

The Companies Act, 1948

Company Limited by Guarantee - not for Gain

## ARTICLES OF ASSOCIATION

of

### THE SCOTTISH ASSOCIATION OF MARINE SCIENCE

(Adopted by Special Resolution passed on 30th October, 1969, and amended by Special Resolutions passed on 1st February 1990, 2nd July 1992 and 7 May 2008)

#### I. PRELIMINARY

##### **Association to be governed by Articles of Association with power to amend same.**

1. The Regulations contained in Table C of the The Companies (Tables A to F) Regulations 1985 as amended shall not apply to this Association. The Association shall be governed by the Regulations contained in these Articles of Association, but may by Special Resolution and subject to the provisions of the Memorandum of Association, alter, amend, add to or rescind any Regulations herein contained.

#### II. INTERPRETATION

##### **Interpretation**

2. In these Articles, unless the contrary appears from the context:-

The "Association" means The Scottish Association of Marine Science.

The "CA 1985" means the Companies Act 1985 to the extent that it is in force from time to time and any statutory amendment thereto;

The "CA 2006" means the Companies Act 2006 to the extent that it is in force from time to time and any statutory amendment thereto;

The "Council" means the Council of the Association as defined in Article 34.

The "members" means the members of the Association for the time being as defined in Article 4.

The "Secretary" means any person appointed to perform either alone or jointly with another the duties of the Secretary of the Association.

The "Office" means the Registered Office from time to time of the Association.

The "Seal" means the Common Seal of the Association.

"Month" means calendar month.

"Charitable object" means an object which the law regards as charitable.

"In writing" means written, printed, photographed, or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Words importing the singular number or masculine gender only include the plural number and feminine gender and vice-versa.

Any reference to a person becoming bankrupt shall be construed as a reference to his estate becoming vested in a trustee for his creditors whether by virtue of a voluntary deed or scheme executed by him or in pursuance of an order pronounced by any court having jurisdiction in bankruptcy matters in Scotland or elsewhere.

Subject as aforesaid, any words or expressions defined in the CA 1985 or where in force the CA 2006 shall, if not inconsistent with the subject or context, bear the same meanings in these Articles, except that such words as "Association" shall be substituted for "Company" and "Member of Council" for "Directors" as these words respectively appear in the CA 1985 or where in force the CA 2006.

### III. MEMBERS

#### **Classes and numbers of members**

3. There shall be Ordinary, Student, Honorary and Corporate classes of membership. The number of members is declared to be unlimited. All members of the Association on the date on which these articles come into force shall continue to be members of the Association.

#### **Ordinary Members**

4. All persons with knowledge of or interest in Marine Science shall be eligible to apply for membership. Persons desiring to be registered as members must complete an application form and return it to the Secretary with the appropriate subscription. The application shall be submitted to Council or its nominee for approval.

#### **Student Members**

5. All persons under eighteen years of age and all registered students of an approved Higher Educational Institution shall be eligible to apply for admission as Student Members. Persons desiring to be admitted as Student Members must complete an application form and return it to the Secretary with the appropriate subscription. The application shall be submitted to Council or its nominee for approval.

**Honorary Members**

6. The Honorary members shall be such persons as shall have been elected by the Council as Honorary members of the Association. Honorary members shall not be required to make any payments and shall not be regarded as contributories in the event of a winding up.

**Corporate Members**

7. Any academic, Industrial, Financial, professional or other organization shall be eligible to apply for admission as Corporate Member. Any organization desiring to be admitted as Corporate Member must complete an application form and return it to the Secretary with the appropriate subscription. The application shall be submitted to Council or its nominee for approval.

**Annual Subscriptions**

8. The rates of subscription shall be as determined by the Council from time to time but shall not take effect unless or until ratified by the members in General Meeting. Subscriptions shall be payable annually in advance at the commencement of each financial year of the Association.

**Privileges of membership**

9. All members of the Association shall be entitled (a) to receive a copy of the Annual Report of the Association and such other publications as the Council shall decide to issue to the members, (b) to receive notice of and to attend such Scientific Meetings as the Council shall organise from time to time, and (c) to use the SAMS library. Laboratory facilities are also available subject to the approval of the Director.

**Rights of members**

10. The rights and privileges of all Ordinary, Student and Honorary Members shall be personal to such member and shall not be transferable or transmissible either by the act of such member or by operation of law. The rights and privileges of Corporate Members shall be exercised by the Representative or other Nominee of the Member.

