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Company Limited by guarantee and not having a share Capital

ARTICLES OF ASSOCIATION

of

SOCIETY FOR UNDERWATER TECHNOLOGY LIMITED

Company No: 932590

As amended by:

The Annual General Meeting on 10th December 1971

The Special General Meeting on 13th June 1974

The Annual General Meeting on 2nd December 1976

The Extraordinary General Meeting on 22nd March 1983

and

The General Meeting on 25th June 2015

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GENERAL

1 (A) The model articles of association as prescribed in Schedule 2 to the Companies (Model Articles) regulations 2008 are excluded in respect of the Company.

(B) In these Articles, the words in the first column of the Table below shall bear the meaning set opposite to them respectively in the second column if not inconsistent with the subject or context:

<u>WORDS</u>	<u>MEANINGS</u>
The Act	The Companies Act 2006 as amended from time to time
The Charities Act	The Charities Act 2011 as amended from time to time
These Articles	These Articles of Association as amended from time to time
The Society	The above-named Company intended to be regulated by these Articles
The Council	The Council of Management for the time being of the Society
The Office	The registered office of the Society
The United Kingdom	Great Britain and Northern Ireland, the Channel Islands and the Isle of Man
Month	Calendar month
In Writing	Hard copy form or to the extent agreed by the recipient (or deemed to be agreed by a provision in the Articles) electronic form or website communication
Electronic form and electronic means	Has the meaning given in section 1168 of the Companies Act 2006
Address	Deemed to include postal address and electronic address
Relevant officer	Any director, member of Council or former director or member of Council or other officer but of the Society excluding any person engaged as an auditor

(C) Where the context so permits, words importing the singular number only shall include the plural number and vice versa, words importing the masculine gender only shall include the feminine and neuter genders; and words importing persons shall include corporations;

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(D) Subject to the above any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Society shall, if not inconsistent with the subject or context, bear the same meanings in these Articles;

(E) The term "Underwater Technology" when used in these Articles shall be deemed to mean scientific knowledge, engineering techniques and practical skills necessary to the exploration, study and exploitation of the resources of the oceans, seas and rivers and of the earth beneath them together with the academic research, applied research, engineering techniques, skills and industry required to advance the development of the structures, machines, tools and equipment necessary to the exploration, study and exploitation aforesaid, along with the administrative executive and managerial skills and techniques directly related to the foregoing.

OBJECTS and POWERS

2. Objects

The Objects for which the Society is established are to advance the study of and research into underwater science and technology and to secure the widest possible dissemination to the public of knowledge gained in such research and study with a view to furthering the proper economic and sociological use of the oceans and the earth beneath the oceans for the benefit of man and human life and health and to that end to assist the exchange of practical information between workers in underwater academic research, applied research and technology and industry, to advance the development of the techniques and tools to explore, study and exploit the oceans and the earth beneath the oceans, to advance the education of scientists and technologists in appropriate disciplines, to bring together scientists and other practitioners interested in this field for the promotion of scientific discussion and co-operation between any groups with the same or similar charitable objects either in the United Kingdom or abroad.

3. For the furtherance of the foregoing Objects but not otherwise, the Society shall have the following Powers:

- (A) To establish, build, found, subsidise, maintain, provide, or manage either alone or in conjunction with others field and shore facilities and buildings (including the provision of libraries, laboratories and other premises for workshops and rooms for discussion, seminars and lectures) and ships and boats, instruments and apparatus of every description required for marine technology and the study of the oceans and the earth beneath the oceans;
- (B) To establish, conduct, sponsor, or manage either alone or in conjunction with others, lectures, experiments demonstrations, exhibitions, public meetings and conferences of every description;
- (C) To confer with, assist and inform legislatures, governments, councils and public bodies and other interested parties of every description and to apply to such legislatures, governments, councils, public bodies and other organisations for funds to support the Society's objects;
- (D) To print, publish and distribute books, articles, magazines, lectures and the results of experiments and matter of every description and to act as printers, publishers and distributors in print and by electronic media;
- (E) To engage and employ directors of field stations, wardens, assistants, and such other staff necessary to further the Objects of the Society;

