

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE**

ARTICLES OF ASSOCIATION

OF

“THE ROYAL SCOTTISH COUNTRY DANCE SOCIETY”

COMPANY NUMBER

SC480530

CHARITY NUMBER

SC016085

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OBJECTS, ACTIVITIES & POWERS

Name

1. The name of the company shall be “The Royal Scottish Country Dance Society”. 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 and its music; together and hereinafter referred to as the “Objects” of the Society.

Activities of the Society

3. In furtherance of the 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, in any suitable physical and electronic form, 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 Objects;together and hereinafter referred to as the “Activities” of the Society.

Powers of the Society

4. The Society, in promoting the Objects, shall have and may exercise all or any of the following powers:-
 - (a) to undertake any activities that support the Objects;
 - (b) to encourage, provide, support and otherwise facilitate the work of others interested in the Objects;
 - (c) to establish, support or aid any association or institution with similar purposes and to subscribe monies for charitable purposes in any way connected with the purposes of the Society or calculated to further the 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;
 - (e) to solicit, receive and accept financial assistance, donations, legacies, gifts and loans of money, rents and any other property whatsoever, heritable or moveable, real or personal, subject or not to any specific charitable trusts or conditions;
 - (f) to engage in activities to raise funds for the Society, 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, and to accept subscriptions, donations, legacies and endowments of all kinds, and to accept any reasonable conditions attaching to them;

- (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, real or personal property and any interests therein;
- (h) to borrow and raise money, 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 (in particular by securities, mortgages and charges) the undertaking and all or any of the heritable and moveable, real and personal property (present and future) of the Society;
- (i) to deposit or invest funds of the Society in such investments, securities or property as may be considered appropriate (and to dispose of and vary such investments) and to employ professional advisers and arrange for the investments or other property of the Society to be held in the name of a nominee;
- (j) to lend money and give credit to any person with or without security and to grant guarantees and contracts of indemnity on behalf of any person;
- (k) to engage and employ personnel and grant, continue and pay such remuneration and pensions to such personnel and any person or persons who render(s) 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;
- (l) to engage and remunerate such consultants, experts and advisers as are considered appropriate;
- (m) to effect insurance against risks of all kinds and 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, risks incurred in the course of the performance of their duties;
- (n) to promote, arrange, organise and conduct seminars, conferences, lectures, meetings and discussions;
- (o) 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;
- (p) 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;
- (q) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (r) to support organisations whose activities may further one or more of the Objects, 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;

- (s) to co-operate and enter into, agreements, contracts or other arrangements with any authorities, national, local or otherwise;
- (t) to promote companies whose activities may further one or more of the Objects, or may generate income to support the activities of the Society, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the Society, all such functions as may be associated with a holding company;
- (u) to reorganise and/or transfer all or any of its assets and Activities to, and/or amalgamate with, any company, organisation, society or association which are charities and have objects altogether or mainly similar to those of the Society and which 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 these Articles; and
- (v) to do all such other things as are necessary for the attainment of the Objects.

5. The income and property of the Society shall be applied solely towards the promotion of the Objects 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 Directors or Delegates.

Subject to the provisions of the 2005 Act, nothing herein shall prevent any reasonable payment in good faith by the Society, in respect of the following:

- (a) repayment of out-of-pocket expenses, including travelling and other expenses properly incurred in connection with the discharge of their duties (and approved in advance by the Board), to Directors and authorised individuals; or
- (b) reasonable remuneration to any Director or Delegate in return for specific services actually rendered to the Society (not being of a management nature normally carried out by a director of a company); or
- (c) use of and involvement in the Society's property, facilities and activities, by any Director or Delegate, provided it is on the same basis as is available to the general public
- (d) payments to Directors by way of indemnity, pursuant to Articles 63 to 64; and
- (e) the purchase of insurance for the benefit of Directors, officers and others pursuant to Article 4 and 62.

STRUCTURE

Summary

6. The structure of the Society consists of Subscribing Members, Branches, Delegates and Directors as summarised here:

SUBSCRIBING MEMBERS - are individuals world-wide, aged twelve years and more, who support the Society by paying it a subscription fee or who have previously paid a lifetime subscription.

BRANCHES - are local associations of Subscribing Members which have been granted a licence by the Society to form a recognised Branch of the Society.

DELEGATES – are individuals appointed by Branches as the members of the Society for the purposes of section 112 of the 2006 Act, and as such have rights and powers under these Articles and the 2006 Act.