**Members to observe bye-laws**

11. Every member shall be bound to further to the best of his ability the objects, interest and influence of the Association and shall observe all regulations and bye-laws of the Association made pursuant to the powers in that behalf hereinafter contained.

**Exclusion of members etc**

12. Any member who shall fail in the observance of any of the Regulations or Bye-laws of the Association, becoming bankrupt, or behaving in any manner derogatory to the character or prejudicial to the interest of the Association may be removed from membership of the Association by the Council by resolution to that effect passed at a meeting specially convened for that purpose and shall thereupon cease to be a member, provided that such member shall have been given a proper opportunity of being present at the meeting and hearing and answering the charge.

### **Register of members**

13. The Association shall maintain a Register of Members.

### **Removal of members for non-payment of subscriptions**

14. Any member who neglects to pay any lawful subscription for twelve months consecutively may be deleted from the Register of Members. Such deletion shall be sufficient evidence of termination of membership. A member whose name has been deleted from the Register by virtue of this Article shall have no right of appeal provided always that members in arrears shall be reminded of their failure to pay their subscriptions. This Article shall not be construed to compel the Council to remove any such member or to give such member a right to be removed.

### **Form of application for membership**

15. The Council shall have power from time to time to determine and prescribe the Application Form for membership, and also in any particular case to regard and treat as made or given in the prescribed form any application for membership which they may think fit to allow.

## **IV. GENERAL MEETINGS**

### **Annual General Meetings**

16. The Association shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other Meeting in that year. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

### **Meetings other than Annual General Meetings**

17. All General meetings of the Association other than Annual General Meetings shall be called "Extraordinary General Meetings".

### **Extraordinary General Meetings**

18. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened when

requested or in default may be convened by such members as provided by Sections 303 to 305 of the CA 2006.

### **Requests for Extraordinary General Meeting**

19. Any such request shall specify the objects of the Meeting requested. A request may be in hard copy form or in electronic form and must be authenticated by the person or persons making it. The Meeting, whether convened by the Council or by members must be convened for the purposes specified in the request, and when convened by members, for those purposes only.

### **Notice of General Meetings**

20. All General Meetings including a Meeting called for the passing of a Special Resolution shall be called by at least fourteen clear days notice as provided by Sections 308 and 309 of the CA2006. The notice shall be given to the members and to the Auditor, specifying the place, day and hour of the Meeting, and the general nature of the business to be transacted, such notice to be given as provided by Sections 308 and 309 of the CA 2006. The notice of every Annual General Meeting shall specify the Meeting as such. The accidental omission to give notice of a Meeting to or the non-receipt of such notice by any person entitled to receive the same shall not invalidate the proceedings at that Meeting.

## **V. PROCEEDINGS AT GENERAL MEETINGS**

### **Business of General Meetings**

21. The business of an Annual General Meeting shall be to elect the Members of Council when necessary, to elect the office bearers, to appoint and fix the remuneration of the Auditor, and to transact any other business that under these presents ought to or may be transacted at an Annual General Meeting.
22. Seven members personally present shall be a quorum for a General Meeting, and subject as provided by Article 23 no business shall be transacted at any Meeting unless the requisite quorum be present at the time when the Meeting proceeds to business.

### **If no quorum present Meeting to be dissolved or adjourned**

23. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened on requisition as aforesaid, shall be dissolved; but in any other case, it shall stand adjourned for the same day in the next week at the same time and place, and if at such Adjourned Meeting a quorum is not present, the only members who are personally present shall form a quorum and may transact the business for which the Meeting was called.

### **Chairman of General Meetings**

24. The President of the Association shall preside as Chairman at every General Meeting of the Association and, if at any Meeting he is not present at the time appointed for holding the Meeting, the members present shall choose one of the other Members of Council present to be Chairman and if no Member of Council is present, the members present shall choose one of their number to be Chairman.

#### **Adjournment of General Meetings**

25. The Chairman may, with the consent of any Meeting at which a quorum is present, and shall, if so directed by the Meeting, adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any Adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. When a Meeting is adjourned for thirty days or more notice of the Adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an Adjourned Meeting.