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- (F) To endow, present, sponsor or maintain prizes, scholarships and courses of instruction in underwater science and as shall be necessary in furtherance of the objects of the Society;
- (G) To purchase, take, on lease or in exchange, hire or otherwise acquire, any real or personal property in the United Kingdom or elsewhere and any rights or privileges which the Society may think necessary for the promotion of its objects, and to construct, maintain, demolish and alter any buildings or erections necessary for the work of the Society;
- (H) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society as shall be expedient with a view to the promotion of its objects;
- (I) To undertake and execute any charitable trusts which may lawfully be undertaken by the Society and shall be in furtherance of its objects;
- (J) To borrow or raise money for the purpose of the Society on such terms and on such security as may be determined from time to time;
- (K) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject to any provisions below;
- (L) To establish and support or aid in the establishment and support of any charitable associations, or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Society or calculated to further its objects or any of them;
- (M) To do all such other things as are necessary for the attainment of the above objects or any of them;

Provided that:

(i) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

(ii) The objects of the Society should not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;

(iii) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management of the Society shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration for such property in the same manner and to the same extent as it would as such Council of Management have been if no incorporation had been effected, and the incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners over such Council of Management but it shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

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(iv) Nothing in the Memorandum and Articles of Association shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

4. The income and Property of the Company shall be applied solely towards the promotion of its objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit, to members of the Company and no member of its Council of Management or Governing body shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money's worth from the Company.

Provided that nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the company (not being a member of its Council of Management or Governing Body) for any services rendered to the Company;
 - (b) of interest on money lent by any member of the Company or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Company or its Council of Management or Governing Body;
 - (d) of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that Company;
 - (e) to any member of its Council of Management or Governing Body of out-of-pocket expenses.
5. The liability of members is limited.
6. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of 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 £5.
7. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having charitable objects similar to the Objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

MEMBERSHIP

8. The number of members of the Society shall be unlimited.

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- 9. The members of the Society shall consist of two categories and within each category there shall be classes of membership as follows:

<u>Category</u>	<u>Classes</u>
Members	Fellow Individual Member Corporate Member
Associates	Associate Member Student Member

- 10. "Members" and "Associate Members" of the Society immediately prior to the date of these Articles shall be deemed hereafter to be Members in the class of Individual Member. "Corporate Members" of the Society immediately prior to the date of these Articles shall be deemed hereafter to be Members in the class of Corporate Member. A Corporate Member shall be the single named representative of the organisation subscribing to corporate membership.
- 11. "Associates" and "Students" of the Society immediately prior to the date of these Articles shall be deemed hereafter to be Associates in the class of Associate Member and Student Member respectively. Organisations subscribing to corporate membership shall be entitled to nominate individuals to be Associate Members. The number of Associate Members so nominated shall be in accordance with regulations made by Council.
- 12. Save as aforesaid, no person, institution or body shall be admitted to Membership or Association of the Society without the prior approval of the Council or such committee or organisation to which it delegates responsibility for approval and the Council shall have absolute discretion as to the admission of any person, institution or body.
- 13. Qualifications for and the method of election to Membership and Associateship and the rights, privileges, obligations and conditions of Membership and Associateship and the manner in which the same may be suspended or terminated shall be such as the Council, by Regulation, shall prescribe.

REGISTER OF MEMBERS

- 14. (A) The provisions of Section 113 of the Act shall be observed by the Society and the name of every member (and in case of a Corporate Member the name of its duly appointed Representative for the time being), together with his address, date of admission and the date upon which he ceased to be a member, shall be entered in a Register of Members.
- (B) The Register of Members shall be maintained in two sections, the first of which shall contain the names and other particulars of the Members and the second of which shall contain the names and other particulars of Associates.

