

The Companies Act 1948  
to 2006

Private Company Limited by Guarantee  
Without Share Capital

ARTICLES OF ASSOCIATION

of

THE SCOTTISH ASSOCIATION FOR MARINE SCIENCE

(Adopted by Special Resolution passed on 30th October, 1969, and amended by  
Special Resolutions passed on 1st February 1990, 2nd July 1992, 7 May 2008, 7th  
December 2018, 4th December 2020 and 2nd December 2022



Rights of members

5. The rights and privileges of all Ordinary Members shall be personal to such member and shall not be

### Notice of General Meetings

12. 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 section 307 of the CA 2006. The notice shall be given to the members 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

13. The business of an annual general meeting shall be to (a) report on the activities of the Association, b) to report on the annual accounts c) to notify the attendees of the election of Trustees and the Chair and, when necessary, to re-elect office bearers, d) to inform of the appointment of the auditor of the Association, and to transact any other business that under these presents ought to or may be transacted at an annual general meeting.
14. Seven members personally present shall be a quorum for a general meeting, and subject as provided by Article 21 no business shall be transacted at any meeting unless the requisite quorum is present within the timescales. Attendance is not determined by location, assuming all in attendance have a valid method by which to exercise their right to speak and vote at the meeting, they will be considered to be personally present.

If no quorum present Meeting to be dissolved

Adjournment of General Meetings

17. The Chair

VI. VOTES OF MEMBERS

Votes

22. At any general meeting of the Association on a show of hands every member, who is present in person, shall have one vote.

VII. BOARD AND OFFICERS

Management of the Association



Actings of Trustees







XII. SEAL

Execution of deeds

43. 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 one person so authorised; or
  - (b) in any manner provided for in a statute or other legislative provision applicable to the Association.

XIII. NOTICES

Authentication of notices

44. Notices by the Association may be authenticated by the signature of the Director or other person appointed by the Board.

Service of notices and other Communications

45. The Association may serve a notice on a Member in hard copy (addressed to the address given for that Member in the register of members and posted or hand-delivered) or electronic form (faxed or e-mailed). A notice is deemed to have been served on the day following the day on which it is hand-delivered, posted faxed or e-mailed.
46. The Association may communicate with a Member by electronic means (including fax and e-mail) unless the Member has requested that communications from the Association be sent in hard copy. The Association may publish notifications by means of a website provided the Association has advised Members of this and taken reasonable steps to notify Members who have informed the Association that they do not have internet access.

Members out with United Kingdom

47. As to any member whose address appearing in the register of members is not in the United Kingdom, a notice posted on the website 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 the Board

48. Subject to the CA 2006, but without prejudice to any indemnity to which any Trustee may otherwise be entitled, each Trustee 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 them in the execution of their duties, or in relation to them, including any liability incurred by them in defending

which they are acquitted, or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on their part, or in connection with any application in which the court grants them relief from liability for negligence, default, breach of trust or breach of trust in relation to the Association's affairs.

49. The Association may buy and maintain insurance against any liability falling upon the Trustee 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

50. 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.