

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

**ARTICLES AND MEMORANDUM
OF ASSOCIATION
OF
THE ROYAL SCOTTISH COUNTRY
DANCE SOCIETY**

CHARITY NUMBER

SC016085

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of
THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY**

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OBJECTS, ACTIVITIES & POWERS

Name and Registered Address

1. The name of the company shall be “The Royal Scottish Country Dance Society”, whose registered office shall be at 12 Coates Crescent, Edinburgh, Scotland, EH3 7AF. The company is referred to hereinafter as the “Society”.

Objects of the Society

2. The objects of the Society are to:
 - (a) advance the education of the public in traditional Scottish country dancing and its music; and
 - (b) preserve and further the practice of traditional Scottish country dancing, together and hereinafter referred to as the “Objects” of the Society.

Activities of the Society

3. In furtherance of its Objects, the Society will carry out the following Activities:-
 - (a) provide, or assist in providing, education or instruction in the practice of Scottish country dancing;
 - (b) promote and publish, by all available means, information and music relating to Scottish country dancing; in particular, to publish or cause to be published, descriptions of Scottish country dances with music and diagrams in simple form and at moderate price;
 - (c) collect books, manuscripts, illustrations and other memorabilia relating to Scottish country dancing and to the Society; and
 - (d) do all such other things permitted by law as may be considered by the Society to be incidental or conducive to the attainment of the above Objects, together and hereinafter referred to as the “Activities” of the Society.

Powers of the Society

4. The Society, in promoting the above Objects, shall have and may exercise all or any of the following powers:-
 - (a) to undertake any activities that support the Objects of the Society;
 - (b) to encourage, provide, support and otherwise facilitate the work of others interested in the Objects of the Society;
 - (c) to establish, support or aid any associations or institutions with similar purposes and to subscribe monies for charitable purposes in any way connected with the purposes of the Society or calculated to further its Objects;
 - (d) to support, aid, lend money to or otherwise provide financial assistance (including, for the avoidance of doubt, the provision of grant funding) to any organisation or person for any purpose connected with or designed to further the Objects of the Society;

- (e) to solicit, receive and accept financial assistance, donations, legacies, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, subject or not to any specific charitable trusts or conditions;
- (f) to issue appeals, hold public meetings and take such other steps as may be required for the purposes of procuring contributions to the funds of the Society in the form of donations, subscriptions or otherwise;
- (g) to purchase, take on lease or in exchange or otherwise acquire and to hold, manage, develop, sell, dispose of lease or deal in any way with any heritable or moveable property and any interests therein;
- (h) to borrow and raise money for the Objects of the Society and secure or discharge any debt or obligation of or binding on the Society in such manner and on such terms and conditions as may be thought fit, and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Society;
- (i) to invest funds of the Society in such investments, securities or property as may be considered appropriate (and to dispose of and vary such investments);
- (j) to grant, continue and pay such remuneration and pensions to any person or persons who renders services to the Society supervising, organising, carrying on the work of and advising the Society as may from time to time be thought proper, and to establish pension funds and other trust funds or charitable arrangements of any kind whatsoever for persons employed at any time by the Society;
- (k) to insure and arrange insurance cover for, and to indemnify its officers, employees and such other persons as the Directors may think fit from and against, all such risks incurred in the course of the performance of their duties as may be thought fit;
- (l) to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;
- (m) to prepare, edit, print, publish, issue, acquire, circulate and distribute books, pamphlets, papers, periodicals and other literary material, pictures, prints, photography, films, sound recordings, any other form of electronic media and mechanical and other models and equipment, and to establish, form, promote, conduct and maintain public collection displays and exhibitions of literature, statistics, charts, information and other material;
- (n) to construct, erect, alter, improve, demolish and maintain any buildings which may from time to time be required for the purposes of the Society, and to manage, develop, sell, lease, let, mortgage, dispose of or otherwise deal with all or any part of the same;
- (o) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (p) to promote and incorporate or to join in the promotion or incorporation of any charitable company with limited or unlimited liability, organisations, societies or associations for the purpose of carrying out any object which the Society itself could carry out and to subscribe for or otherwise acquire the shares, stock or other securities of such company or to lend money to such company on such terms as may be thought fit;

- (q) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (r) to amalgamate with any companies, organisations, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Society and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst their Members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Society by this Memorandum of Association; and
- (s) to do all such other things as are necessary for the attainment of the said Objects.

