

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

of

INTERNATIONAL SALVAGE UNION



Approved at 56th General Meeting, Nice, France – 21st September 2010

Amended at 62nd General Meeting, Livorno, Italy – 29th September 2016

Logo edit May 2019

Approved at 69th General Meeting, Fort Lauderdale, USA – 12th October 2023

TABLE OF CONTENTS

PART I - INTERPRETATION AND LIMITATION OF LIABILITY	5
1. Defined terms	5
2. Liability of Members in a liquidation	7
PART II - OBJECTS AND POWERS	8
3. Objects	8
4. Powers	9
PART III - EXECUTIVE MEMBERS	12
5. Executive Committee	12
6. Methods of appointing Executive Members	12
7. President and Vice-President of the Union.....	12
8. Retirement of Executive Members, President and Vice-President	12
9. Termination of Executive Member's appointment	13
10. Executive Members' expenses.....	13
11. Executive Members to be directors	14
12. Executive Members' general authority	14
13. Members' reserve power	14
14. Executive Members may delegate	14
15. Committees	15
16. Calling an Executive Committee meeting.....	15
17. Quorum for Executive Committee meetings	15
18. Chairing of Executive Committee meetings	16
19. Casting vote	16
20. Decisions of Executive Members	16
21. Conflicts of interest	17
22. Records of decisions to be kept	17
23. Records of contact information to be kept.....	14
24. Executive Members' discretion to make further rules	18
PART IV - MEMBERS	18
25. Applications for Full Membership	18
26. Subscription.....	19
27. Resolution of grievances	19

28.	Termination of membership	20
29.	Associate Membership of the Union	20
30.	Affiliates of the Union	21
31.	Attendance and speaking at general meetings	21
32.	Attendance and speaking by Executive Members and other persons	21
33.	Quorum for general meetings	21
34.	Chairing general meetings	22
35.	Adjournment	22
36.	Voting: general	23
37.	Errors and disputes	23
38.	Poll votes	23
39.	Content of proxy notices	240
40.	Delivery of proxy notices	24
41.	Voting by Electronic Form or Hard Copy	21
42.	Amendments to resolutions	24
	PART V - ADMINISTRATIVE ARRANGEMENTS	25
43.	Means of communication to be used	25
44.	No right to inspect accounts and other records	26
45.	Indemnity	26
46.	Insurance	26

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

INTERNATIONAL SALVAGE UNION

PART I - INTERPRETATION AND LIMITATION OF LIABILITY

1. **Defined terms**

1.1 In the articles, unless the context requires otherwise—

2006 Act means the Companies Act 2006;

Affiliated Members means an association or company invited to become an affiliate of the Union by the Executive Committee, which is interested in marine salvage or the prevention of pollution at sea;

articles means the Union's articles of association;

Associate Members means an individual or company admitted to Associate Membership of the Union by the Executive Committee, who or which do not qualify for full membership but are interested in marine salvage or the prevention of pollution at sea;

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

chairman has the meaning set out in article 18;

chairman of the meeting has the meaning set out in article 34;

Companies Acts means the Companies Acts (as defined in section 2 of the 2006 Act), and subsequent revisions, in so far as they apply to the Union;

Competition Law means laws and regulations enacted in the United Kingdom, the European Union, its member states, and the United States of America, including the Competition Act 1998, the Enterprise Act 2002, the Enterprise and Regulatory Reform Act 2013, Articles 101 and 102 of the Treaty on the Functioning of the European Union, the Sherman Antitrust Act 1890

and all associated legislation, guidelines and notices, or any other applicable national or international law designed to preserve and promote free enterprise, or prevent anti-competitive behaviour or agreements;

document includes, unless otherwise specified, any document sent or supplied in electronic form;

duly authorised representative(s) referred to in article 30.1 and 32.2 shall be a Director of a full member company or a full time employee and member of the management of the member company.