DIRECTORS - are individuals holding office as the Charity Trustees of the Society and as such have the general control and management of the administration of the Society; in particular they monitor the financial position of the Society. All Directors, and only Directors, are Trustees.

Subscribing Members

7. Subscribing Members (unless appointed as a Delegate and/or as a proxy) do not have the right to vote at General Meetings of the Society but will have the right to attend any such meetings. Employees of the Society may be Subscribing Members of the Society but shall not be eligible to be elected or appointed as a Director or Delegate.
8. Subscribing Members may join more than one Branch, but must then nominate a specific branch as their primary Branch through which they pay their Society subscription fee. Subscribing Members may alternatively choose to pay the appropriate Society subscription fee directly to the Society.

Non-Subscribing Junior Members

9. Non-Subscribing Junior Members do not have the right to vote at General Meetings of the Society but will have the right to attend any such meetings. A responsible adult must register a Non-Subscribing Junior Member with a primary branch or directly with the Society for Non-Subscribing Junior Membership to be recognised.

Branches

10. Local associations composed of Subscribing Members may apply to the Board for a licence to form a recognised Branch of the Society. Directors shall consider applications for Branch status and have power to determine whether a local association may or may not obtain status as a Branch of the Society.
11. The Directors shall have the right to refuse Branch status. Any local association which is denied Branch status shall have a right of appeal to an Appeals Committee, comprising:
 - (a) a chair who shall be the President (if the Society has a President and they are available) whom failing an acknowledged neutral and disinterested person appointed by the Board; and
 - (b) at least two disinterested persons appointed by the Appeals Committee chair.Decisions of any such Appeals Committee shall be final.
12. Any Branch may have its status as a Branch of the Society removed by resolution of the Directors, provided the following procedures have been observed:
 - (a) at least two months' notice of the intention to propose the resolution to remove must be given to the Branch concerned, specifying the grounds for the proposed expulsion;
 - (b) representatives of the Branch concerned shall be entitled to be heard at the Board meeting at which the resolution is proposed; and

- (c) the Branch concerned shall have a right of appeal to an Appeals Committee in accordance with the Article immediately preceding.

Delegates

- 13. The Delegates shall be appointed (and replaced) by the Branches to represent the Branches and its Subscribing Members, voting on their behalf at General Meetings of the Society. The appointment and any changes to Delegates must be notified in writing to the Society. Delegates are chosen only from amongst Subscribing Members of the Society aged eighteen years and over (known as Qualifying Subscribing Members). Branches are obliged to appoint such number of Delegates as shall be in proportion to the number of Qualifying Subscribing Members who have nominated that Branch as their primary Branch, on the basis of one Delegate per fifty Qualifying Subscribing Members or part thereof; subject always to the condition that all Branches are obliged at all times to appoint a minimum of two Delegates. Branches shall be entitled to regulate their own procedures in relation to how they appoint and replace Delegates.
- 14. The Directors shall maintain a register of Delegates in accordance with section 113 of the 2006 Act, into which it shall enter the names and addresses of each Delegate and the dates on which each became and ceased to be a Delegate. In addition the Society shall keep a register of Branches, identifying *inter alia*, which Branch appointed which Delegates.
- 15. There shall be one class of Delegate and each Delegate shall have one vote.

Honorary Titles and Honorary Status

- 16. The Society, from time to time, may invite a distinguished person to become President by ordinary resolution of the Delegates in General Meeting.
- 17. The Society may from time to time:
 - (a) invite a distinguished person to become Patron by ordinary resolution of the Delegates in General Meeting;
 - (b) appoint a Vice-President or Vice Presidents by ordinary resolution of the Delegates in General Meeting;
- 18. In addition the Directors may grant honorary status to any person whom they may from time to time consider appropriate, with such rights and privileges as they may decide, but provided always that such individuals with honorary status and/or titles shall be entitled to attend but not vote at any General Meetings of the Society and shall not be members of the Society (for the purposes of the 2006 Act or otherwise).

GENERAL MEETINGS

Convening General Meetings

- 19. The Directors:
 - (a) shall convene Annual General Meetings, giving at least sixteen weeks' written notice (notwithstanding any other requirements contained in these Articles or in the 2006 Act 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 either no less than five per cent of the registered Delegates or by no fewer than ten Branches.