In this clause,

- (i) the expression “charity” shall mean a body on the Scottish Charity Register which is also regarded as a charity in relation to the application of the Taxes Acts.
 - (ii) the expression “charitable purpose” shall mean a purpose which constitutes a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Act.
5. The income and property of the Society shall be applied solely towards the promotion of the Objects of the Society as set out in Article 2 above and subject to the following paragraphs no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Society. Nothing herein shall prevent any reasonable payment in good faith by the Society:-
- (a) of out-of-pocket expenses incurred in carrying out duties by any Director, Office Bearer or employee of the Society;
 - (b) in return for services rendered to the Society;
 - (c) for Director/trustee indemnity insurance; and
 - (d) for benefits permitted in terms of the Charities and Trustee Investment (Scotland) Act 2005.

STRUCTURE

6. The structure of the Society consists of Members, Supporters and Directors as detailed below. For the purposes of these Articles, the following definitions shall apply:-
- (a) the **MEMBERS** – who have important powers under the Articles of Association and the Companies Acts; in particular, the Members take decisions in relation to changes to the Articles themselves. Members are Licensed Local Associations of the Society (hereinafter referred to as “Branches” of the Society). Branches appoint Delegates to represent them at General Meetings of the Society including the Annual General Meeting (hereinafter referred to as “Delegates”). Any reference herein to “Licensed Local Associations” or to “Branches” shall be a reference to the “Members” of the Society and vice versa;
 - (b) the **SUPPORTERS** – who pay their subscriptions to the Society either through Branches (hereinafter referred to as “Branch Supporters”) or directly to the Society

(hereinafter referred to as “Direct Supporters”), and shall hereinafter be referred to collectively as “Supporters”;

- (c) the **DIRECTORS** – who hold regular meetings between Annual General Meetings, and generally control and supervise the Activities of the Society; in particular the Directors are responsible for monitoring the financial position of the Society. The Directors are directors for the purposes of company law and are also charity trustees for the purposes of charity law. Collectively, the Board of Directors shall be referred to herein as the “Management Board”; and
- (d) the **OFFICE BEARERS** – who consist of the Chairman, the Chairman Elect, the President and the Treasurer (collectively referred to as “Office Bearers”). The Office Bearers must all be Qualifying Supporters of the Society. All Office Bearers, with the exception of the President, are Directors of the Society.

GENERAL

Registers

- 7. The Directors shall maintain registers of Branches and their respective Delegates, setting out the full name and address of each Delegate and the date on which any Delegate ceased to be a Delegate.

Members and Classes of Membership

- 8. The Members shall be the Branches of the Society from time to time; being those local associations granted a licence by the Society to form a recognised Branch in accordance with the terms of Article 15 below. Branches shall vote via their Delegates. Branches shall be responsible for notifying the Society of any changes in their Delegates each year.
- 9. There shall be one class of Member. All Delegates appointed to vote on behalf of the Branches shall have equal rights.

Supporters

- 10. The status of “Supporter” shall be open to all individuals worldwide aged twelve years or over who either:-
 - (a) pay the appropriate Society membership fee to their Branch; or
 - (b) pay the appropriate Society membership fee directly to the Society.

Only those Supporters aged eighteen years or over may serve on the Management Board or act as Delegates or Proxies.

- 11. Upon becoming a member of a Branch any such person shall automatically become a Supporter of the Society.
- 12. Employees of the Society shall be eligible to become Supporters of the Society but shall not be eligible to be elected or appointed as a Director, Office Bearer, Delegate or Proxy.
- 13. Branch Supporters and Direct Supporters shall have equal rights as Supporters, except as otherwise stated in these Articles. Supporters do not have the right to vote at General Meetings of the Society (including Annual General Meetings) but are eligible to be present as observers and likewise to attend other events organised by the Society from time to time.

Honorary members

14. There shall be such Honorary members as the Directors may decide from time to time, which may include, but shall not be limited to, the following:
 - (a) Patron – who shall be invited to become Patron by resolution of the Members in General Meeting;
 - (b) President – who shall be invited to become President by resolution of the Members in General Meeting;
 - (c) Vice Presidents – who shall be invited to become Vice President by resolution of the Members in General Meeting; and
 - (d) Honorary members – who shall be granted Honorary member status by decision of the Directors. The Directors may grant Honorary member status to any person who they may from time to time consider appropriate.