Electronic Form has the meaning set out in section 1168 of the 2006 Companies Act and subsequent revisions

Executive Committee means the Executive Committee of the Union as defined in article 5;

Executive Member means a Member elected to the Executive Committee of the Union in accordance with article 6;

Former ISU means the unincorporated association known as the International Salvage Union which was the predecessor body to the Union;

Full Member means a company admitted to membership of the Union by the Executive Committee, which is actively involved in the business of marine salvage;

Hard Copy has the meaning set out in section 1168 of the 2006 Companies Act

marine salvage means any one or more of the following activities, or any activities related to, incidental to or associated with the following activities: marine casualty response, cargo recovery, pollution defence, wreck removal, towage of marine casualties, and other similar activities;

marine salvors means companies which are active participants in marine salvage;

Members means Full Members and Associate Members;

objects means the objects of the Union as defined in article 3;

ordinary resolution has the meaning set out in section 282 of the 2006 Companies Act;

participate, in relation to an Executive Committee meeting, has the meaning set out in article 21.3;

President means an Executive Member appointed to the position of President in accordance with article 7.1;

proxy notice has the meaning set out in article 39;

Register means a list of all Full Members' registered addresses and email addresses

special resolution has the meaning set out in section 283 of the 2006 Companies Act;

Union means this company;

Vice-President means an Executive Member appointed to the position of Vice-President in accordance with article 7.1;

wreck removal means wreck removal or reduction, bunker removal or recovery and cargo recovery operations;

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these articles become binding on the Union.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2. Liability of Members in a liquidation

2.1 The liability of each Full Member is limited to £1, being the amount that each Full Member undertakes to contribute to the assets of the Union in the event of its being wound up while they are a Full Member or within one year after they cease to be a Full Member, for:

- (a) payment of the Union's debts and liabilities contracted before they cease to be a Full Member;
- (b) payment of the costs, charges and expenses of winding up; and

- (c) adjustment of the rights of the contributories among themselves.
- 2.2 Associate Members and Affiliates of the Union will not be obliged to contribute to the assets of the Union in the event of its being wound up.

PART II - OBJECTS AND POWERS

3. Objects

The Union's objects are specifically restricted to the following:

- (a) to promote the saving of life and salvage of property in danger at sea and, whilst so doing, to prevent or minimise damage to the environment;
- (b) to promote:
 - (i) the commercial interests of the marine salvage industry and marine salvors as well as any non-commercial interests;
 - (ii) the application of responsible standards and working practices by marine salvors during the conduct of marine salvage operations;
 - (iii) the prevention or minimisation of damage to the environment during the conduct of marine salvage operations; and
 - (iv) co-operation, communication, collaboration and good commercial relations between persons, associations and bodies working within the marine salvage industry, shipping companies, marine insurers, and in particular, the Members of the Union;
- (c) to unite marine salvors in order to consider and, when desirable, take joint action on any matters affecting the marine salvage industry;
- (d) to work towards the improvement, modernisation and, where applicable, standardisation of contracts and other documentation used in or otherwise relevant to the marine salvage industry;
- (e) to work towards the eradication of unfair or objectionable practices in the marine salvage industry which come to the knowledge of the Union and to communicate to the Members instances of any such practices;
- (f) to work towards the maintenance of a fair and competitive environment in the worldwide business of marine salvage and emergency response services to shipping;
- (g) to co-operate with other bodies working in the interests of the marine salvage industry; and

- (h) to give active support to Members in relation to legal or commercial disputes where such support is recommended by the Executive Committee.

4. Powers

The Union has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the Union has power:

- (a) to apply the Union's income and funds for the furtherance of the Union's objects;
- (b) to raise funds, including by way of subscriptions, levies, contributions, donations, grants and devises;
- (c) to accept any gift of property, whether subject to any special trust or not, for any purpose within the objects;
- (d) to buy, take on lease or in exchange, hire or otherwise acquire any property whether real or personal and to maintain and equip it for use;
- (e) to sell, lease or otherwise dispose of or grant all or any part of the property belonging to the Union;
- (f) to borrow money on such terms as may be thought fit and to charge the whole or any part of the property belonging to the Union as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (h) to set aside income as a reserve against future expenditure;
- (i) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager to manage the funds of the Union; or
 - (iii) arrange for the investments or other property of the Union to be held in the name of a nominee;
- (j) to co-operate with other persons, bodies, associations and authorities whether natural, incorporated, unincorporated, statutory or otherwise and wherever domiciled and to exchange information and advice with them;
- (k) to incorporate, establish, acquire, or merge with or to enter into any partnership or joint venture arrangement with any other persons, bodies, associations and authorities whether incorporated, unincorporated, statutory or otherwise and wherever domiciled with objects identical or similar to those of the Union;