PATRON AND VICE-PRESIDENT

- 15. (A) The Council may at its absolute discretion designate as Patron (or other such honorary title not importing membership of the Society) any person of eminence subject only to the prior consent of the person so to be designated. There may be one or more Patrons as the Council shall determine.
- (B) The Council may at its absolute discretion designate as Honorary Vice-President any person who has rendered great service to the Society or to the furtherance

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of the Objects of the Society subject only to the prior consent of the of the person so to be designated. At any one time, there may be up to three Honorary Vice-President who shall retain the privilege for a period of three years or as the Council shall determine.

HONORARY FELLOWS

16. (A) The Council may by resolution passed by not less than two-thirds of the voters of the members of Council present and voting at a meeting of Council at which this matter is raised as a specific item of business on the Agenda for such meeting, elect any person to be an honorary Member of the Society in the class of Fellow. Such honorary Members shall not be liable to pay any fee on admission as such or to pay any annual subscription to the society but every honorary Member shall sign an undertaking to observe the Articles of Association and the Regulations of the Society in so far as the same may be applicable to honorary Members.
- (B) Honorary Members shall have all the rights and privileges of Membership including the right to receive Notice of and to attend and vote at any General Meeting of the Society and, subject to these Articles, to be appointed or elected, as the case may be, as either an officer of the Society or as a member of the Council.
- (C) Notwithstanding the generality of this Article, every past President who has served a full term of office as President and a further three years as an ex officio member of the Council shall immediately thereafter be admitted, ex officio, as an Honorary Fellow of the society if he wishes.

MANAGEMENT OF THE SOCIETY

17. The affairs of the Society shall be managed and regulated in accordance with the Memorandum and Articles of Association and in accordance with applicable laws.
18. Subject to the provisions of the Act these Articles may from time to time be amended or added to by the Society in general meeting (of which meeting not less than twenty-one clear days' notice in writing shall have been given) by special resolution.
19. The Council may from time to time make such Regulations as it may think fit for the purpose of giving effect to any of the provisions of the Memorandum and Articles of Association or for regulating the affairs of the Society provided always that no such Regulations shall be in any way inconsistent with any of the provisions of the said Memorandum and Articles of Association. The right to make Regulations shall include also the right to add to, amend or repeal any such Regulations.

THE OFFICERS OF THE SOCIETY

20. There shall be a President, Vice-President (and Chairman of Council), Honorary Secretary and Honorary Treasurer (herein collectively referred to as "the officers of the Society") all of whom shall be Members of the Society, provided however that the President shall be a Member in the class of Fellow.
21. (A) The first President, Vice-President, Honorary Secretary and Honorary Treasurer following the first date of these Articles shall be the persons respectively holding these offices immediately prior to the said date but they shall hold office only until the first election of officers under these Articles. However, if eligible, they may stand for re-election.
- (B) The officers of the Society shall be elected by the Council from amongst its members by secret ballot. The procedure for the election by secret ballot shall be determined by the Council prior to the election of officers under these Articles

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and shall be recorded in the minutes of the Council meeting at which the aforesaid procedure shall have been so determined.

- (C) Not later than eight weeks before the date of the first Annual General Meeting following the date of these Articles and not less than eight weeks prior to the date of each succeeding Annual General Meeting, the Council shall elect the officers for the following year. The tenure of office of such officers shall be from the conclusion of the Annual General Meeting immediately following the date of their election until the conclusion of the next following Annual General Meeting.
 - (D) Any officer may be re-elected except that no person may serve as President for more than two consecutive terms nor as an officer of the Society in any capacity for more than six consecutive terms of office.
22. If, during his tenure of office, any officer shall die or resign or become ineligible or otherwise become incapable of acting, the Council shall thereupon appoint one of its members to the vacant office. The person so appointed shall hold office only until the conclusion of the next following Annual General Meeting but, if eligible, may stand for re-election.