Annual General Meetings

20. The business of each Annual General Meeting shall include:-

- (a) a report by the Chair of the Society on the activities of the Society;
- (b) consideration of the annual accounts of the Society;
- (c) the election of Directors;
- (d) determination of the nature and amount of subscription fees payable by Subscribing Members;

and such other elections, confirmations and business as required.

Notice of General Meetings

21. At least eight weeks' written 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 19(a)).

- (a) Any notice calling a General Meeting shall specify the time and place of the meeting; and shall:-
 - (i) indicate the general nature of the business to be dealt with at the General Meeting; and
 - (ii) where a special resolution (or a resolution requiring special notice under the 2006 Act) is being proposed, 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".
- (c) Notice of every General Meeting shall be given in writing to all Branches, Delegates and Directors, and (if there are auditors in office at the time) to the auditors.
- (d) When the Society notifies a Delegate of the presence of a notice on the website the notification must:
 - (i) state that it concerns a notice of a General Meeting of the Society;
 - (ii) specify the place date and time of the General Meeting; and
 - (iii) state whether the meeting will be an Annual General Meeting.

Quorum for General Meetings

22. No business shall be dealt with at any General Meeting unless a quorum is present (in person or by proxy).

- (a) The quorum for a General Meeting shall be the smaller of either 80 Delegates or one-quarter of the total number of registered Delegates from time to time, in each case whether present in person or by proxy.
- (b) If a quorum is not attained after one hour of the planned commencement time of the General Meeting, or if, during a meeting, a quorum ceases to exist, the General Meeting shall stand adjourned to such time and place as may be fixed by the Chair of the General Meeting.

Procedures and Voting at General Meetings

23. The Chair of the Society shall (if present and willing to act as Chair of the meeting) preside as Chair of each General Meeting. If the Chair of the Society is unable to act as Chair 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 Chair 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, whom failing;
- those Directors present at the meeting shall adjourn the General Meeting to such other time and place as the Directors present may determine.
24. 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 2006 Act, a poll may be demanded by the Chair of the meeting or by no fewer than five Delegates present or represented at the meeting, or by such Delegates/Proxy holders as represent five per cent of registered Delegates. Voting shall be in accordance with the voting methods outlined in this Article, but for the avoidance of doubt, there shall be no right to request a secret ballot.

Proxies at General Meetings

25. A proxy appointed to attend any General Meeting in place of a Delegate shall be appointed by that Delegate and shall have the same rights to participate in the General Meeting as the Delegate themselves.
26. An instrument appointing a proxy must be received by the Society, or at 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.
27. 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.
28. 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.

BOARD OF DIRECTORS

Composition of the Board of Directors

29. The Board of Directors shall comprise: the Chair of the Society, the Chair Elect, the Treasurer, and no more than twelve other Directors (such other Directors being referred to in these Articles as “ordinary member Directors”).

Eligibility and Election of Directors

30. A person shall not be eligible for election/appointment as a Director unless they are a Qualifying Subscribing Member of the Society.
31. Elections and appointments of the Directors shall take place at Annual General Meetings but any casual vacancy arising amongst the ordinary member Directors may be filled by the Board on the basis that any person appointed to fill such vacancy shall hold office until the next Annual General Meeting of the Society.

Term of Office

32. Directors shall be entitled to serve for a term of up to three years before standing down. With the exception of the Convenors of Standing Committees, ordinary member Directors will be eligible for re-election for one further term of up to three years. A serving or retiring ordinary member Director may be elected to office as Chair, Chair Elect, or as a convener of a standing committee, or be appointed as Treasurer.

Chair

33. An election shall be held for a new Chair Elect one year before the Chair is due to complete their term of office. The new Chair Elect shall be elected to hold office for one year and shall then be eligible to be confirmed as Chair of the Society to then take office as Chair for three years. In the event of the resignation, removal or death of the Chair, the Chair Elect shall immediately take office as Chair and continue to hold that office for three years following the next Annual General Meeting. A retiring Chair must stand down for a period of at least three years before being eligible for election or appointment as an ordinary member Director or Chair or Chair Elect.

If there is no Chair Elect at the end of the term of a Chair, a direct election for the position of Chair will take place at the next General Meeting. If a Chair demits for any reason during their term in office and there is no Chair Elect in place, the Board shall appoint an acting Chair from amongst themselves until such time as the position is filled by direct election at a General Meeting.