- (l) to employ and remunerate such staff and advisors as are necessary for carrying out the work of the Union;
- (m) to insure and arrange insurance cover for its officers, servants and contractors from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (n) to insure and arrange insurance cover for its property whether real or personal from and against all such risks as may be thought fit;
- (o) to print and publish written materials in whatever form;
- (p) to give active support to Members in relation to legal or commercial disputes where such support is recommended by the Executive Committee;
- (q) to pay out of the funds of the Union the costs of forming and registering the Union as a company;

PROVIDED ALWAYS THAT THE UNION SHALL NOT:

- (r) apply the Union's income for any purpose other than the furtherance of the Union's objects;
- (s) pay any dividends or make any returns of capital to its Members;
- (t) do any thing which would, could encourage or could be interpreted as an encouragement to breach Competition Law, To this end, the Union shall ensure the following:

- (i) that all meetings of the Union, including but not limited to the Executive Committee meeting, the general meeting of the Full Members, the Associate Members' Day or other regional Union events hosted by the Union or individual Full Members on behalf of the Union, shall be conducted in accordance with Competition Law;
- (ii) that all agendas and meeting minutes shall confirm that the relevant meetings, including but not limited to the meetings above, have been conducted in accordance with Competition Law;
- (iii) that any publications produced by the Union, including but not limited to the quarterly newsletter or any standard agreements drafted in co-operation with other organisations, shall conform to Competition Law;
- (iv) that the rules on admission of Full Members or Associate Members to the Union and the terms of Full Membership and Associate Membership have been reviewed from a competition law perspective to ensure they are transparent, proportionate, non-discriminatory and based on objective standards;
- (v) that the Union shall not engage in joint buying or selling, or any other commercial activity, on behalf of the Full Members or Associate Members;
- (vi) that any advice or information given to Full Members or Associate Members by the Union shall be in conformity with Competition Law; and
- (vii) that neither the Union nor its Full Members or Associate Members shall use the Union as a means or forum to engage in any discussions on or agree upon:

 - (A) exchange of current and specific information on price, capacity, costs and other commercially sensitive information;
 - (B) fixing of terms, prices or rates;
 - (C) restricting discounts or rebates;
 - (D) matters relating to particular customers or suppliers;
 - (E) collective boycott or black-listing of particular customers or suppliers, or other co-ordinated measures intended to eliminate competitors;
 - (F) divide or allocating markets or customers; or
 - (G) otherwise seek to distort fair competition by engaging in practices prohibited under Competition Law ; or
- (u) on the winding-up of the Union, transfer the assets of the Union to any person or body who or which does not either:

- (i) have objects similar to those of the Union;
- (ii) have charitable status; or
- (iii) promote a charity and anything incidental or conducive thereto.

PART III - EXECUTIVE MEMBERS

EXECUTIVE COMMITTEE AND APPOINTMENT OF EXECUTIVE MEMBERS

5. Executive Committee

- 5.1 The Executive Committee shall be made up of no less than six and no more than twelve Executive Members appointed in accordance with articles 5.2 and 6.
- 5.2 Persons who are directors or senior managers of a Full Member of the Union may be appointed as Executive Members of the Union. The office of Executive Member is not transferable.

6. Methods of appointing Executive Members

- 6.1 Any person who is willing to act as an Executive Member, and is permitted by law and under article 5.2 to do so, may be appointed to be an Executive Member by a resolution of the union passed by Full Members holding no less than two-thirds of the voting rights in the Union.
- 6.2 *A resolution of the Union on the appointment of an Executive Member may be put to and passed by the Full Members:*
 - 6.2.1 at a general meeting of the Full Members convened pursuant to clause 30 to 39
 - 6.2.2 in Hard Copy or Electronic Form pursuant to clause 41.