THE COUNCIL

23. The property and affairs of the Society shall, subject to the Act and to the provisions of the Articles of Association, be administered and controlled by a Council of management which, for the purpose, may exercise all such powers and authorities whether expressly conferred upon it or otherwise by the Articles of Association and do all such acts and things as may be exercised or done by the society except for those which are by the Act or by the Articles of Association required to be exercised or done by the Society in general meeting, or where the Society in general meeting decides to do any act or thing in the place of the Council. In this event no such decision of the Society shall invalidate any prior bona fide act of the Council.
24. Without prejudice to the generality of the foregoing, the Council may at any time and from time to time
- (a) appoint a Chief Executive upon such terms as the Council may determine;
 - (b) appoint such other officials and servants as the Council may deem expedient and upon such terms as the Council may determine;
 - (c) remove any such Chief Executive, official or servant from office;
 - (d) exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property, or any part thereof, including issuing debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society;
 - (e) establish Branches in suitable locations; any such Branch shall consist of Members and Associates of the Society and shall be constituted under Rules made by the Council from time to time and shall conduct its own affairs and arrange meetings upon subjects of interest to its members; the Society shall be liable only for the expenses, liabilities or debts which are incurred by the Branch with the approval of the Council and the Society shall be indemnified by members of the Branch in respect of any other expenses, liabilities or debts incurred by the Branch;
 - (f) establish branches in jurisdictions outside the United Kingdom that are legally constituted and independent according to the laws of the jurisdiction concerned but which are affiliated to the Society according to Rules in

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addition to those referred to in Article 24(e) that the Council shall prescribe from time to time.

25. The Council shall consist of not less than thirteen and not more than nineteen persons as follows:
- (a) the three ex-Presidents of the Society immediately precedent to the current one – ex-officio;
 - (b) the officers of the Society;
 - (c) not more than twelve and not less than six elected by the Members of the Society from among their number except that a Corporate Member or an Associate Member shall not be eligible for election to the Council unless such Corporate Member or Associate Member shall also be a Member in his own right, nor shall a Student Member be eligible for election.
 - (d) not more than two Members who are Chairmen of Branches of the Society established outside the United Kingdom who shall be selected by consensus by a group of members consisting of all such Chairmen, and who shall serve for a period of twelve months but may be re-selected to serve for further periods of twelve months always subject to the requirements of Articles 26(a) and 26(b).
26. The members of the Council (other than the ex-officio past Presidents) shall be elected in the manner and shall hold office for the periods hereinafter provided:
- (a) four members (not being officers of the Society elected for the following year) shall retire each year being those having the greatest period of service since the date of their last election to the council;
 - (b) no member shall serve for more than three consecutive years without retiring as aforesaid, but may seek immediate re-election provided that no member of Council shall serve a period of more than six consecutive years.
 - (c) the election of members of the Council shall take place seven days before the date of the Annual General Meeting in each year and those elected shall hold office as from the conclusion of the Annual General Meeting aforesaid;
 - (d) any two Members of the Society shall be at liberty to nominate any other eligible Member (including present members of the Council not being officers of the Society elected for the following year) to serve as a member of the Council;
 - (e) the name of each Member of the Society so nominated together with the names of his proposer and seconder, shall be sent in writing to the Honorary Secretary of the Society at least forty-nine days before the date of the Annual General Meeting for the year in which the election is being held;
 - (f) in case there shall not be a sufficient number of candidates nominated as aforesaid, the officers of the Society then in office shall fill up the remaining vacancy or vacancies so as to ensure that the number of candidates for election exceeds by at least one, the number of members of the Council to be elected;
 - (g) balloting lists shall be prepared under the supervision of the Honorary Secretary and such lists shall contain the names of the candidates in alphabetical order (together with the names of the proposer and seconder of

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each such candidate) and shall be despatched, at least twenty-eight days prior to the date of the election, to every Member of the Society;