Treasurer

34. The Treasurer shall be appointed by the Board and such appointment shall be confirmed by ordinary resolution at the Annual General Meeting following the appointment or any reappointment. The Treasurer shall hold office at the discretion of the Directors, normally for a term of three years. This term may be renewed in accordance with the terms of this Article. A retiring Treasurer must stand down for a period of at least one year before being eligible for election or appointment as ordinary member Director or Chair or Chair Elect.

Termination of office

35. A Director shall automatically vacate office if:-
 - (a) they cease to be a Director through the operation of any provision of the 2006 Act or becomes prohibited by law from being a Director;

- (b) they are disqualified from being a charity trustee in accordance with section 69 of the 2005 Act or becomes debarred under any statutory provision from being involved in the management or control of a charity;
- (d) they cease to be a Qualifying Subscribing Member of the Society;
- (e) they become an employee of the Society;
- (f) they resign office by notice to the Society;
- (g) they are absent (without permission of the Directors) from more than four consecutive meetings of the Directors, and the Directors resolve to remove them from office; or
- (h) they are removed from office by resolution of the Directors for any serious or persistent breach of the 2005 Act.

POWERS & DUTIES OF DIRECTORS

Register of Directors and Directors' Interests

36. The Directors shall maintain a register of Directors, setting out full details of each Director, including the date on which they 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

37. Subject to the provisions of the 2005 Act, the 2006 Act, and these Articles, and subject to any directions given by special resolution the Directors may exercise all the powers of the Society.

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

Duties of the Directors

38. In addition to the duties imposed on company directors and charity trustees by law, 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 Board, giving due consideration to the international membership and worldwide activities 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; and
 - (c) 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 Subscribing Member of the Society and shall be a Director.
 - (d) to appoint a Chief Operating Officer (COO) to manage the office and take responsibility for administering the day-to-day affairs of the Society.

Conflicts of Interest and declaration of Directors' Interests

39. A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Director must absent themselves from any discussions of the Directors in which it is possible that a

conflict will arise between their duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

40. If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the Directors who do not have a conflict of interest, may authorise such a conflict of interest where the following conditions apply:

- (a) the Director who has a conflict of interest is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the Director who has a conflict of interest does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the Directors who do not have a conflict consider it is in the interests of the Society to authorise the conflict of interest in the circumstances applying.

In this Article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

DIRECTORS' MEETINGS

Procedure at Directors' meetings

- 41. Meetings of the Board will be held on a regular basis. Any Director may call a meeting of the Board.
- 42. The Directors can agree to confirm decisions by telephone or by written resolution as alternatives to confirming decisions at meetings of the Board. A Director may also participate in a meeting of the Board 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 and so counted in the quorum for the meeting.
- 43. Questions arising at a meeting of the Board shall be decided by a majority of votes; if an equality of votes arises, the Chair of the meeting shall have a deliberative and a casting vote.
- 44. No business shall be dealt with at a meeting of the Board unless a quorum is present; the quorum for meetings of the Board shall be 50% of Directors in office from time to time.
- 45. Unless they are unwilling or unable to do so, the Chair of the Society shall preside as Chair at each meeting of the Board at which they are present; if the Chair of the Society is unwilling or unable to act as chair of the meeting or is not present within fifteen minutes after the time at which the meeting was due to commence, the Chair Elect shall preside, whom failing the Directors present shall elect from among themselves the person who will act as chair of that meeting.
- 46. 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.

47. A Director shall not vote at a meeting of the Board or any other internal meeting on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of the Society.
48. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

Delegation to committees, panels and working groups

49. The Directors may delegate any of their powers to any 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 Chair 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 at any time; and
 - (b) such rules of procedure for the committee, panel or working group as shall be prescribed by the Directors.

Rules and Procedures

50. The Directors may, with the approval by Ordinary Resolution of the Society, formulate, introduce and adopt (and vary and amend) rules and procedures for the administration and operation of the Society.

ADMINISTRATION

Operation of bank accounts

51. 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.

Minutes

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

Accounting records and annual accounts

53. The Directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements for both companies and charities.
54. No Delegate 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

55. Any notice which requires to be given to a Branch or Delegate under these Articles shall be given in writing either:
- (a) personally to the Delegate, in which case it shall be deemed to be given at the time of personal delivery; or

- (b) by post to the relevant Delegate's or Branch's address last intimated to the Society, in which case it shall 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
- (c) by email to the electronic mail address notified by the Delegate or Branch to the Society for the purpose of electronic communications in which case it shall be deemed to have been given at the expiry of two days after it is sent; or
- (d) by means of a notice on the Society's website, in which case it shall be deemed to have been given at the expiry of two days after the recipient is deemed to have received notice by means of (a) to (c) above, of the fact that the material is on the website.