Branches (otherwise referred to as “Members”)

15. Local associations may apply to the Society for a licence to form a recognised Branch of the Society. Directors shall consider applications for Branch status as soon as reasonably practicable following receipt and shall have power to determine whether a local association may or may not obtain status as a Branch of the Society.
16. The Directors shall have the right to refuse Branch status to any local association whom they determine should not be a Member of the Society. Any local association which is denied Branch status shall have a right of appeal to an Appeals Committee, comprising the President (if available and if not an acknowledged neutral and disinterested person) and three disinterested persons appointed by the Appeals Committee chairman. Decisions of any such Appeals Committee shall be final.
17. Branches shall appoint such number of Delegates to attend and vote at General Meetings of the Society as shall be in proportion with the number of Branch Supporters aged eighteen years and over (“Qualifying Supporters”) who have nominated that Branch as their primary Branch on the basis of one Delegate per fifty Qualifying Supporters or part thereof; subject always to the condition that all Branches shall be entitled at all times to a minimum of two Delegates. Branches shall be entitled to regulate their own procedures in relation to who shall act as their Delegates. For the avoidance of doubt, Direct Supporters, who are not associated with any Branch, shall have no right to appoint any Delegates on their behalf, but shall be permitted to act as Delegates on behalf of a Branch. Delegates cannot represent more than one Branch at any one General Meeting.

Subscription

18. The Society may, in general meeting and by ordinary resolution, determine the amount of any subscription fee payable by Supporters from time to time.

Removal

19. Any Branch may be removed from Membership of the Society by resolution of the Directors, providing the following procedures have been observed:-
 - (a) at least two months’ notice of the intention to propose the resolution must be given to the Branch concerned, specifying the grounds for the proposed expulsion;

- (b) the Branch concerned shall be entitled to be heard on the resolution at the meeting at which the resolution is proposed; and
- (c) the Branch concerned shall have a right of appeal to the Appeals Committee in terms of Article 16 above.

GENERAL MEETINGS

General meetings (of Members)

20. The Directors:
- (a) shall convene an Annual General Meeting in each year, giving at least sixteen weeks' written notice (notwithstanding any other requirements contained herein in relation to notice periods);
 - (b) shall ensure that not more than fifteen months shall elapse between one Annual General Meeting and the next;
 - (c) may convene a General Meeting at any time; and
 - (d) must convene a General Meeting if there is a valid requisition by no fewer than 10% of the Branches from time to time.
21. The business of each Annual General Meeting shall include:-
- (a) a report by the Chairman of the Society on the Activities of the Society;
 - (b) consideration of the annual accounts of the Society;
 - (c) the election of Directors, as referred to in Article 40; and
 - (d) such other elections and appointments as may be required from time to time.
22. In relation to the Annual General Meeting:-
- (a) ordinary motions may be submitted from the Management Board or any Branch. Any ordinary motion from a Branch must be approved by its Qualifying Supporters and seconded by at least one other Branch. Ordinary motions must be in the hands of the Secretary at least twelve weeks prior to the Annual General Meeting;
 - (b) emergency motions may be submitted by the Management Board or by joint resolution of any ten Branches. Emergency motions must be in the hands of the Secretary at least six weeks prior to the Annual General Meeting for inclusion in the final Agenda; and
 - (c) any motion to discuss urgent business, not included in the final Agenda for an Annual General Meeting, may be discussed provided two-thirds of the Delegates present consent.

Notice of general meetings

23. At least eight weeks' notice must be given of a General Meeting (except in the case of an Annual General Meeting where the prescribed notice period is as set out in Article 20(a)). Where:-

- (a) any notice calling a General Meeting shall specify the time and place of the meeting; it shall:-
 - (i) indicate the general nature of the business to be dealt with at the General Meeting; and
 - (ii) if a special resolution (see Article 34) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution;
- (b) a notice convening an Annual General Meeting shall specify that the meeting is to be an Annual General Meeting; any other general meeting shall be called a General Meeting; and
- (c) notice of every General Meeting shall be given either in writing or by way of an electronic communication to all the Members and Directors, and (if there are auditors in office at the time) to the auditors.