- (h) each Member of the Society shall be entitled to vote for up to the same number of candidates as there are vacancies on the Council to be filled and such votes shall be cast by marking with a cross on the balloting list against the name of the candidates receiving the votes;
 - (i) completed balloting lists must be returned to the Honorary Secretary (as Returning Officer for this purpose) at the Office of the Society so as to be received by him not later than noon on the day of the election;
 - (j) any balloting lists received after the due time and date, and those which are mutilated or contain votes in excess of the stipulated number shall be declared null and void by the Honorary Secretary;
 - (k) all completed balloting lists received by the Honorary Secretary shall be retained by him until the conclusion of the next following Annual General Meeting whereupon they shall be destroyed unless some good reason shall emerge for their further retention.
 - (l) if two or more candidates obtain an equal number of votes the officers of the Society then in office shall elect by lot from such candidates, the candidate who is or the candidates who are to serve on the Council provided that any member of Council elected in this way shall hold office only until the next annual election of members of the Council but shall then be eligible for re-election;
 - (m) the Council may from time to time and at any time appoint any eligible Member of the Society to fill a casual vacancy and any Member so appointed shall hold office only until the next annual election of members of the Council but shall then be eligible for re-election to the Council.
27. The members for the time being of the Council may act notwithstanding any vacancy in their body provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act for the purpose of admitting persons to Membership or Associateship of the Society, or of filling up vacancies in their body or of summoning a General Meeting but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

28. The office of a member of the Council shall be vacated:
- (a) if a receiving order is made against him or if he makes any arrangement or composition with his creditors;
 - (b) if a medical practitioner who is treating that person gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as a member of Council and may remain so for more than three months;
 - (c) if he ceases to be a Member of the Society;
 - (d) if by notice in writing to the Society he resigns as a member of the Council;
 - (e) if he is disqualified from acting as a company director;

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- (f) if he is removed from office by a resolution duly passed pursuant to Section 168 of the Act;
- (g) if he has been, for more than six months, absent without permission of the Council, from meetings of the Council held during that period and the members of Council resolve that his office be vacated.

PROCEEDINGS OF THE COUNCIL

- 29. The Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. A meeting of the Council may be held by way of a video or telephone conference or similar equipment designed to allow participants not usually resident in the UK and, by prior arrangement with the Chairman of Council, other participants to take part in the meeting (or by a combination of such media) provided that at all times the number of Council members participating in the meeting is sufficient to constitute a quorum. All members so participating shall be treated as present at the meeting for the purpose of determining whether quorum requirements are fulfilled. The meeting is deemed to be located at the location where the Chair is present.
- 30. Apart from such meetings as the Council may convene, the Honorary Secretary shall summon a meeting upon the requisition of the Chairman or of any three members of the Council.
- 31. All meetings of the Council (other than an adjourned meeting) shall be convened by not less than seven clear days' notice in writing served upon each member of the Council. The said notice shall indicate the nature of the business to be undertaken at the meeting to which it refers.
- 32. At its first meeting following an Annual General Meeting of the Society, the Council shall elect a Chairman and a Vice-Chairman of the Council for the ensuing year. The Chairman shall preside at all meetings of the Council at which he is present. Should he not be present within five minutes following the time for which the meeting is called, the Vice-chairman shall preside in his stead. If neither the Chairman nor the Vice-Chairman are present within five minutes following the appointed time or neither is willing to preside, then the members of the Council present shall choose one of their number to be Chairman of the meeting.
- 33. A quorum of meetings of the Council shall be six or such greater number as the Council may from time to time decide. In the event of a quorum not being present within fifteen minutes following the time for which the meeting was called, the meeting shall be abandoned and shall be re-convened for a date, time and place to be determined by the Chairman.
- 34. Except as otherwise provided by these Articles, every question at a meeting of the Council shall be determined by a majority of the votes of the members present, every member having one vote save that in the event of an equality of votes for and against a motion, the Chairman shall have a second or casting vote.
- 35. Minutes of the proceedings of every meeting of the Council and of the attendance of the members of the Council thereat shall be recorded by the Honorary Secretary in a book kept for that purpose. Such Minutes shall be signed by the Chairman of the meeting at which the said minutes are confirmed. Following the confirmation and signature aforesaid, the minutes shall be deemed to be a correct record of the proceedings of the meeting to which they refer.
- 36. A resolution may be proposed and approved by email in accordance with this Article and shall be as valid and effectual as if it had been passed at a Council meeting duly convened and held, provided that