MISCELLANEOUS

Winding-up

56. 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 Delegates or the Subscribing Members of the Society, but shall be paid, given, transferred or distributed to such body or bodies to be determined by the Delegates of the Society at the time of the dissolution or winding up:

- (a) having charitable purposes similar to the Objects; and
- (b) 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 charity or charities as are willing to take the property of the Society.

Indemnity

57. Subject to the provisions of and to the extent permitted by the 2005 Act and the 2006 Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director and officer of the Society (other than any person, whether an officer or not, engaged by the Society as auditor), including but not limited to, any individual having honorary status in the Society from time to time, shall be indemnified out of the assets of the Society against any liability incurred by them 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 2005 Act or the 2006 Act.
58. Subject to the 2005 Act and the 2006 Act and any agreement made between a Director and the Society in accordance with those Acts, 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 decree or judgment is given against the Director and the decree or 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).

59. For the purposes of Article 57, decree, 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.
60. Every Director or other officer of the Society shall be indemnified out of the assets of the Society against any loss or liability which they may sustain or incur in connection with the execution of the duties of their office; that may include, without prejudice to that generality, any liability incurred by them in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are 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.
61. The indemnity contained in Article 63 shall be subject to the provisions of the 2005 Act and the 2006 Act and is without prejudice to any other indemnity to which a Director may otherwise be entitled.

Insurance

62. Subject to the 2005 Act and the 2006 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 2006 Act).

Liability of Delegates

63. The liability of the Delegates is limited to ONE POUND STERLING (£1.00) each. Every Delegate undertakes to contribute to the assets of the Society, in the event of the Society being wound up, whilst they are a Delegate, or within one year after their ceasing to be a Delegate, for payment of: -
- (a) the debts and liabilities of the Society contracted before he or she ceases to be a Delegate;
 - (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 STERLING each.

Definitions and Interpretation

64. In these Articles:

“2005 Act” means the Charities and Trustee Investment (Scotland) Act 2005;

“2006 Act” means the Companies Act 2006 insofar as it applies to the Society;

“Activities” means the Activities of the Society as set out in Article 3;

“Appeals Committee” means a Committee appointed to hear and decide appeals in respect of Branch status and/or any other matter referred to it by the Board in accordance with Articles 10 and 11;

“Articles” means these Articles of Association of the Society (each an **“Article”**), as the same may be varied or amended from time to time;

“Board” means the Board of Directors of the Society;

“Branch” means a local association granted a licence by the Society to form a recognised Branch of the Society as referred to in Articles 9-11;

“Chair of the Society” means the Director appointed by ordinary resolution of the Delegates in general meeting, as Chair of the Society;

“Chair Elect” means the Director elected by the Delegates in general meeting as Chair Elect, in anticipation of his becoming Chair of the Society in succession to the Chair of the Society then in office;

“charitable purpose” shall mean a purpose which constitutes a charitable purpose under the 2005 Act or the Charities Act 2011, which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;

“charity” shall mean a body on the Scottish Charity Register or registered with the Charity Commission which is also regarded as a charity in relation to the application of the Taxes Acts;

“Directors” means the directors of the Society, (and includes any person occupying the position of director, by whatever name called) and **“Director”** is any such director;

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

“Delegate” is a member of the Society in accordance with section 112 of the 2006 Act and Article 6;

“Objects” means the objects of the Society as set out in Article 2;

“ordinary resolution” has the meaning given in section 282 of the 2006 Act;

“person” means any individual, organisation or body including any authorised representative of any organisation or body;

“Qualifying Subscribing Member” means a Subscribing Member aged 18 or more;

“Society” means “The Royal Scottish Country Dance Society”;

“Subscribing Member” means an individual, aged 12 years or more, who pays a subscription fee to the Society, or who has previously paid a lifetime subscription;

“special resolution” has the meaning given in section 283 of the Companies Act 2006; and

“subsidiary” has the meaning given in section 1159 of the 2006 Act.

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, replacement or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends replaces 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) a reference to writing or written includes fax and e-mail; and
- (f) these Articles shall apply to the Society to the exclusion of the Model Articles and so the Model Articles shall not apply to the Society.