Procedure at general meetings

- 24. No business shall be dealt with at any General Meeting unless a quorum is present and where:
 - (a) the quorum for a General Meeting shall be the lesser of either 80 Delegates or one-quarter of the total number of Delegates, from time to time, whether present in person or by proxy; and
 - (b) if a quorum is not present within one hour after the time at which a General Meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the General Meeting shall stand adjourned to such time and place as may be fixed by the Chairman of the General Meeting.
- 25. The Chairman of the Society shall (if present and willing to act as Chairman of the meeting) preside as Chairman of each General Meeting. If the Chairman of the Society is unable to act as Chairman of the meeting or is not present within one hour of the time at which the General Meeting was due to commence, the following persons shall be invited to act as Chairman of that General Meeting in the order of:
 - (a) the Chair-Elect, whom failing
 - (b) the President, whom failing
 - (c) a Director elected by the Directors from among those Directors present at the meeting, failing which
 - (d) those Directors present at the meeting may, with the consent of the General Meeting, adjourn the General Meeting to such other time and place as the Directors present may determine.
- 26. If there are an equal number of votes for and against any resolution, the Chairman of the General Meeting shall be entitled to a casting vote.
- 27. A resolution put to the vote at a General Meeting shall be decided on a show of hands unless before, or upon the declaration of the result, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by the Chairman of the meeting or such Delegates as represent five per cent of the total number of Delegates. Where a vote takes place on a show of hands, any Delegate exercising multiple votes shall exercise all

votes identically. Alternatively, a resolution or election may be decided by postal ballot if so decided by the Management Board. Delegates shall vote in accordance with any of the voting methods outlined in this Article 27 or in Article 26 above, but for the avoidance of doubt, there shall be no right to request a secret ballot.

28. In exceptional circumstances the Chairman of the meeting shall have discretion to adjourn a general meeting.

Proxies

29. A proxy appointed to attend any General Meeting in place of a Delegate shall be appointed by that Delegate's Branch and shall have the same rights to participate in the General Meeting as the Delegate himself/herself, subject always to the requirement that any such proxy must be a Qualifying Supporter.
30. An instrument appointing a proxy shall be in writing and shall be signed by an Office Bearer of the Branch concerned as applicable.
31. An instrument appointing a proxy must be received at the Society's registered office or such other place (if any) specified for that purpose in the notice convening the meeting not less than forty-eight hours before the start time of the meeting or adjourned meeting (or in the case of a poll, before the time appointed for taking the poll) at which it is to be used, and in default it shall not be treated as valid.
32. An instrument appointing a proxy shall be deemed to confer authority to demand, or join in demanding, a poll. The instrument appointing a proxy is also valid for any adjournment of the meeting to which it relates.
33. A vote given by a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Society at the registered office before the commencement of the General Meeting or the adjourned meeting or poll for which the vote is given.

Special resolutions and ordinary resolutions

34. For the purposes of these Articles, a "special resolution" means a resolution passed by 75% or more of the votes cast on the resolution at an Annual General Meeting or General Meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with Article 20(a) or Article 23 as the case may be; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution (and takes into account the meeting Chairman's casting vote), and accordingly no account shall be taken of abstentions or Delegates absent from the meeting.
35. In addition to the matters expressly referred to elsewhere in these Articles, the provisions of the Act allow the Society, by special resolution,
 - (a) to alter its name;
 - (b) to alter its Objects or Activities; and
 - (c) to alter any provision of these Articles or adopt new Articles of Association.

36. For the purposes of these Articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against and, as applicable, the meeting Chairman’s casting vote), at an Annual General Meeting or General Meeting, providing proper notice of the meeting has been given in accordance with Article 20(a) or Article 23 as the case may be.

DIRECTORS

Number of Directors

37. The Board of Directors shall comprise the Chairman, Chairman Elect, Treasurer, the Management Committee Convenors and no more than twelve ordinary member Directors.