#### **Resolutions decided on show of hands unless poll demanded**

26. At any General Meeting a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by the Chairman, or by at least five members present in person or by a member or members present in person and representing one tenth of the total voting rights of all the members having the right to vote at the Meeting. Unless a poll be so demanded a declaration by the Chairman that a Resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the book containing Minutes of the proceedings of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution. The demand for a poll may be withdrawn.

#### **Taking of a poll**

27. Except as hereinafter provided, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the Resolution of the Meeting at which it was demanded.

#### **Chairman's casting vote**

28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

#### **Time at which poll shall be taken if demanded**

29. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

## VI. VOTES OF MEMBERS

### Votes

30. At any general meeting of the Association on a show of hands every member, who is present in person or by proxy or (being a corporation) by representative, shall have one vote and on a poll every member who is present in person or by proxy or (being a corporation) by a representative shall have one vote. A member shall not be entitled to vote at any General Meeting unless all monies presently owing by that member and demanded by the Council have been paid. Any member excluding Council Members, who is also an employee of the Association or a student member shall not have the right to vote.
31. The appointment of a proxy shall be in common form or in any other form which the Council shall approve. A proxy need not be a member of the Association.
32. The appointment of a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney shall:
- (a) in the case of an instrument in writing or an appointment contained in an electronic communication, be deposited at the Office or at such other place within the United Kingdom or such address as has been specified for the purpose of receiving electronic communications as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting or; in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
  - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any Member of Council;

and an instrument of proxy, which is not received or delivered in a manner so permitted, shall be invalid.

## VII. COUNCIL AND OFFICERS

### **Management of the Association by the Council**

33. The business of the Association shall be managed by the Council which may exercise all such powers (including powers created by any Act of Parliament) as are not by the Act or any statutory modification thereof for the time being in force or by these Articles declared to be exercisable only by the Association in General Meeting, subject nevertheless to the provisions of the Act and these Articles, and to such Regulations, not being inconsistent with the aforesaid provisions, as may be prescribed by the Association in General meeting; but no Regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such Regulation had not been made.

### **Election and number of Members of Council**

34. In addition to the President, the Council of the Association, which shall be elected by the Association in General Meeting, shall consist of such number of members of the Association as the Association sees fit to elect from time to time. Members of Council shall be eminent in Marine Science and its application or in such other fields and professional disciplines as the Association concludes may benefit the Association and further the meeting of its objects. Student members shall not be eligible for election to the Council.

### **President**

35. The President shall be a member of the Association and shall be elected by the Association in General Meeting. He shall ex officio be a Member and Chairman of the Council. He shall hold office for three years and shall be eligible for re-election, subject to the proviso that no member shall hold the office of President for any continuous period of more than six years.

### **Vice-President**

36. One or more Vice-Presidents may be elected by the Association in General Meeting. A Vice-President shall hold office for one year and shall be eligible for re-election.

### **Secretary and other officers**

37. The officers of the Association shall be a Secretary and such other officers as shall from time to time be appointed by the Association in General meeting.



The duties of the Secretary shall be as from time to time laid down by the Council of the Association.

### **Council Appointments**

38. (1) No Member of Council shall serve as such for any continuous period of more than six years.
- (2) No person shall, unless recommended by the Council for election, be eligible for election as a Member of Council at any General Meeting, unless within the prescribed time before the day appointed for the Meeting there shall have been given to the Secretary notice, in writing, by three members duly qualified to be present and to vote at the Meeting for which such notice is given, of their intention to propose such person for election, and also notice, in writing, signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served and the day appointed for the Meeting, there shall be not less than ten nor more than twenty-one intervening days.
39. Any member of Council who shall intimate to the Secretary in writing his resignation of office, or shall become bankrupt or incapacitated to act, or who shall for any cause cease to be a member of the Association or who shall be removed from office by an Ordinary Resolution of the Association in General Meeting subject to Section 168 and 169 of the CA 2006, or shall cease to hold office by virtue of any of the provisions of the Act shall be held to have vacated office. Every vacancy howsoever arising shall be entered in the Minutes, and as soon as may be convenient after the occurrence, the remaining Members of Council shall elect a new Member of Council and such new Member of Council shall hold office only until the expiry of the term of office of the Member of Council in place of whom he has been elected.

### **Actings of Members of Council**

40. The Members of Council for the time being, if a quorum is formed, may act for all purposes for these Articles although all vacancies in the Council as hereinbefore constituted shall not have been filled.

