

THE COMPANIES ACT 1985
and successor legislation

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

Articles of Association
Of
The Nautical Archaeology
Society

PRELIMINARY

1. In these presents, if not inconsistent with the subject or context thereof the words standing in the first column of the table nest hereinafter contained shall bear the meaning set opposite to them respectively in the second column hereof.

WORDS

MEANINGS

The Act

The Companies Act 1985 and its successors and every other Act for the time being in force affecting the Society.

The Society

The Nautical Archaeology Society.

These presents

These Articles of Association as from time to time altered by Special Resolution.

The Office

The Registered Office of the Society.

The Seal

The Common Seal of the Society.

The Secretary

The Secretary for the time being of the Society.

Month

Calendar Month.

The Statutory Members

The members of the Society for the purposes of the The Act.

The members or a member

Both Statutory and Non-Statutory Members.

In Writing

Written, printed or lithographed, or partly one and partly another, and other modes of reproducing words in visible form.

2. The Society is established for the purposes expressed in its Memorandum of Association.
3. The Office shall be at such a place in England as the executive committee shall from time to time appoint.

MEMBERS

4. For the purposes of registration the number of members of the Society is declared to be unlimited.

MEMBERSHIP

5. The Statutory Members of the Society shall be the subscribers of the Memorandum of Association and such other persons as shall be within the definitions annexed following and appropriate to the various grades of Statutory Member. Such Statutory Members shall comprise the grades of:
 - (a) Members, who shall be individuals and which grade shall include the Members and Associate Members of the Society at the date of adoption of these presents.
 - (b) Student Members being individuals who at the time of their application for admission to membership and at the time when their annual subscription is due shall be enrolled as a student at a School College or University.
 - (c) Life Members who shall be individuals.
 - (d) Corporate Members being organisations, whether incorporated or not, whose aims and objects are similar to and not incompatible with the aims and objects of the Society.
 - (e) Such other grades of Statutory Member as the Executive Committee shall decide.

The Executive committee shall also be empowered to admit persons to the non-Statutory Membership within the grades of (i) Honorary Members being individuals who have rendered outstanding service to the Society or the study or practice of Nautical Archaeology and who shall be elected by the executive Committee as Honorary Members and (ii) such other grade or grades of non-Statutory Membership as the Executive Committee shall decide but persons elected to such non-Statutory Membership shall not be eligible for service on the Executive Committee nor have the right to vote on a postal vote or at meetings of the Society. Otherwise, but at the Executive Committee's discretion, they shall be entitled to all other privileges of the Statutory Membership.

6. Any eligible person who desires to become a member shall submit an application for such membership in such form as the Executive Committee may from time to time prescribe. Such applicant shall be admitted to membership upon his application being approved by the Executive Committee and upon his paying to the Society the entrance fee and/or subscription, if any, for the time being payable on admission to the grade of membership in question. The executive Committee may in its absolute discretion and without assigning any reason refuse to approve any application for membership.
7. Each grade of member shall pay to the Society such entrance fee and/or subscription shall be payable at such time and in such manner as the Executive Committee may from time to time determine. The executive Committee may in its absolute discretion waive in whole or in part payment of any entrance fee or subscription either generally or in particular cases and upon such terms as it shall think fit.
8. The Executive Committee may in its absolute discretion from time to time and at all times admit to be an Honorary Member of the Society any person who in the opinion of the Executive Committee has rendered outstanding services to the Society or to the study and practice of Nautical Archaeology in general. An Honorary Member shall not be required to pay any entrance fee or subscription.
9. Every member shall remain a member until his membership is terminated in accordance with the provisions hereinafter contained.
10. A member shall cease to be such upon the happening of any one of the following events:-
 - (A) If he shall resign from such membership by notice in writing given to the Secretary.
 - (B) If any entrance fee or subscription payable by him shall remain unpaid to the Society for two months after the same shall have become due and the Executive Committee shall resolve that he cease to be a member.
 - (C) If he shall be expelled from membership under the next following Article.
11. If at any time it shall appear to the Executive Committee that a member has failed to comply with the provisions of these presents or the Principles of Conduct as agreed by the Executive Committee from time to time or any regulations of the Society or has behaved in a manner calculated to bring the Society or the study or practice of Nautical Archaeology into disrepute the executive Committee may order the removal from the Register of the name of such member and such name shall be removed accordingly and such membership shall cease: Provided Always that if it is proposed to

move at any meeting of the Executive Committee a resolution in terms of any of the foregoing provisions of this Article the Executive Committee shall give not less than 14 days notice thereof in writing to the member to whom the same relates and such member shall be entitled to appear before and heard by the Executive Committee before such resolution is put to the vote.