Eligibility and Maximum period in office for Directors

38. A person shall not be eligible for election/appointment as a Director unless he/she is a Qualifying Supporter of the Society.
39. Elections and appointments of the Directors and office bearers shall take place at the Annual General Meeting as may be required from time to time in accordance with the rotation procedures set out below in Articles 40 - 43.
40. Directors shall be entitled to serve for a term of three years before standing down. Ordinary member Directors must stand down for a period of at least one year before being eligible for re-election. There is no limit to the number of terms a Director may serve, provided that they comply with the requirement to stand down for a one year period between each term of office. Notwithstanding this, a serving or retiring ordinary member Director may be elected to office as Chairman Elect, Convenor Elect, or as Convenor, or be appointed as Treasurer, without first observing any such stand down period.
41. An election shall be held for a new Chairman Elect when the current Chairman Elect is due to assume office as Chairman or when the position falls vacant. The new Chairman Elect shall be elected to hold office for two years and shall then take office as Chairman for two years. In the event of the resignation, removal or death of the Chairman, the Chairman Elect shall immediately take office as Chairman and continue to hold that office for two years following the next Annual General Meeting. A retiring Chairman must stand down for a period of at least two years before being eligible for election or appointment to any office.
42. An election shall be held for a Management Committee Convenor Elect one year before the current Management Committee Convenor is due to complete his/her term of office. Each Management Committee Convenor Elect shall be elected to hold office for one year and shall then take office as Convenor for three years. In the event of the resignation, removal or death of a Convenor, the Convenor Elect shall immediately take office as Convenor and continue to hold that office after the next Annual General Meeting for a further three years. In the event of the resignation, removal or death of a Convenor when there is no Convenor Elect, or in the event of a Convenor completing his/her term and there being no Convenor Elect and no formal candidate for the Convenor position, the Management Board shall appoint a substitute Convenor, with voting rights, to serve until

the next Annual General Meeting at which an election can be held, when a Convenor shall be elected to serve for three years. A retiring Convenor must stand down for a period of at least one year before being eligible for election or appointment to any office. Notwithstanding this, a serving or retiring Convenor may be elected to office as Chairman Elect, or be appointed as Treasurer, without first observing any such stand down period.

43. The Treasurer shall be appointed by the Management Board and such appointment shall be confirmed at the Annual General Meeting following the appointment, or any reappointment. The Treasurer shall hold office at the discretion of the Directors for a term of three years. This term may be renewed in accordance with the terms of Article 49 below. A retiring Treasurer must stand down for a period of at least one year before being eligible for election or appointment to any other office.
44. Any casual vacancy arising amongst the ordinary elected member Directors may be filled by the Management Board and any person appointed to fill such vacancy shall hold office until the next Annual General Meeting of the Society.

Termination of office

45. A Director shall automatically vacate office if:-
 - (a) he/she ceases to be a Director through the operation of any provision of the Act or becomes prohibited by law from being a Director;
 - (b) he/she becomes debarred under any statutory provision from being involved in the management or control of a charity;
 - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months;
 - (d) he/she ceases to be a Qualifying Supporter of the Society;
 - (e) he/she becomes an employee of the Society;
 - (f) he/she resigns office by notice to the Society;
 - (g) he/she is absent (without permission of the Directors) from more than four consecutive meetings of the Directors, and the Directors resolve to remove him/her from office; or
 - (h) he/she is removed from office by resolution of the Directors for any serious or persistent breach of the Charities and Trustee (Investment) Scotland Act 2005.

Register of Directors and Directors' Interests

46. The Directors shall maintain a register of Directors, setting out full details of each Director, including the date on which he/she became a Director, and specifying the date on which any person ceased to hold office as a Director and containing details of Directors' interests.

Powers of Directors

47. Subject to the provisions of the Act, the Memorandum of Association and these Articles, and subject to any directions given by special resolution, the Society and its assets and

undertaking shall be managed by the Directors, who may exercise all the powers of the Society.

48. A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.

Duties of the Directors

49. The Directors shall have the following duties:

- (a) to set, review and direct the policies and strategic planning of the Society to meet its purposes, through the work of the Management Board and the Management Committees, giving due consideration to the international Membership of the Society;
- (b) to present to the Society in Annual General Meeting a report of the Society's affairs, the audited annual accounts for the previous financial year, and an outline plan for the current year;
- (c) to appoint a Secretary to manage the office and take responsibility for administering the day-to-day affairs of the Society; and
- (d) to appoint a Treasurer, who shall have particular responsibility for maintaining an overview of the financial affairs of the Society. The Treasurer must be a Qualifying Supporter of the Society, shall be a Director and shall have full voting rights on the Management Board.