## **VIII. PROCEEDINGS OF THE COUNCIL**

### **Meetings of Council**

41. The Council shall hold their meetings at such places and times as may from time to time be determined. Notice of every meeting shall be delivered or sent by post to each Member of Council at his last-known address by the Secretary or other Officer of the Association not less than seven clear days before the meeting, such notice specifying the business of the meeting.

### **Chairman of the Council in the absence of the President**

42. The President of the Association shall preside as the Chairman at all meetings of the Council and in his absence the Members of Council present shall choose one of their number to be Chairman of the Meeting. In the event of a casual vacancy in the Presidency the Members of Council shall elect an interim President who shall hold office only until the next ensuing Annual General Meeting.

### **Special Meetings of Council**

43. The President of the Association or any three Members of Council may, for any cause which seems to him or them sufficient, require the Secretary or other Officer of the Association to summon a special meeting of the Council by a notice delivered or posted as aforesaid which shall specify the business of the meeting, provided always that if such meetings be summoned at shorter notice than that required for an ordinary meeting, no resolution or motion carried thereat shall take effect unless approved by a majority of two thirds of the Members of Council then in office or confirmed by a subsequent meeting held not less than fourteen days thereafter.

### **Adjournment of Meetings of Council**

44. If, at the time appointed for a meeting, a sufficient number of Members of Council to form a quorum be not present, or if the business of any meeting be not completed, the Members of Council present may adjourn the meeting to such a day or time as they may fix.

### **Quorum and Voting at Meetings of Council**

45. At all meetings of the Council five Members of Council shall be a quorum. Subject to the provisions of these Articles, all questions shall be determined by a majority of those present. Each Member of Council present shall have one vote and in case of an equality of votes the Chairman of the meeting shall have a casting vote in addition to his deliberative vote. The Chairman at each meeting shall determine the mode of voting.

### **Minutes**

46. A Minute Book shall be kept by the Council and Minutes of all proceedings of the Council shall be entered therein.

## **IX. POWERS OF COUNCIL**

47. Without prejudice to the provisions of Article 31 the Council shall have the following powers, namely:-

### **Appointment of Directors and other Staff of Laboratories**

- (a) To appoint and employ for such period as they shall think fit Directors of the Laboratories of the Association and other Members of the Staffs

of such Laboratories, but any such Appointment shall be subject to the provisions of Article 12, and, so far as is consistent with the terms of the appointment, to remove or suspend any such Directors and other Members of such Staffs.

#### **Power to make Rules and Regulations and to delegate**

- (b) To frame such Rules and Regulations for the government of the Association as they may think fit, provided always that such Rules and Regulations shall not amount to such an alteration or addition to these Articles as could only legally be made by a Special Resolution and in such Rules and Regulations, or in such other manner as they may think fit, to assign to the Directors of the Laboratories of the Association such of the powers of the Council as they may consider requisite to the performance of their offices.

#### **Power to appoint Committees**

- (c) The Council may from time to time appoint a Committee or Committees from among their own number with power for executing any of the purposes of the Association and may appoint to such Committee of Committees, but in an advisory capacity only and without the right to vote, any person who is not a Member of Council or a member of the Association. The quorum of Committees and the mode of conducting business at Committee Meetings shall be as directed by the Council. The Chairman of the Council shall be a member of all Committees ex officio.

#### **Salaries of employees**

- (d) To fix the amount of the salaries or remuneration of any persons employed by the Association and the duties from time to time to be performed by them respectively.

#### **Power of Investment**

- (e) Subject to the provisions of the Memorandum of Association to invest such parts of the funds of the Association as shall not be required to satisfy or provide for immediate demands in any of the investments authorised for trustees by the laws of Scotland or in the purchase or on the security of the stocks, shares, debentures or deposit receipts or other obligations or securities of any bank, insurance company, investment company or joint stock company of any kind, and generally in or upon such securities, investments and others at home or abroad as the Council in their sole discretion may think proper, and from time to time at their discretion to vary any such securities, investments and others but the Council shall not be entitled to invest in any stocks or shares upon which there may be any uncalled liability.

#### **Election of Honorary Members.**

- (f) To elect from time to time such persons as they shall think fit as Honorary members of the Association.