12. A member who ceases to be such shall not be entitled to be repaid any entrance fee or subscriptions paid by him to the Society.
13. The rights of a member shall be personal, shall not be transferable and shall cease on his death.

GENERAL MEETINGS

14. The Society shall hold a General Meeting in every year as its Annual General Meeting at such time and place as may be determined by the Executive Committee and shall specify the meeting as such in the Notices calling it provided that every Annual General Meeting shall be held not more than 15 months after the holding of the last preceding Annual General Meeting.
15. All other General Meetings shall be called Extraordinary General Meetings.
16. The Executive Committee may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on the requisition of members representing one tenth of the total voting rights of all members at the date of requisition or upon such requisition as provided by The Act. The requisition must be signed by the requisitionists and deposited with the secretary at the Registered Office. If the Executive Committee fails within 21 days from the date of deposit of the requisition to call a meeting the requisitionists or any of them representing more than half of the total voting rights may themselves convene a meeting which must be held within 3 months of the date of deposit of the requisition.

NOTICE OF GENERAL MEETINGS

17. Subject to the provisions of The Act relating to meetings convened for the purpose of passing Special Resolutions and Annual General Meetings, 14 days notice at the least (exclusive of the day on which the Notice is served or deemed to be served and of the day for which the notice is given) of every General Meeting of the Society specifying the place the day and the hour of the meeting, the right to be represented by proxy and, in the case of special business, the general nature of such business, shall be given in manner hereinafter mentioned to all Members for the time being entitled under these presents to receive notice of General Meetings, provided that with the written consent of Members in accordance with the provisions of

the Act a meeting may be convened on such shorter notice and in such other manner as such Members may think fit. The accidental omission to give notice to or the non receipt of notice by any Member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. All business shall be deemed special which is transacted at an Extraordinary General Meeting and also all business which is transacted at an Annual General Meeting with the exception of the consideration of the Accounts and Balance Sheet and the Reports of the Executive Committee and auditors, the election of the Auditors and the fixing of the remuneration of the Auditors.
19. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be five members personally present.
20. If within half an hour from the time appointed for the holding of a 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 Executive Committee may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the holding the meeting the members present shall be a quorum. The Chairman (if any) of the Executive Committee shall preside as Chairman at every General Meeting, but if there be no such Chairman or if at any meeting he shall not be present within 15 minutes after time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Executive Committee, or if no such member be present, or if all the members of the Executive Committee present decline to take the Chair, they shall choose some member of the Society who shall be present to preside.
21. At any General Meeting a resolution put to the vote of all the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in the person or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the rights to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and 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

recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

22. Subject to the provisions of the next following Article, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
24. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
25. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
26. Subject to the provisions of the Act, a resolution in writing signed by all the members of the Society for the time being entitled to receive notice of and to attend and vote at a General Meeting or their duly appointed attorneys shall be as valid and effectual as if the same had passed at a General Meeting duly convened and held. Any such resolution may consist of several documents in the like form each signed by one or more of the members or their attorneys, and signature in the case of a corporate body which is a member shall be sufficient if made by a director thereof or its duly appointed attorney.

VOTES OF MEMBERS

27. Subject as hereinafter provided, every Statutory Member, but not Non-Statutory Members, shall have one vote.
28. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
29. Votes may be given on a poll either personally or by proxy. A corporation may vote, whether as a member or a creditor of the Society, by its duly authorised representative appointed by a resolution of the directors of the corporation to act and vote on their behalf and in accordance with their instructions.

30. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hands of some officer duly authorised in that behalf.
31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed 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 twenty four 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 expiration of twelve months from the date of its execution.
32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting at which the proxy is used.
33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

“THE NAUTICAL ARCHAEOLOGY SOCIETY”

“I,
“of
“a member of the above-named Society hereby
“appoint
“of
“and failing him,
“of
“to vote for me and on my behalf at the (Annual
“or Extraordinary, or Adjourned, as the case may
“be)
General Meeting of the Society to be held on
“the day of and at every
“adjournment thereof.
“As witness my hand this day of 20 .”
The instrument appointing a Proxy shall be deemed to confer authority to demand or join in demanding a poll.

THE EXECUTIVE COMMITTEE

34. From the date of the adoption of these Articles the governing body of the Society shall be referred to as the Executive Committee and the powers duties responsibilities and proceedings of the Executive Committee shall be as set out in these Articles. The first members of the Executive Committee shall be the members of the Trustee Board on the date of the adoption of these Articles and subject thereto and as from the next Annual General Meeting at the latest the numbers of the members of the Executive Committee shall not be less than five members nor, subject to Article 42, more than fifteen, unless otherwise determined by a General Meeting.
35. At the Annual General Meeting of the Society for the year One Thousand Nine Hundred and Eighty Six all the members of the Executive Committee shall retire from office and at the Annual General Meeting in every subsequent year one third of the members of the Executive Committee for the time being, or if their number is not a multiple of three, then the nearest one third shall retire from office.
36. The members of the Executive Committee to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the member or members to retire shall in the absence of agreement be selected from among them by lot. A retiring member of the Executive Committee shall be eligible for re-election.
37. *Article deleted.*
38. In addition to and without prejudice to the provisions of Section 303 of The Act, the Society may by Extraordinary Resolution remove any member of the Executive Committee before the expiration of his period of office.
39. Subject to Article 5 the Executive Committee may from time to time and at any time appoint any member of the Society as a member of the Executive Committee either to fill a casual vacancy or by way of addition to the Executive Committee, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office until the next Annual General Meeting, but he shall then be eligible for re-election.
40. No member not being a member of the Executive Committee retiring at the meeting shall, unless recommended by the Executive Committee for election, be eligible for election to membership of the Executive Committee at any Annual General Meeting, unless at least two clear working days before the day of appointed for the meeting there shall have been given to the Secretary notice in writing, by two members duly qualified to be present and vote at the meeting, of their intention to propose and second such person for election, and also notice in writing, signed by the person to be

proposed, of his willingness to be elected. Should the number of persons nominated exceed the number of vacancies, names of persons nominated shall be on ballot papers, one of which shall be distributed to each Member entitled to vote thereat present in person or by proxy at the Annual General Meeting. The result of the voting shall be declared at the Annual General Meeting and the successful candidate or candidates shall be deemed elected on and from the date of the Annual General Meeting Unless a poll is demanded by the chairman or by at least two members present in person or by proxy and the provisions of Articles 22 and 24 shall apply to the poll. Alternatively, should the number of persons nominated be equal to or less than the number of vacancies, the persons nominated shall be declared elected at the Annual General Meeting.

41. The Executive Committee may in addition from time to time and at any time co-opt one or more members of the Society to be members of the Executive Committee notwithstanding that the number on the Executive Committee shall thereby be increased beyond 15, provided that the number of co-opted members at any one time shall not exceed five. Any such co-opted member shall be a full member of the Executive Committee and entitled to vote thereon, but shall retain office only until the Annual General Meeting next following his co-option unless the Society at that Annual General Meeting resolve that he may continue in office as a co-opted member. A co-opted member shall immediately retire from the Executive Committee if the Executive Committee so resolves.
- 41a The Executive Committee may in addition from time to time appoint a President and Vice Presidents to be members of the Executive Committee provided that the number of Vice Presidents shall not exceed six. Any such member shall not be a full member of the Executive Committee and shall not be entitled to vote thereon, but shall retain office until the third Annual General Meeting following his appointment. Following resignation a Vice President may be re-elected. A President or Vice President shall immediately retire from the Executive Committee if the Executive Committee so resolves.
42. In addition and without prejudice to the provisions of Article 50 of these presents the Executive Committee may by a vote of three quarters of its members remove any member of the Executive Committee before the expiration of his period of office and may by a simple majority of its members appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed. The member in respect of whose continued membership of the Executive Committee the vote is taken shall not be entitled to vote.
43. No person who is not a member of the Society shall in any circumstances be eligible to hold office as a member of the Executive Committee.