Directors' Declarations of Interests

50. The Directors may, in accordance with the requirements set out in Articles 51 to 55, authorise any matter proposed to them by any Director which would, if not authorised, involve or constitute a Director (an "Interested Director") breaching or infringing his/her duty under section 175 of the Act to avoid conflicts of interest (the "Conflict").

51. Any authorisation under Articles 50 to 55 will be effective only if:

- (a) the matter in question, to the extent permitted by the Act, shall have been proposed by any Director for consideration at a meeting of the Management Board in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
- (b) any requirement as to the quorum at the meeting of the Management Board at which the matter is considered is met without counting the Interested Director; and
- (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director had not been counted in the vote.

52. Any authorisation of a matter under Articles 50 to 55 may (whether at the time of giving the authority or subsequently):

- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
- (b) be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine on the Interested Director; or
- (c) be terminated or varied by the Directors at any time.

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

53. Where the Directors authorise a Conflict they may require, without limitation (whether at the time of giving the authority or subsequently) that the Director:
- (a) is excluded from discussions (whether at meetings of the Management Board or otherwise) related to the Conflict;
 - (b) is not given any documents or other information relating to the Conflict; or
 - (c) may or may not vote (or may or may not be counted in the quorum) at any future meeting of the Management Board in relation to any resolution relating to the Conflict.

Notwithstanding the fact that the Directors have made provisions (or otherwise) under this Article 53, the Interested Director whose Conflict has been authorised shall not be in breach of his/her duties to the Society where the Interested Director, of his/her own accord, does not attend any discussions, refuses to receive any documents or information relating to the Conflict or refuses to vote on any resolution relating to the Conflict (or refuses to do or does any similar action).

54. Where the Directors authorise a Conflict:
- (a) the Interested Director will be obliged to conduct himself/herself in accordance with any terms imposed by the Directors in relation to the Conflict;
 - (b) the Interested Director will not breach or infringe any duty he/she owes to the Society by virtue of sections 171 to 177 of the Act provided he/she acts in accordance with such terms, limits and conditions (if any) as the Directors may impose in respect of its authorisation;
 - (c) the Directors may decide (whether at the time of giving the authority or subsequently) that, if a Director has obtained any information through his/her involvement in the Conflict otherwise than as a Director of the Society and in respect of which he/she owes a duty of confidentiality to another person, the Director is under no obligation to:
 - (i) disclose such information to the Directors or to any Director or other officer or employee of the Society;
 - (ii) use or apply any such information in performing his duties as a Director;where to do so would amount to a breach of that confidence and, accordingly, by not disclosing, using or applying such information, the Director shall not be in breach or infringe his/her duties to the Society in terms of Sections 171 to 177 of the Act.

55. A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Society for any remuneration, profit or other benefit which he/she derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Society (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract, agreement or arrangement relating to a Conflict that has been authorised by the Management Board shall be liable to be avoided on such grounds.

Personal interests

56. A Director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Society shall declare the nature and extent of his/her interest to the other Directors before the Society enters into the transaction or arrangement in accordance with the Act. For the purposes of this Article, a Director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of the Act), has a personal interest in that arrangement.
57. A Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Society shall declare the nature and extent of his/her interest to the other Directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 56.
58. Subject, where applicable, to the disclosures required under Article 56 and Article 57, and to any terms and conditions imposed by the Directors in accordance with these Articles 56 to 60, a Director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Society in which he/she is interested and if he/she shall do so, his/her vote shall be counted and he/she shall be taken into account in ascertaining whether a quorum is present.
59. A Director need not declare an interest under Article 56 and Article 57 as the case may be:
 - (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) if the Director is not aware; although for this purpose a Director is treated as being aware of matters of which he/she ought reasonably to be aware;
 - (c) if, or to the extent that, the other Directors are already aware of it, and for this purpose the other Directors are treated as aware of anything of which they ought reasonably to be aware; or
 - (d) if, or to the extent that, it concerns the terms of his/her service contract that have been, or are to be, considered at a meeting of the Board of Directors.
60. Provided he/she has declared his/her interest, a Director will not be debarred from entering into an arrangement with the Society in which he/she has a personal interest and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