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- (a) the Chairman of Council has accepted that a resolution proposed by e-mail is suitable for circulation and approval by e-mail;
 - (b) the resolution be voted on by a sufficient number of members of Council to constitute a quorum
 - (c) the email has been sent from an email address recognised by the Secretary as nominated for that purpose
 - (d) following receipt of all responses on a resolution the Secretary shall circulate a further memorandum to the Council members confirming whether or not the resolution has been formally approved
 - (e) the date of the resolution shall be the date of the memorandum in Article 36(d).
37. The members of the Council may act and exercise all their powers notwithstanding any defect in the qualification or appointment of all or any of them. Furthermore the members for the time being of the Council may act notwithstanding any vacancy in their body provided always that in case the elected members of the Council shall be reduced in number to less than the minimum number prescribed by these Articles it shall be lawful for the Council to act for the purpose of admitting persons to membership of the Society, for filling up vacancies in their body in accordance with these Articles and for summoning a General Meeting of the Society but not for any other purpose.

COMMITTEES OF COUNCIL

38. Subject to these Articles, the Council may delegate any of their powers to committees consisting of such Members of the Society, appointed or elected in such manner and to hold office for such period and on such terms as the Council may, by Regulation, prescribe.
39. Any Committee shall, unless such power is specifically withheld by the council, have power to delegate to a sub-committee shall in the exercise of the powers so delegated, conform to any rules that may be imposed by the appointing committee.

STANDING COMMITTEES OF COUNCIL

40. Notwithstanding the generality of Article 38, there shall be an Executive Committee .
41. The Executive Committee shall be responsible for the running of the day to day affairs of the Society subject to the general policies laid down by the Council. The Executive Committee shall consist of the officers of the Society and three other members of the Council the selection of whom shall be within the prerogative of the Chairman of Council. In addition, the Chief Executive, if appointed shall attend meetings of the Executive Committee and act as its Secretary. The Executive Committee shall meet at such times as they may deem requisite and, subject to these Articles, may regulate their meetings as they think fit, save however that the Chairman of Council (failing whom the Vice-Chairman) shall be Chairman of the Executive Committee. Three members, including the Chairman, shall be a quorum.
42. Minutes shall be kept of all meetings of Committees of Council and such minutes shall be circulated to all members of the Council for ratification at the meeting of Council next following the date of such minutes.

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GENERAL MEETINGS

43. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time, date and place as may be determined by the Council provided however that not more than fifteen months shall elapse between the date of any one Annual General Meeting and the one next following it.
44. All General Meetings, other than the Annual General Meetings, shall be called General Meetings. The Council may whenever they think fit convene an General Meeting and such a meeting shall also be convened (or in default may be convened by the requisitionists) under the provisions of the Act.
45. At least twenty-one days' Notice in writing shall be given of any General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day of the meeting for which is given). The said Notice shall state whether the meeting is an Annual General Meeting or a General Meeting and shall indicate the place, date and time of the meeting together with the general nature of the business which the meeting is called to transact.
46. Every such Notice shall be given, in the manner hereinafter defined, to all such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such Notices from the Society. The accidental omission to give Notice of a meeting to or the non-receipt of such Notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or any proceeding had at any meeting.
47. Where the business before a General Meeting includes consideration of a proposed special or extraordinary resolution, the Notice of the meeting shall specify the intention to propose and shall state the precise wording of each such motion.