- (a) to hold office as a member of the Executive Committee a member must be at least 16 years of age.
- (b) At least one member of the Executive Committee must be a natural person.

POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

44. The Business of the Society shall be managed by the Executive Committee who may exercise all such powers of the Society and do on behalf of the Society all such acts as may be exercised and done by the Society and as are not by statute or by these presents required to be exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Society in General Meeting but no regulation made by the Society in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if such regulations had not been made.
45. The Executive Committee may exercise all the powers of the Society to borrow or raise money and to mortgage or charge its undertakings and property or any part thereof so far as may be consistent with any trusts affecting the same and to issue debentures and other securities whether outright or as a security for any debt liability or obligation of the Society or of any third party.
46. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Society, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be in such a manner as the Executive Committee shall from time to time by resolution determine.
47. The Executive Committee shall cause minutes to be made in books provided for the purpose.----
- (a) of the names of the members of the Executive Committee at each meeting of the Executive Committee and of any committee of the Executive Committee;
 - (b) of all resolutions and proceedings at all meetings of the Society, and of the Executive Committee and of committees of the Executive Committee.

SECRETARY

48. The Executive Committee may appoint as a Secretary one of their number without remuneration who shall be dismissible at their pleasure or some other fit person at such reasonable salary and upon such reasonable terms as to notice within the limits permitted by law and otherwise as they think fit. The Executive Committee may from time to time by resolution appoint an assistant or deputy Secretary, upon the same conditions, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

49. If the office of Secretary is vacant or the Secretary is absent and there is no assistant or deputy Secretary any person may be authorised by the Executive Committee to act as Secretary for the time being. Where the Secretary is also a member of the Executive Committee he cannot authorise or do anything requiring action by a member of the Executive Committee and the Secretary by acting in both capacities.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE

50. the office of member of the Executive Committee shall be vacated in any of the following events namely:-
- (a) if he resign by writing under his hand addressed to the Secretary left at the Office; or
 - (b) if a receiving order is made against him or he becomes bankrupt or makes any arrangements or composition with his creditors generally; or
 - (c) if he becomes of unsound mind; or
 - (d) if he holds any place of profit under the Society; or
 - (e) if he is prohibited from being a member of the Executive Committee by reason of any Order made under Section 295 of the Act; or
 - (f) if he be removed from office pursuant to Section 303 of the Act; or
 - (g) if he be removed from office pursuant to Article 42.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

51. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
52. A member of the Executive Committee may, and on request of a member of the Executive Committee the Secretary shall, at any time, summon a meeting of the Executive Committee by notice served upon the several members of the Executive Committee. A member of the Executive Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
53. The continuing members of the Executive Committee may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to these presents as the necessary quorum of members of the Executive Committee may act for the purpose of increasing the number of members of the Executive Committee

to that number by summoning a General Meeting of the Society, but for no other purpose.

54. The Executive Committee shall from time to time elect a chairman from amongst its members, who shall be entitled to preside at all meetings of the Executive Committee at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to reside, the members of the Executive Committee present shall choose one of their numbers to be Chairman of the meeting.
55. The Executive Committee may delegate any of their powers to committees consisting of such member or members of the of the Society as they think fit, and any committee so formed shall, in the exercise of the powers so delegated conform to any regulations imposed on it by the Executive Committee, and shall report back regularly to the Executive Committee as to any action taken by it. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulation the meetings and proceeding of the Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee. The Chairman of the Executive Committee of the Society is ex officio a member of all committees.
56. All acts bona fide done by any meeting of the Executive Committee or of any of the Executive Committee, or by any person acting as a member of the Executive Committee, shall notwithstanding it be afterward or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person has been duly appointed or had only continued in office and was qualified to be a member of the Executive Committee.
57. The Executive Committee shall cause proper minutes to be made of all appointments of Officers made by the Executive Committee and of the proceedings of all meetings of the Society and of the Executive Committee and of committees of the Executive Committee and all business transacted at such meeting and any such minutes of any meeting, of purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
58. A resolution in writing signed by all the members for the time being of the Executive Committee or of any committee of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such committee duly convened and constituted.