DIRECTORS' MEETINGS

Procedure at Directors' meetings

61. Meetings of the Management Board will be held on a regular basis. Any Director may call a meeting of the Management Board or request the Secretary to call a meeting of the Management Board.
62. The Directors can agree to confirm decisions by telephone or by written resolution as alternatives to confirming decisions at meetings of the Management Board. A Director may also participate in a meeting of the Management Board (or of a Management

Committee) by means of electronic communication or conference call provided that throughout the meeting all persons participating in the meeting are able to communicate interactively with all other parties participating in the meeting. Participation in this manner is deemed to constitute presence in person at the meeting.

63. Questions arising at a meeting of the Management Board shall be decided by a majority of votes; if an equality of votes arises, the Chairman of the meeting shall have a deliberative and a casting vote.
64. No business shall be dealt with at a meeting of the Management Board unless a quorum is present; the quorum for meetings of the Management Board shall be 50% of Directors in office from time to time. If at any time the number of Directors in office falls below the number fixed as the quorum, the remaining Director(s) may act only for the purpose of filling vacancies or of calling a General Meeting.
65. Unless he/she is unwilling or unable to do so, the Chairman of the Society shall preside as Chairman at each meeting of the Management Board at which he/she is present; if the Chairman of the Society is unwilling or unable to act as Chairman of the meeting or is not present within fifteen minutes after the time at which the meeting was due to commence, the Chairman Elect shall preside, whom failing the Directors present shall elect from among themselves the person who will act as Chairman of that meeting.
66. The Directors may, at their discretion, allow any person whom they reasonably consider appropriate, to attend and speak at any meeting of the Directors; for the avoidance of doubt, any such person who is invited to attend a Directors' meeting shall not be entitled to vote.
67. A Director shall not vote at a meeting of the Management Board (or at a meeting of any Management Committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the Society.
68. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.
69. The Directors may be paid travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the Management Board, General Meetings, or meetings of Management Committees, or otherwise in connection with the carrying-out of their duties.

Delegation to sub-committees, panels or working group

70. The Directors may delegate any of their powers to any sub-committee, panel or working group consisting of one or more Directors and such other persons (if any) as the Directors may determine; they may also delegate to the Chairman of the Society (or the holder of any other post) or to an individual (including an employee) such of their powers as they may consider appropriate. Any delegation of powers under this Article may be made subject to:-
 - (a) such conditions as the Directors may impose and may be revoked or altered; and
 - (b) such rules of procedure for the sub-committee, panel or working group as shall be prescribed by the Directors.

ADMINISTRATION

Operation of bank accounts

71. Such procedures as may be required from time to time by the Society's bankers and auditors shall be observed in relation to the banking and other financial accounts held by the Society and by such persons as may be authorised by the Society for such purposes.

Secretary

72. The Directors shall appoint a Secretary for such term, at such remuneration (if any), and upon such conditions, as they may think fit.

Minutes

73. The Directors shall ensure that minutes are made of all proceedings at General Meetings, meetings of the Management Board and meetings of Management Committees. A minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the Chairman of the meeting.

Accounting records and annual accounts

74. The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities.
75. No Member shall have any right of inspecting any accounting or other records, or any document of the Society, except as conferred by statute or as authorised by the Directors or as authorised by ordinary resolution of the Society.

Notices

76. Any notice which requires to be given to a Branch under these Articles shall be given either in writing or by electronic means. If given in writing, such notice may be given personally to the Branch's Delegate or be sent by post to the relevant Branch's address last intimated to the Society; alternatively, if given by electronic means, such notice shall be sent to the electronic mail address notified by the Branch to the Society for the purpose of electronic communications; and
 - (a) if sent by post, be deemed to have been given at the expiry of three days after posting (or the expiry of two weeks if sent to an address out with the United Kingdom); or
 - (b) if sent by electronic means, be deemed to have been given at the expiry of two days after it is sent; or
 - (c) if supplied by means of a notice on the Society's website, be deemed to have been given at the expiry of two days after the recipient is deemed to have received notice of the fact that the material is on the website.

