

4. to engage in all operations for the purpose of providing material for research and education and also material and specimens for exchange or sale;
5. to print and publish and to sell, lend and distribute any papers, treatises, illustrations, photographs, films, letterpress or communications relating to Marine Science, and any reports of the proceedings and matters of the Association and to institute or take part in the delivery or arrangement of lectures, classes, or other educational activities relating thereto or in conjunction therewith;

- (i) To sell and realise all or any of the investments and assets of any kind belonging to the Association;
- (j) To acquire and undertake so far as lawfully may be the whole or any part of the property and assets and liabilities of any person, company, association or institution whose main objects are similar to the main objects of the Association;
- (k) To apply or petition for or promote any Act of Parliament or Royal Charter in furtherance of the objects of the Association;
- (l) To undertake on contract activities relevant to the objects of the Association and to receive payment therefor;
- (m) To undertake and execute any trusts which may be lawfully undertaken by the Association and conducive to the advancement of its main objects;
- (n) To establish and support or aid in the establishment or support of associations, institutions, funds or trusts calculated to benefit persons employed directly or indirectly by the Association or the wives, widows, children and other relatives and dependants of such persons and to grant pensions and allowances, and to make payment of insurance premiums or contributions under any scheme, government, insurance company or otherwise for providing superannuation allowances or other payments to such persons and to subscribe or guarantee money for objects which the law regards as charitable;
- (o) To do all or any of the above things in any part of the world and either as principals or agents or by or through agencies or otherwise and either alone or in conjunction with another or others;
- (p) To do generally all such other things as may be incidental or conducive to the attainment of the main objects of the Association;
- (q) To promote or assist in promoting any company wholly owned by the Association or another charitable organisation or body and to form any company wholly owned by the Association where it is expedient in the interests of the Association that such a wholly-owned company should be formed;
- (r) To establish and support or aid the establishment and support of any charitable trusts, associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further the objects of the Association;
- (s) To apply for, register, exercise, use, exploit, licence (subject to royalty or otherwise and whether exclusive or non-exclusive), enter into arrangements in respect of (including co-ownership arrangements), assign, sell, dispose of or otherwise deal with or turn to account any copyright, database rights, patent rights, trade marks, registered or unregistered design rights, any rights in respect of confidential information or know-how and any intellectual property rights of a similar nature arising anywhere in the world which belong to or to which the Association is otherwise entitled;
- (t) To guarantee and/or give security in any manner including by way of mortgage, charge, standard security, lien or other security over all or any part of the assets of the Association, for the payment of money by or for the performance of obligations of all kinds by any person, firm

or company including, without prejudice to the generality to the forgoing, any company which is in relation to the Association a holding company or a subsidiary of such holding company, or a subsidiary of the Association (all within the meaning of Section 736 of the Companies Act

The Companies Acts, 1908 and 1913
The Companies Act, 1948

Company Limited by Guarantee - not for Gain

MEMORANDUM OF ASSOCIATION

of

THE SCOTTISH ASSOCIATION FOR MARINE SCIENCE
(As amended by Special Resolution passed on 30th October, 1969,
1st February 1990, 2nd July 1992, 6 November 2001 and 7 May 2008)

Wright, Johnston & Mackenzie LLP
Solicitors
302 St. Vincent Street
Glasgow
G2 5RZ

DX GW 129

(Ref:S.64.33/AGM/SZC)