**Power to accept grants, legacies, donations, etc.**

- (g) To invite, receive or accept from time to time contributions, grants, legacies, donations, gifts, subscriptions, conveyances and endowments, either of money or property, of any description whatsoever, either absolutely or conditionally or in trust, and to manage and administer such grants, legacies, donations, gifts, subscriptions and others for or towards the general purposes and benefit of the Association as the Council shall think fit; subject always to the directions (if any) of the respective grantors, testators, donors, subscribers or founders, to the provisions of the Memorandum of Association, and to the requirements of any statute in pursuance or by virtue of which the same may be received.

X. ACCOUNTS

**Books of Account**

48. The Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place, all sales and purchases of goods by the Association and the assets and liabilities of the Association. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

**Inspection of Books**

49. The books of account shall be kept at the Office or subject to the provisions of the Act at such place or places as the Council shall think fit and shall always be open to the inspection of the Council.

**Preparation of Accounts, etc.**

50. The Council shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the provisions of the CA 1985 or where in force the CA 2006.

**Balance Sheets, etc., to be sent to members.**

51. A copy of every balance sheet (including every document required by law to be annexed thereto) together with a copy of the Auditor's Report, shall be sent to the Auditor not less than 21 days after they have been approved by the Council, and to every member of the Association no later than the date on which they are lodged with the Registrar of Companies provided that this

Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

## XI. AUDIT

### **Appointment of Auditor.**

52. An Auditor shall be appointed and his duties regulated in accordance with the provisions of the CA 1985 or where in force the CA 2006.

## XII. SEAL

### **Execution of deeds**

53. Any deed, document or instrument shall be held to be validly executed on behalf of the Association if it is signed on the Association's behalf:-
- (a) by two Members of Council; or
  - (b) by one Member of Council and the Secretary; or
  - (c) by one Member of Council, signing in the presence of a witness; or
  - (d) by the Secretary, signing in the presence of a witness; or
  - (e) by two persons authorised by a resolution of the Council to sign it; or
  - (f) by one person so authorised, and signing in the presence of a witness;  
or
  - (g) in any manner provided for in a statute or other legislative provision applicable to the Association.

## XIII. NOTICES

### **Authentication of notices.**

54. Notices by the Association may be authenticated by the signature of the Secretary or other person appointed by the Council.

### **Service of notices.**

55. The Association may deliver a notice or other document to a member:
- (a) by delivering it by hand to the address recorded for the member on the register;
  - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the address recorded for the member on the register;
  - (c) by fax to a fax number notified by the member in writing;
  - (d) by electronic mail to an address notified by the member in writing;

- (e) by a website the address of which shall be notified to the member in writing.

This article does not affect any provision in any relevant legislation or the articles requiring notices or documents to be delivered in a particular way.

If a notice or document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the member.

If a notice or document is sent by post or other delivery service not referred to below, it is treated as being delivered:

- (a) 24 hours after it was posted, if first class post was used; or
- (b) 72 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

- (i) properly addressed; and
- (ii) put into the post system or given to delivery agents with postage or delivery paid.

If a notice or document is sent by fax, it is treated as being delivered at the time it was sent.

If a notice or document is sent by electronic mail, it is treated as being delivered at the time it was sent.

If a notice or document is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

### **Members out with United Kingdom**

- 56. As to any member whose address appearing in the Register of members is not in the United Kingdom, a notice posted up in the Office shall be deemed to be well served at the expiration of 24 hours after being so posted.

### **XIV. INDEMNITY**

### **Reimbursement of costs, losses, etc., and individual responsibility of Members of Council**

57. Subject to the CA 1985 or where in force the CA 2006, but without prejudice to any indemnity to which any Member of Council may otherwise be entitled, each Member of Council or other officer or Auditor of the Association shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by him in the execution of his duties, or in relation to them, including any liability incurred by him in defending any civil or criminal proceedings in which judgment is given in his favour, or in which he is acquitted, or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part, or in connection with any application in which the court grants him relief from liability for negligence, default, breach of trust or breach of trust in relation to the Association's affairs.
58. The Association may buy and maintain insurance against any liability falling upon the Members of Council or other officers or Auditors which arises out of their respective duties to the Association, or in relation to its affairs.

## XV. WINDING UP

### **Repetition of Memorandum Clause VII**

59. The provisions of Clause VII of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the same was repeated in these Articles.