For the purposes of this Article, in proving that any notice, document or other information was properly addressed, it shall be sufficient to show that the relevant notice, document or information was delivered to an address permitted by the Act.

MISCELLANEOUS

Winding-up

77. If, following the dissolution or winding up of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, then the property shall not be paid to or distributed amongst the Members or the Supporters of the Society, but shall be paid, given, transferred or distributed to such body or bodies to be determined by the Members of the Society at the time of the dissolution or winding up:

- (a) being a charitable body or bodies having Objects similar to the Objects of the Society; and
- (b) being a charitable body or bodies which shall prohibit the distribution of their assets, income and property among its Members to an extent at least as great as is imposed on the Society.

or failing which, such other charitable body or bodies as are willing to take the property of the Society.

Indemnity

78. Without prejudice to Articles 79 and 83 and subject to the provisions of and to the extent permitted by the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director and office bearer of the Society (other than any person, whether an officer or not, engaged by the Society as auditor), including but not limited to, the honorary members of the Society from time to time, shall be indemnified out of the assets of the Society against any liability incurred by him/her for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

79. Subject to the Act and any agreement made between a Director and the Society in accordance with the Act, a Director shall be indemnified out of the Society's assets against any expenses which that Director incurs in connection with:

- (a) civil proceedings in relation to the Society (unless judgment is given against the Director and the judgment is final);
- (b) criminal proceedings in relation to the Society (unless the Director is convicted and the conviction is final); or
- (c) any application for relief from liability for negligence, default, breach of duty or breach of trust in relation to the Society (unless the court refuses to grant the Director relief, and the refusal is final).

80. For the purposes of Article 79, judgment, conviction or refusal of relief becomes final if:

- (a) the period for bringing an appeal (or any further appeal) has ended; and
- (b) any appeal brought is determined, abandoned or otherwise ceases to have effect.

81. Every Director or other officer of the Society shall be indemnified out of the assets of the Society against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that

generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the Society.

82. The indemnity contained in article 79 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a Director may otherwise be entitled.

Insurance

83. Subject to the Act, the Directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant officer in respect of any relevant loss.

In this Article:-

- (a) a "relevant officer" means any Director or former Director of the Society, any other officer or employee or former officer or employee of the Society or its associate (but not the auditors), or any trustee of a pension fund or employee benefits trust of the Society;
- (b) a "relevant loss" means any loss or expenditure which has been or may be incurred by a relevant officer in connection with that relevant officer's duties, powers or responsibilities in relation to the Society or an associate or its pension fund or employee benefits trust; and
- (c) an "associate" means any subsidiary or subsidiary undertaking or holding company of such company and any other subsidiary or subsidiary undertaking of any holding company of such company ("holding company" and "subsidiary company" having the meanings set out in section 1159 and Schedule 6 of the Act).

Liability of Members

84. The liability of the Members (as defined in clause 6(a)) is limited to ONE POUND (£1.00) each. Every Branch of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up, whilst a Member, or within one year after ceasing to be a Member, for payment of: -

- (a) the debts and liabilities of the Society contracted before it ceases to be a Member;
- (b) 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 ONE POUND each.

Interpretation

85. In these Articles

"the Act" means the Companies Act 2006;

any reference in these Articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time;

"electronic communication" has the same meaning as is assigned to that expression in the Electronic Communications Act 2000; and

"person" means any individual, organisation or body including any authorised representative of any organisation or body.

86. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles. Unless the context requires otherwise, words or expressions used in these Articles bear the same meaning as in the Act (as said Act is in force at the date of adoption of these Articles).

For the avoidance of doubt:-

- (a) headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- (b) unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - (i) any subordinate legislation from time to time made under it; and
 - (ii) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- (c) reference in these articles to the singular shall be deemed to include the plural.
- (d) any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- (e) the Model Articles shall apply to the Society, except in so far as they are modified or excluded by these Articles. Regulations 2, 3, 21, 22, 24, 38, 39 of the Model Articles shall not apply to the Society.

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
of
THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY

1. The name of the Company is The Royal Scottish Country Dance Society.
2. Each subscriber to this Memorandum wishes to be formed into a company under the Companies Act 2006.

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuant to this Memorandum of Association.

..... Signature of Subscriber Print name Date
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