



# THE COMPANIES ACTS 1985 TO 1989 COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

## ARTICLES OF ASSOCIATION

OF

## EUROPEAN UNDERWATER FEDERATION

A Company registered in England No. 4329764

### GENERAL

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

#### WORDS

#### MEANINGS

|                    |  |
|--------------------|--|
| The Act            | The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.  |
| These Articles     | These Articles of Association, and the rules and regulations of the Company from time to time in force.  |
| The Company        | The above-named Company.   |
| The Council        | The Board of Directors for the time being of the Company also known as the Executive Board.  |
| The Office         | The registered office of the Company.  |
| The United Kingdom | Great Britain and Northern Ireland.  |
| Month              | Calendar month.  |
| In writing         | Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.  |
| Clear days         | In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect. |

And words importing the singular number only shall include the plural number, and vice versa, and

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Company is established for the purposes expressed in the Memorandum of Association.

3. The subscribers to the Memorandum of Association and such other persons and organisations as the Council or General Meeting shall admit to membership in accordance with the Articles and Rules and Byelaws shall be members of the Company. No person or organisation shall be admitted as a member of the Company unless approved by such means. Every person who or organisation which wishes to become a member shall deliver to the Company an application for membership in such form as the Council shall require executed by him.
4. Unless the members of the Council or the Company in General meeting shall make other provision pursuant to the powers contained in Article 65, the members of the Council may in their absolute discretion permit any member of the Company to retire, provided (regardless of any other provision pursuant to Article 65) that after such retirement the number of members is not less than three.

### **GENERAL MEETINGS**

5. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
6. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
7. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists as provided by section 368 of the Act.
8. Twenty-one clear days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days, notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Company; but with the consent of all the full member organisations having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those full member organisations may think fit.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting, by all the full member organisations entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing (subject to the provisions of any elective resolution of the Company for the time being in force) not less than ninety-five per cent. of the total voting rights at that meeting of all the full member organisations.
9. 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 proceeding had, at any meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

10. No business shall be transacted at an General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided six full member organisations personally present shall be a quorum.
11. 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 Council may determine.
12. The President of the Council shall preside as Chairman at every General Meeting, but if there be no such President, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Company who shall be present to preside.
13. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at any adjourned meeting.
14. 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 upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two full member organisations present in person or by proxy, or by a full member organisation or organisations present in person or by proxy and representing one-tenth of the total voting rights of all the full member organisations having the right 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, or 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 Company 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.
15. Subject to the provisions of Article 16, 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.
16. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
17. A resolution will be deemed carried if it attracts 80% of the votes in its favour.

18. 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.
19. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

### **VOTES OF MEMBERS**

20. Subject as hereinafter provided, every full member organisation shall have one vote.
21. Save as herein expressly provided, no member other than a full member organisation duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of its 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.
22. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
23. Votes may be given on a poll either personally or by proxy. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the act. A proxy need not be a member.
24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
25. 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 the expiration of twelve months from the date of its execution.
26. 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 revocations as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.



eligible for re-election.

33. Only persons who are members of the Company shall in any circumstances be eligible to hold office as a member of the Council.

### **BORROWING POWERS**

34. The Council may in furtherance of the objects of the Company but not otherwise exercise all the powers of the Company to borrow money, and, subject always to Sections 38 and 39 of the Charities Act 1993, to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party subject to such consents as may be required by law.

### **POWERS OF THE COUNCIL**

35. The business of the Company shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, on behalf of the Company acts as may be exercised and done by the Company and as are not by the Act or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
36. In the exercise of the aforesaid powers and in the management of the business of the Company, the members of the Council shall always be mindful that they are charity trustees within the definition of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.
37. 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 or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purposes of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

### **SECRETARY**

38. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

### **THE SEAL**

39. If the Company has a seal the Council shall provide for its safe custody and it shall only be used 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 a member of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

## **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

40. The Office of a member of the Council shall be vacated if the member:-
- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (b) becomes prohibited from being a member of the Council by reason of Section 72 of the Charities Act 1993 or any order made under any provision of the Act or any other statute or otherwise becomes prohibited by law from being a member of the Council; or
  - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or
  - (d) ceases to be a member of the Company; or
  - (e) by notice in writing to the Company he resigns his office; or
  - (f) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

## **PROCEEDINGS OF THE COUNCIL**

41. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. 80% of Council shall be a quorum. A resolution will be deemed carried if supported by 80% of Council.
42. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council.
43. The President shall be entitled to preside at all meetings of the Council at which he shall be present, but if at any meeting the President be not present within five minutes after the time appointed for holding the meeting or willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.
44. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Company for the time being vested in the Council generally.

45. The Council may delegate any of their powers to committees consisting of such member or members of the Council 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 Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
46. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment 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 had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
47. The Council shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Company and of the Council and of committees of the Council, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if 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.
48. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

## **ACCOUNTS**

49. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
50. The accounting records shall be kept at the Office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Company.
51. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being officers of the Company, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Council or by the Company in General Meeting.



52. The Council shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Council shall send a copy of the annual accounts together with a copy of the Council's report for that financial year and a copy of the Auditors' report on those accounts to the Auditors and to every person or organisation entitled to receive the same in accordance with Section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with Section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

### **AUDIT**

53. In accordance with the provision of the Act once at least in every year the accounts of the Company 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.
54. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions. Provided the turnover of the Company for that year shall be less than £1,000,000 the Auditors shall be two members not being Directors who shall be appointed by a General meeting.

### **NOTICES**

55. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
56. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter contained the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

### **DISSOLUTION**

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

### **RULES OR BYE LAWS**

58. (a) The Council may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
  - (ii) The conduct of members of the Company in relation to one another, and to the Company's servants.
  - (iii) The setting aside of the whole or any part or parts of the Company's

premises at any particular time or times or for any particular purpose or purposes.

(iv) The procedure at General Meetings and meetings of the Council and Committees of the Council in so far as such procedure is not regulated by these presents.

(v) And, generally, all such matters as are commonly the subject matter of Company rules.

(b) The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Council shall adopt such means as they deem sufficient to bring the notice of the members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

### **INDEMNITY**

59. (a) Every member of the Council or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no member of the Council or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.

(b) The members of the Council shall have power to purchase and maintain for any member of the Council, officer or Auditor of the Company insurance against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.

These modified Articles of Association approved and adopted unanimously by the EUF General Assembly 9<sup>th</sup> December 2006 in Amsterdam.

Signed: Deric Ellerby  
EUF General Secretary