THE SEAL

59. The Executive Committee shall provide for the safe custody of the Seal, which shall only be used by authority of the Executive Committee or of a committee of the Executive Committee authorised by the Executive Committee in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a member of the Executive Committee and shall be counter-signed by the Secretary or by a second member of the Executive Committee or by some other person nominated by the Executive Committee for that purpose.

ACCOUNTS

60. (a) The Executive Committee shall prepare for each financial year accounts required by the 2006 Act or its successor. The accounts shall be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable standards
(b) The Executive Committee shall keep accounting records as required by the 2006 Act
(c) The accounting records shall always be open to the inspection of the members of the Executive Committee.
61. The Executive Committee shall from time to time determine whether and to what extent and at what times and places 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 members of the Executive Committee, and no member (not being a member of the Executive Committee) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Executive Committee or by the Society in General Meeting.
62. (a) At the Annual General Meeting in every year the Executive Committee shall lay before the Society the accounts for the previous financial year made up in accordance with statutory requirements and accompanied by the Annual report of the Executive Committee. The same shall be open to inspection by the members not less than twenty one clear days before the date of the meeting..
(b) The accounts shall be accompanied with a report from the auditors to the extent required by the Act. The Auditors' report shall be open to inspection by the members and read before the meeting.

AUDIT

63. The statutory accounts of the society shall be examined or audited to the extent required by the Act by person(s) or organisations qualified to do so as required by the Act.
64. (i) at every General meeting at which accounts are presented, Auditors must be appointed to hold office from the conclusion of that meeting to the conclusion of the next General Meeting at which accounts are laid;
- (ii) the appointment of Auditors during the year to fill a casual vacancy shall be by ordinary resolution of the Executive Committee.
- (iii) a resolution at a General Meeting to appoint Auditors other than the retiring Auditors shall require special notice, that is notice of the intention to move such a resolution must be given to the Executive Committee at least 28 days before the meeting at which it is to be moved. Copies of this resolution must be sent by the Executive Committee to the retiring Auditors, the proposed replacement and all the members at the same time as the notice of meeting is dispatched. The retiring Auditors may make a written representation to the Executive Committee which must be either circulated to all members prior to the meeting or read at the meeting;
- (iv) an Auditor may retire by giving written notice of the fact to the Executive Committee. Such notice must contain a statement to the effect that there are no circumstances connected with his resignation that should be brought to the attention of the members or if there are such circumstances a statement of them. If such a statement is contained therein a copy must be sent to every member.

PUBLICATIONS

65. Pursuant to paragraph 3(c) of the Memorandum of Association in the event of any questions or dispute arising as to the quality or academic standard of the publication concerned the matter shall be referred for decision to the President of the Society of Antiquaries of London acting as expert not arbitrator and whose decision shall be final upon the requisition of not less than 5% of the members entitled to vote at General Meeting. Such requisition shall be signed by the members in questions and delivered to the Secretary at the Registered Office and the secretary shall refer the said question for determination to the President within 14 days.

NOTICES

66. (1) Any notice to be given to or by any person pursuant to the articles:
(a) must be in writing; or
(b) must be given using electronic communications.
- (2) The charity may give any notice to a member either:
(a) personally; or
(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
(c) by leaving it at the address of the member; or
(d) by giving it using electronic communications to the member's address.
- (3) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called .
67. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Society.
68. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
(2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
(3) A notice shall be deemed to be given:
(a) 48 hours after the envelope containing it was posted; or
(b) in the case of an electronic communication, 48 hours after it was sent.

