

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

Company Limited by Guarantee - not for Gain

## **MEMORANDUM OF ASSOCIATION**

**of**

### **THE SCOTTISH ASSOCIATION FOR MARINE SCIENCE**

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

- I. The name of the Association is “THE SCOTTISH ASSOCIATION FOR MARINE SCIENCE” with effect from 2 July 1992. This is in succession to the name “Scottish Marine Biological Association” adopted on 18 December, 1914.
- II. The Registered Office of the Association will be situated in Scotland.
- III. The objects for which the Association is established are:-
  - (a) To take over the whole of the assets and liabilities of the unincorporated ASSOCIATION, founded in 1894, constituted on 26th November, 1897, and consecutively carried on since the latter date, first, under the name of THE MILLPORT MARINE BIOLOGICAL STATION, second, under the name of THE MARINE BIOLOGICAL ASSOCIATION OF THE WEST OF SCOTLAND, this style or title having been adopted at a meeting of the Association held on 15th January, 1901 and third, under the name Scottish Marine Biological Association, this style or title having been adopted at a meeting of the Association held on 18 December 1914; and to enter into such agreements and to make, do and execute all such acts, deeds or things as may be necessary for the purpose of taking over all such assets and liabilities or any part thereof.
  - (b) To promote the study of Marine Science through research and education and in particular to do these things in all or any of the ways hereinafter specified or in any other way namely: -
    1. to establish, equip and maintain such laboratories and other facilities on land and at sea as may be necessary for the advancement of the objects of the Association;
    2. to establish and maintain a museum or museums for the preservation and exhibition of specimens relating to the work of the Association;
    3. to establish and maintain aquaria for the purpose of assisting in the scientific investigation and practical study of Marine Science and for the exhibition of living specimens; and to establish and maintain libraries provided with books and other publications in any way relating to the work of the Association;

4. to engage in all operations for the purpose of providing material for research and education and also material and specimens for exchange or sale;
  5. to print and publish and to sell, lend and distribute any papers, treatises, illustrations, photographs, films, letterpress or communications relating to Marine Science, and any reports of the proceedings and matters of the Association and to institute or take part in the delivery or arrangement of lectures, classes, or other educational activities relating thereto or in conjunction therewith;
  6. to establish and maintain hostels or residences for persons attending the laboratories of the Association;
  7. to admit members of the Association, visiting scientists and the public to any laboratories, museums, aquaria, libraries, exhibitions and courses of lectures, classes, hostels residences and others by payment or otherwise, as the Association may determine;
  8. to promote marine science through association of appropriate institutions.
- (c) To invite, receive, or accept from time to time contributions, grants, legacies, donations, gifts, subscriptions, conveyances and endowments, either of money or property, of any description whatsoever either absolutely or conditionally or in trust and to manage and administer such contributions, grants, legacies, donations, gifts, subscriptions and others for or towards the general purposes and benefit of the Association;
- (d) To purchase, feu, lease, charter, build or otherwise acquire any lands, houses, buildings, vehicles, ships, vessels, plant, machinery, tools, utensils and other heritable and moveable, real and personal property which the Association may think necessary or convenient for the purposes of the Association; to erect, construct, lay down, enlarge, alter, maintain and renew any houses, buildings, works, vehicles, ships, vessels, plant and machinery necessary or convenient for the objects of the Association and to sell, feu, exchange, let, charter or otherwise dispose of the same either by public roup or private bargain and on such terms as may be thought proper;
- (e) To frame such rules and regulations as may be considered necessary for carrying into effect the purposes of the Association;
- (f) To borrow or raise or secure the payment of money in such manner and to such an extent as the Association shall think fit and in particular by the issue of Bonds and Dispositions in Security, Floating Charges, Debentures or Debenture Stock, perpetual or otherwise or any other form of security and whether specifically secured upon all or any of the property and assets of the Association or not and to purchase, redeem or pay off such securities;
- (g) To draw, make, accept, endorse, execute and issue promissory notes and bills of exchange;
- (h) To invest the monies of the Association not immediately required for its purposes in or upon such investments, securities 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 as hereinafter provided;