PROCEEDINGS AT GENERAL MEETINGS

48. All business shall be deemed special that is transacted at a General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the income and expenditure account and balance sheet, of the reports of the Council and of the auditors and the remuneration and the appointment of the Auditors.
49. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting is due to proceed to business. Save as herein otherwise provided, twenty Members present in person shall be a quorum.
50. If within fifteen minutes from the time appointed for the General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, SHALL BE DISSOLVED. In any other case it shall stand adjourned to the same day in the next week, at the same time and place or at such other place as the Council may determine. If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the Members present shall be a quorum.
51. The President or in his absence the Vice-President shall preside as Chairman at every General Meeting but if the President and the Vice-President shall not be present within fifteen minutes after the time appointed for the commencement of the meeting, the Members present shall choose a member of the Council present to preside; if no member of Council be present, they shall elect one of their number to be chairman of the meeting.
52. The Chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and

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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.

53. (A) 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:
- (a) by a Chairman; or
 - (b) by at least five members present in person; or
 - (c) by any Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting
- (B) To be passed, both a special and an extraordinary resolution shall require the votes in favour:
- (a) on a show of hands, of a majority of not less than three-fourths of all such Members as, being entitled to do so, vote in person or by proxy; or
 - (b) on a poll, a majority of not less than three-fourths of all such Members as, being entitled to do so, vote either personally or by proxy.
54. Unless a poll be demanded, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority together with an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against that resolution. The demand for a poll may be withdrawn.
55. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
56. Save as aforesaid, if a poll is 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 the poll was demanded.
57. 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.
58. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than that in respect of which a poll was demanded.

VOTES OF MEMBERS

59. Subject as herein otherwise provided, every Member shall have one vote; a Corporate Member shall exercise its vote whether on a show of hands or on a poll by its duly authorised representative in accordance with Section 301 of the Act.
60. No Member shall be entitled to vote either in person or by proxy or as the proxy of another Member at any General Meeting unless all fees, subscriptions or other sums presently payable by him to the Society have been paid.

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- 61. No objection shall be raised to the qualifications of any voter except at the Meeting or adjourned Meeting at which the vote objected to is given or tendered, and every vote not disallowed at such Meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the Meeting, whose decision shall be final and conclusive.
- 62. On a poll votes may be given either personally or by proxy.
- 63. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney, duly authorised.
- 64. The instrument appointing 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 or authority shall be deposited at the office of the Society or at such other place as is specified for that purpose in the Notice convening 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, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution. The instrument of proxy may be deposited at the office of the Society or such other place as is specified in the Notice convening the Meeting by using electronic communications as described in Schedule 4 Part 3 of the Companies Act 2006 and the method by which this is to be done shall be described in the Notice.
- 65. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit –

“SOCIETY FOR UNDERWATER TECHNOLOGY LIMITED

I, _____ of _____
being a Member of the above named Society, hereby appoint _____ of _____

Or failing him, _____ of _____
as my proxy to vote for me on my behalf at the Annual General Meeting / General Meeting(as the case may be) of the Society, to be held on the _____ day of _____ 20____, and at any adjournment thereof.

Signed this _____ day of _____ 20____

- 66. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 67. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death or revocation as aforesaid shall have been received by the Society at the Office before the commencement of the Meeting or adjourned Meeting at which the proxy is used.

THE COMPANY SECRETARY

- 68. The Secretary of the Society shall be the Honorary Secretary appointed by the Council in the manner and upon the conditions laid down in these Articles. The Council may from time to time, by resolution, appoint a deputy Honorary Secretary from amongst its members. The person so appointed may act for the time being in

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the place of the Honorary Secretary in the event that the Honorary Secretary shall resign or shall otherwise be prevented from carrying out the duties of his office.

THE SEAL

69. The Council shall provide for the safe custody of the seal, which shall be used only by the authority of the Council or of a committee of the Council authorised by the Council in that behalf and every instrument to which the seal shall be affixed shall be signed by two officers of the Society or by some other two members of the Council nominated by the Council for the purpose and in favour of any purchaser or person bona fide dealing with the Society such signatures shall be conclusive evidence that the seal has been properly affixed.

