a particular matter at a Board Meeting, the Chair will adjourn the meeting until a suitable alternative meeting can be scheduled..

## **13. BOARD DECISIONS**



Board decisions will be taken in accordance with section 18 of the “Articles of Association of the Society for Creative Anachronism (SCA) UK CIC Interpretation”.

#### **14. BOARD MEETINGS WITH VACANT POSITIONS**

- 14.1 The Board Members may act even if there are vacancies on the board.
- 14.2 If the number of Board Members is not sufficient to constitute a quorum at a Board Meeting, the Board Members may act only to:
  - 14.2.1 appoint a Board Member

#### **15. PROCEEDINGS OF BOARD MEETINGS**

- 15.1 The Chair's role shall be:
  - 15.1.1 representative of SCA UK CIC; and
  - 15.1.2 chair of Board Meetings
- 15.2 If at any Board Meeting the Chair is not present within 30 minutes after the time appointed for the meeting to begin, the Board Members shall elect a Board Member to be Chair of the Meeting.

#### **16. SUB-COMMITTEES AND OFFICERS**

- 16.1 The Board Members may delegate any of their powers, other than those which by law must be dealt with by the Board Members as a Board, to a an Officer of the Company or Sub-Committee
- 16.2 The Board Members may at any time revoke any delegation of power to an Officer of the Company a Sub-Committee.
- 16.3 An Officer or a Sub-Committee must exercise its powers in accordance with any directions of the Board Members and a power exercised in that way is taken to have been exercised by the Board Members.
- 16.4 An Officer or a Sub-Committee may be authorised to Sub-Delegate all or any of the powers for the time being vested in it, with prior approval by the Board Members.
- 16.5 Meetings of any Officers of the Company and Sub-Committees will be governed by the provisions of these Operating Procedures which deal with Board Meetings so far as they are applicable and are not inconsistent with any directions of the Board Members.

#### **17. AGM – CONVENTION OF AN ANNUAL GENERAL MEETING**

An AGM shall be held each year at a time and location as agreed by the Board of SCA UK CIC in accordance with Clause 29.2 of the “Articles of Association of the Society of Creative Anachronism (SCA) UK CIC Interpretation”..

#### **18. AGM – NOTICE OF ANNUAL GENERAL MEETING**

- 18.1 A notice convening an AGM:
  - 18.1.1 Must be issued at least 30 days before the date of the meeting
  - 18.1.2 Must specify the place, date and time of the meeting
  - 18.1.3 Must state the Board nature of the business to be transacted at the meeting, and

18.1.4 May specify a place, facsimile number and electronic address for the purposes of proxy appointment.

## **19. PROCEEDINGS AT AGM**

19.1 Proceedings will be carried out as outlined in the “Articles of Association of the Society of Creative Anachronism (SCA) UK CIC Interpretation” for member meetings.

19.2 AGM’s will be open to Members of the SCA UK CIC and Members of the Association.

19.2.1 Opinions of Association members may be sought for consideration in deciding AGM issues.

## **20. DECISIONS WITHOUT A BOARD MEETING**

The Board Members may pass a resolution without a Board Meeting being held in accordance with Section 19 of the “Articles of Association of the Society for Creative Anachronism (SCA) UK CIC Interpretation”.

## **21. VALIDITY OF ACTS OF BOARD MEMBERS**

21.1 If it is discovered that:

21.1.1 there was a defect in the appointment of a person as a Board Member, an Officer of the Company or a member of a Sub-Committee; or

21.1.2 a person appointed to one of those positions was disqualified, all acts of the Board Members, an Officer of the Company, or the Sub-Committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

## **22. MINUTES AND REGISTERS**

Requirements for minutes and registers are covered in sections 33 & 34 of the “Articles of Association of the Society for Creative Anachronism (SCA) UK CIC Interpretation” and as such are the defined authority in this regard.

The below is offered for explanation only:

22.1 Board minutes should include:

22.1.1 the names of the Board Members present at all AGMs, Board Meetings, Officers of the Company Meetings and Meetings of Sub-Committees

22.1.2 all proceedings and resolutions of AGMs, Board Meetings, Officers of the Company Meetings and Meetings of Sub Boards;

22.1.3 all resolutions passed by Board Members in accordance with clause 53;

22.1.4 all appointments of officers;