INDEMNITY

69. subject to the provisions of the Act the members of the Executive Committee and every officer or servant of the Society shall be indemnified out of the funds of the Society against all costs, charges, losses, damages and expenses which they shall respectively incur or be put to on account of any act deed matter or thing which shall be executed, done or permitted by them respectively in or about the bona fide execution of their offices and shall be reimbursed by the Society all reasonable expenses incurred by them in or about any legal proceedings or arbitration on account of the Society or otherwise in the execution of their respective offices.

DISSOLUTION

70. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these presents.

THE COMPANIES ACT 1985
and successor legislation

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

Memorandum of Association
Of
The Nautical Archaeology
Society

1. The name of the Company (hereinafter called "thee Society" is "**THE NAUTICAL ARCHAEOLOGY SOCIETY**".
2. The Registered Office of the Society will be situated in England.
3. The object for which the Society is established are:-

To further research in Nautical Archaeology and publish the results of such research and to advance education and training in the techniques pertaining to the study of Nautical Archaeology for the benefit of the public. For such purposes the Society shall have power to do all such lawful things as are necessary to the attainment of the foregoing objects and in particular:

 - (A) To undertake and promote research, exploration, survey, recording, photography, recovery, conservation and other operations within the field of Nautical Archaeology.
 - (B) To initiate, hold, direct, manage and take part in exhibitions, shows, displays, conferences, congresses, lectures, meetings, and other gatherings for the purpose of advancing any of the objects of the Society and to raise special funds for these and any other purposes by voluntary contributions.
 - (C) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, brochures, circulars and other literacy undertakings treating of or bearing on Nautical Archaeology and to establish, form and maintain for public reference collections, libraries, and reference indexes of literature, statistics, scientific data and other information relating thereto and to translate, compile, collect, publish, lend and sell and endeavour to secure or contribute to the translation, compilation and publication by parliaments, governments, authorities and other bodies of persons any such literature, statistics and information and to disseminate the same by any means.
 - (CC) To hold instructional courses of theoretical and practical nature, to publish educational and instructional books and guides, to establish the desirable contents and syllabi for courses in Nautical Archaeology and to facilitate the training of archaeologists in diving.
 - (CCC) To encourage co-operation with other societies, associations, educational organisations, institutes, museums, research laboratories, and clubs, at regional and national level whose aims are similar to those of the Society or whose skills and learning or technical equipment are relevant to the advancement of the Nautical Archaeology, and to encourage the members of such organisations to participate in the activities of the Society.
 - (D) To obtain collect and receive money and funds by way of contribution, subscription, donation, offertory, legacy or otherwise, for the purposes of the Society or on behalf of any association, institution or other body established for charitable objects similar to those of this Society or some one or more of them.

- (E) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property considered necessary for the purposes of the Society and to construct, erect, alter, improve and maintain any houses buildings wreck or works which from time to time may be considered requisite for the purpose of the Society and to manage, develop, sell, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Society.
- (F) To borrow or raise money in such manner as the Society may think fit and to issue debentures, debenture stock or other securities and for the purpose of securing any debt or obligation of the Society to mortgage or charge all or part of the property or assts of the Society so far as may be consistent with any trusts affecting the same.
- (G) To invest the moneys of the Society not immediately required for its purposes in or upon such investments, security or property as may be thought fit, 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 also to the provisos immediately following sub-clause (L) hereof.
- (H) To draw, make, accept, endorse, execute, issue and negotiate bills of exchange, promissory notes and other negotiable instruments.
- (I) To establish, subsidise, promote, amalgamate, co-operate or federate with, affiliate or become affiliated to, act as trustee or agent for or manage or subscribe or guarantee or lend money or assistance to any charitable association, society company or other body, corporate or incorporate, whose objects are altogether or in part similar to the objects of the Society but so that none of the funds of the Society shall be paid to any federation affiliated or co-operating association, society or other body which does not prohibit the distribution of its income and among its members to an extent of at least as great as is imposed on the Society Clause 4 of this Memorandum.
- (J) To procure the registration or incorporation of the Society in or under the laws of any place outside England.
- (K) To pay all expenses of an incidental to the incorporation and establishment of the Society.
- (L) To do all or any of the above things in any part of the world and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees or otherwise.