ACCOUNTS

70. The Council shall cause accounting records to be kept in accordance with the Companies Act 2006.
71. The accounting records shall be kept at the Office of the Society or, subject to the Companies Act 2006, at such other place or places as the Council think fit, and shall always be open to the inspection of the officers of the Society.
72. The Council shall from time to time determine whether and to what extent and at what times and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members not being officers of the Society and no Member (not being an officer of the society) shall have any right of inspecting any account or book or document of the society except as conferred by statute or authorised by the Council or by the Society in General Meeting.
- 73.. The Council shall from time to time cause to be prepared in accordance with the Companies Act 2006 such accounts balance sheets, group accounts (if any) and reports as are referred to in the Act and to lay them before the Society in General Meeting.
74. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in General Meeting, together with a copy of the Auditors' report and the report of the Council shall not less than twenty-one days before the date of the Meeting be sent to every Member of the society, subject to the provisions of Article 79 hereof.

AUDIT

75. Once in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
76. Auditors shall be appointed and their duties regulated in accordance with Section 475 of the Companies Act 2006.

NOTICES

77. A Notice may be given by the Society to any Member either personally by hand or left at the appropriate address, by e-mail to his registered e-mail address if he is normally resident outside the United Kingdom, or by sending it by post to him at his registered address if it is within the United Kingdom, or by e-mail if he is resident in the United Kingdom and has elected to receive notices electronically. Where a notice is sent by post, services of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a Notice of a Meeting at the expiration of 48 hours after the letter containing

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the same is posted, and in any other case at the time at which the letter would normally be delivered in the ordinary course of first class post. Where a notice is sent by e-mail, it shall be in accordance with the requirements of Schedule 5 Part 3 of the Companies Act 2006 and service of the notice shall be deemed to be effected if no failure-to-deliver message is received by the Society from the e-mail hosting organisation.

78. A notice may be given by the Society to the persons entitled thereto in consequence of the death or bankruptcy of a Member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the United Kingdom, or by e-mail if outside the United Kingdom, supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by giving the notice, in any manner in which the same might have been given if the death or bankruptcy had not occurred.
79. Notice of every General Meeting shall be given in any manner hereinbefore authorised to –
- (a) every Member ;
 - (b) every person entitled thereto by reason of his being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for his incapacity or bankruptcy would be entitled to receive notice of the Meeting; and
 - (c) the Auditor for the time being of the Society.

No other person shall be entitled to receive Notices of General Meetings.

80. Any notice or document required to be given to the Society may be given by sending it by post or by electronic means to the Honorary Secretary at the Office of the Society or such other address as the Council may from time to time designate.

INDEMNITY

81. The members of the Council, members of Committee, trustees, officials and servants of the Society and the Auditors shall be indemnified by the Society from all losses and expenses incurred by them in or about the discharge of their respective duties unless arising from their own wilful default or in the case of the auditors from their own negligence or wilful default or where such indemnity would be prohibited or rendered void by the Companies Act or any other provision of law.
82. No member of the Council or of a Committee, trustee, official, servant of the Society or auditor shall be liable for any other member of the Council or of a Committee, trustee, official or servant of the Society or auditor or for joining in any receipt or other act for conformity or for any loss or expense happening to the Society unless arising from his own wilful default or in the case of an auditor from his own negligence or wilful default.
83. The Members of Council 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.

INVESTMENTS

84. The monies of the society not immediately required for the purposes of the Society may be used by the Council by way of investment:

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- (a) for placing on deposit, with any banker, public authority, institution or company in the United Kingdom, whose normal business includes the acceptance of such deposits;
- (b) for the purchase of any securities defined by Statute or Government order or regulation as Trustee securities;
- (c) for the purchase of land or any interest therein in the United Kingdom, provided that the unexpired portion of any such interest other than freehold is not, at the time of purchase, less than forty years.

The Council may from time to time vary such investments.