22.2 All disclosures of potential conflicts of interests

22.3 Minutes of AGMs must be approved at the next AGM

22.4 Minutes of Board meetings and sub-committee meetings must be approved at the next Board Meeting

22.5 Minutes once approved may be displayed on SCA UK CIC website

22.6 SCA UK CIC must keep all registers required by these Operating Procedures and the Act.

## **23. INSPECTION OF RECORDS**

23.1 Financial Records may be inspected by members upon request.

## **24. POLLING THE MEMBERS OF THE ASSOCIATION**

As the Society changes, there will be occasions when it is appropriate for the Board to seek the formal opinion of the Members of the Association. These opinions will be sought through the mechanism outlined below:

- 24.1 A formal poll will be conducted when and in the manner that the Board directs or if called for by the Members of the Association
  - 24.1.1 The Board will request a poll in the event of significant matters affecting the entire SCA UK CIC Association.
  - 24.1.2 The Members of the Association may request that a poll be conducted for significant issues not yet recognized by the board. The mechanism for requesting such a poll will be a petition with the signatures of 25 current paid members (excluding event members).
- 24.2 Members of groups within the Association may conduct polls in accordance to Corpora-.

## **25. NOTICES - PERSONS ENTITLED TO NOTICE**

- 25.1 Notice of every AGM must be given to:
  - 25.1.1 every CIC Member;
  - 25.1.2 any Auditor
  - 25.1.3 Members of the SCA UK association.

This will happen through publication in “The Baelfyr” and via the Association website. Notice must be given 30 days before the date of the AGM

- 25.2 No other person is entitled to receive notice of an AGM.

## **26. AUDIT AND ACCOUNTS**

- 26.1 SCA UK CIC must keep written financial records in relation to the business of SCA UK CIC and submit to audit in accordance with the requirements of the Corporations Law.

## **27. WINDING UP**

In the case of the dissolution of the SCA UK CIC, the procedures listed in section 8 of the “Articles of Association of the Society for Creative Anachronism (SCA) UK CIC Interpretation” are to be applied.

## **28. INDEMNITY AND INSURANCE**

- 28.1 To the extent permitted by law and that the officer is not indemnified by Board Members' and officers' liability insurance maintained by SCA UK CIC, SCA UK CIC indemnifies every person who is or has been an officer of SCA UK CIC against any liability:
  - 28.1.1 incurred by that person as such an officer to another person other than SCA UK CIC or a related body corporate of SCA UK CIC unless the liability arises out of conduct involving a lack of good faith; and
  - 28.1.2 for costs and expenses incurred by the person as such an officer:

- 28.1.3 in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
  - 28.1.4 in connection with an application, in relation to such proceedings, in which the Court grants relief to the person under the Law.
- 28.2 SCA UK CIC may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of SCA UK CIC against a liability:
- 28.2.1 incurred by the person as such an officer unless the liability arises out of conduct involving:
    - 28.2.1.1 a wilful breach of duty in relation to SCA UK CIC; or
    - 28.2.1.2 without limiting subparagraph 63.2.1.1, a contravention of subsection 232 (2) of Act; or
    - 28.2.1.3 for costs and expenses incurred by the person as such an officer in defending proceedings, whether civil or criminal and whatever their outcome.
- 28.3 In this section 28:
- 28.3.1 'indemnify' has the same meaning as in section 234(2) of the Act;
  - 28.3.2 'officer' means a Board Member, secretary or executive officer of SCA UK CIC; and
  - 28.3.3 'pay' has the same meaning as in section 238(2)A of the Act.

# Appendix 1

## Membership Secretary's Role

- MAINTAIN A CURRENT DATABASE OF THE PAID MEMBERS OF THE ASSOCIATION (EXCLUSIVE OF EVENT MEMBERS).
- BE RESPONSIBLE FOR PROCESSING NEW MEMBER APPLICATIONS, PAYMENTS, AND ISSUANCE OF A MEMBERSHIP CARD.
- PROVIDE QUARTERLY REPORTS TO THE TREASURER, THE ASSOCIATION EXCHEQUER AND ASSOCIATION SENESCHAL AND UPON REQUEST BY THE BOARD OR THE ASSOCIATION SENESCHAL.

## Treasurer's Role

- MAINTAIN CURRENT ACCOUNTS FOR THE PRINCIPALITY
- BE RESPONSIBLE FOR PROCESSING UP-TO-DATE ACCOUNTING PROCEDURES AS REQUIRED BY LAW FOR HM REVENUE AND CUSTOMS AND FOR COMPANIES HOUSE.
- PROVIDE QUARTERLY REPORTS TO THE BOARD, THE ASSOCIATION EXCHEQUER AND ASSOCIATION SENESCHAL AND UPON REQUEST BY THE BOARD OR THE ASSOCIATION SENESCHAL.
- MAINTAIN HISTORICAL ACCOUNTING RECORDS AS REQUIRED BY HM REVENUE & CUSTOMS