PROVIDED ALWAYS that

- (a) nothing hereinbefore contained shall authorise or be deemed to authorise the carrying on of any activity for any purpose other than a charitable purpose (within the legal meaning of the expression) and all of the objects hereinafter

set out shall be limited and construed subject to and in uniformity with this proviso.

- (b) in case the Society shall take or hold any property which may be subject to any trust, the Society shall only deal with or invest the same in such manner as allowed by law, having regard to such trust.
- (c) the Society shall not support with its funds any object or endeavour to impose on or procure to be observed by it or others, any regulations, restriction or condition which if an object of the Society would make it a Trade Union.
- (d) 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 Executive Committee or other managers or trustees of the Society shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would, as such Executive Committee, Manager or Trustees 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 and/or the Charity Commissioners, over such Executive Committee, Manager or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Society were not incorporated.

4.

5. (1) The income and property of the charity shall be applied solely towards the promotion of the Objects.

(2) (a) A member of the Executive Committee is entitled to be reimbursed from the property of the charity or may pay out of such such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.

(b) Subject to the restrictions in sub-clause 4, a member of the Executive Committee may benefit from trustee indemnity insurance cover purchased at the Society's expense.

(3) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a Member of the Executive Committee receiving:

- (a) a benefit from the Society in the capacity of a beneficiary of the Society;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Society;
- (4) No member of the the Executive Committee may:
- (a) buy any goods or services from the Society;
 - (b) sell goods, services, or any interest in land to the Society;
 - (c) receive any other financial benefit from the Society;
 - (d) receive any other benefit from the Society;

Unless

- (i) The payment is permitted by sub-clause (5) of this clause, does not exceed an amount that is reasonable in all the circumstances, and does not result in a majority of the members of the Executive Committee having received a financial benefit from the Society; or
 - (ii) the members of the Executive Committee obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5) (a) (i) A member of the Executive Committee may receive a benefit from the Society in the capacity of a beneficiary of the Society.
- (ii) A member of the Executive may enter into a contract for the supply of goods or services to Society where that is permitted in accordance with and subject to the conditions in Section 73A of the Charities Act 1993.
 - (iii) A member of the Executive Committee may receive interest on money lent to the Society at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the Executive Committee.
 - (iv) A company of which a member of the Executive Committee is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and that the member of the Executive Committee holds no more than 1% of the issued capital of that company.
 - (v) A member of the Executive Committee may receive rent for premises let by the member of the Executive Committee to the Society if the amount of rent and the other terms of the lease are reasonable and proper and provided that such a member shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (vi) The Executive Committee may arrange for the purchase out of the funds of the charity of insurance designed to indemnify the

members of the Executive Committee in accordance with the terms of, and subject to Section 73F of the Charities Act 1993.

(b) The employment or remuneration of a member of the Executive Committee includes the engagement or remuneration of any firm or company in which the member is:

- (i) a partner;
- (ii) an employee;
- (iii) a consultant;
- (iv) a director; or
- (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the member holds less than 1% of the issued capital.

(6) In sub-clauses (2) – (5) of this Clause 4:

(a) “Society” shall include any company in which the Society:

- (i) holds more than 50% of the shares; or
- (ii) controls more than 50% of the voting rights attached to the shares; or
- (iii) has the right to appoint one or more of the directors to the Board of the company;

(b) “Member of the Executive Committee” shall include any child, parent, grandchildren, grandparent, brother, sister, spouse or civil partner of the member or any person living with the member as his or her partner.

(7) If a conflict of interest arises for a member of the Executive Committee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in this Memorandum or the Articles, the unconflicted members of the Executive Committee may authorise such a conflict of interests where the following conditions apply:

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

6. The Liability of the Members is Limited.

7. Every member if 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 contributions among themselves such amount as may be required not exceeding five pounds.

8. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities and property or wreck whatsoever, the same shall not be paid or distributed among members of the Society but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society or any of them 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 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.