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

or company including, without prejudice to the generality to the forgoing, any company which is in relation to the Association a holding company or a subsidiary of such holding company, or a subsidiary of the Association (all within the meaning of Section 736 of the Companies Act 1985 or any statutory amendment or re-enactment thereof for the time being in force) or any other company associated with the Association; and

- (u) To lend or advance money or give credit with or without security and otherwise on such terms as may be thought fit to any person, firm or company (including, without prejudice to the foregoing generality any holding company, subsidiary company, subsidiary undertaking or any other company associated in any way with the Company) and to receive money on deposit or loan upon any terms.

And it is hereby provided that sub-clauses (a) and (b) of Clause III of this Memorandum of Association contain the main objects for which the Association is established and that sub-clauses (c) to (u) both inclusive shall be ancillary to said sub-clauses (a) and (b) and shall not be exercisable in any way which would be incompatible with the said main objects or with educational or charitable purposes in connection with the Association.

Provided that the Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction, or condition which, if an object of the Association, would make it a Trade Union.

Provided also that, in case the Association shall take or hold any property subject to the jurisdiction of any competent charitable or educational Authority, the Association 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 property subject to such jurisdiction, the members of the Council or governing body of the Association shall be chargeable for such property as 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 during their respective terms of office, in the same manner and to the same extent as they would, as such members of the Council or governing body, have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by any Court or charitable or educational authority of competent jurisdiction over such members of the Council or governing body, but they shall, as regards any such property, be subject jointly and separately during their respective terms of office, to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

IV. The income and property of the Association, from whatever source derived, shall be applied solely towards the promotion and furtherance of the objects of the Association as set forth in the Memorandum of Association, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Association, or any of them, or to any person claiming through any of them; provided that nothing herein shall prevent the payment of remuneration to any secretary, treasurer, editor, teacher, examiner, officer, clerk, or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association, or prevent the borrowing of money by the Association from any member thereof, under any power of borrowing, at any rate of interest not exceeding five pounds per centum per annum, or prevent members of the Council of Management or governing body of the Association from being appointed to any salaried office or any office paid by fees or receiving any

remuneration, or prevent any member of such Council from receiving repayment of out of pocket expenses and interest at the rate of the aforesaid on money lent. Provided that this provision shall not apply to any payment to any company, of which a member of the Council of Management or governing body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect Of such payment. Declaring always, that the prohibitions in this Article shall not apply to any remuneration to any member of the Council or governing body who may be acting as examiner or teacher on behalf of the Association, and he may receive and retain such remuneration in respect of his office; Declaring always that no member of the Council shall vote on any resolution with respect to his appointment to such office or remuneration to be paid in respect thereof, provided also that not more than a minority of the members of the Council or governing body shall at one time receive such remuneration and that the requirements of the Charities and Trustee Investment (Scotland) Act 2005 are met in regard to such appointment and remuneration. Declaring always that the prohibitions in this Article shall not apply to the payment of premiums for any trustee liability insurance indemnifying the members of the Council or governing body in the absence of individual fraud or wrongdoing or wrongful omission.

V. The liability of the members is limited.

VI. Every member of the Association undertakes to contribute to the Assets of the Association in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and for the cost, charges and expenses of winding up the Association, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.

VII. If upon the winding up or dissolution of the Association 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 Association, but if and so far as effect can be given to the next provision, shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause IV hereof, such institution or institutions to be determined by the members of the Association at or before the time of its dissolution; and if and so far as effect cannot be given to the foresaid provision, then the foresaid property shall be given to some charitable object, or for the promotion of research or education in Marine Science in whatever manner may be determined on as aforesaid.

VIII. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined, and the correctness of the Balance Sheet ascertained, by one or more properly qualified auditor or auditors.

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