7. President and Vice-President of the Union

- 7.1 Any one of the Executive Members of the Union may be appointed as President or Vice-President of the Union by a resolution of the company passed by Full Members holding no less than two-thirds of the voting rights in the Union.

8. Retirement of Executive Members, President and Vice-President

- 8.1 The Executive Members, the President and the Vice-President shall hold office for two years from the date of their appointment. In the case of the first Executive Members, President and Vice-President, the date of their appointment shall be deemed to be the date when they were last appointed as Executive Members or President or Vice-President by the Former ISU.

- 8.2 At the second annual general meeting after the general meeting at which the President, Vice-President or an Executive Member was appointed (or deemed to be appointed under article 8.1) as President, Vice-President or an Executive Member of the Union, such person must retire from office
- 8.3 If an Executive Member, the President or the Vice-President is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.
- 8.4 For the avoidance of doubt, a person retiring as an Executive Member, President or Vice-President of the Union in accordance with this article 8 shall be eligible for re-election as an Executive Member, President or Vice-President of the Union.

9. Termination of Executive Member's appointment

- 9.1 A person ceases to be an Executive Member as soon as—
- (a) that person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;
 - (b) a bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - (d) a registered medical practitioner who is treating that person gives a written opinion to the Union stating that that person has become physically or mentally incapable of acting as an Executive Member or director and may remain so for more than three months;
 - (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - (f) notification is received by the Union from the Executive Member that the Executive Member is resigning from office, and such resignation has taken effect in accordance with its terms;
 - (g) in the case of an Executive Member which is itself or himself a Full Member of the Union, that person ceases to be a Full Member of the Union; or
 - (h) in the case of an Executive Member which is or was a director or employee of a Full Member of the Union, the Member of which the Executive Member is or was a director or employee ceases to be a Full Member of the Union.

10. Executive Members' expenses

- 10.1 The Executive Committee may authorise the payment by the Union of any reasonable expenses which the Executive Members properly incur in connection with—

- (a) their attendance on behalf of the Union at an event not falling within the ordinary course of their duties as Executive Members of the Union; or
- (b) an exercise of their powers or discharge of their responsibilities in relation to the Union not falling within the ordinary course of their duties as Executive Members of the Union.

EXECUTIVE MEMBERS' POWERS AND RESPONSIBILITIES

11. Executive Members to be directors

- 11.1 For the purposes of the Companies Acts, the directors of the Union shall be the President, Vice President and Secretary General.

12. Executive Members' general authority

- 12.1 Subject to the articles, the Executive Members are responsible for the management of the Union's business, for which purpose they may exercise all the powers of the Union.
- 12.2 The Executive Members may prescribe, alter and cancel such rules as they consider are appropriate for the regulation of the Union, including rules relating to the admission of Full and Associate Members; a code of conduct; the handling of grievances raised by Full Members of the Union; the collection and payment of annual subscriptions from the Full Members; the collection of levies under the General Salvage and Wreck Removal Levy; the election of the President and Vice-President; and such other matters as the Executive Committee considers necessary or desirable from time to time.
- 12.3 The Executive Members may prescribe whether a resolution of the Union is to be put before Full Members at a general meeting or by Hard Copy or Electronic Form voting pursuant to clause 41.

13. Members' reserve power

- 13.1 The Full Members may, by special resolution, direct the Executive Members to take, or refrain from taking, specified action.
- 13.2 No such special resolution invalidates anything which the Executive Members have done before the passing of the resolution.

14. Executive Members may delegate

- 14.1 Subject to the articles, the Executive Members may delegate any of the powers which are conferred on them under the articles—
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and

(e) on such terms and conditions;

as they think fit.

14.2 If the Executive Members so specify, any such delegation may authorise further delegation of the Executive Members' powers by any person to whom they are delegated.

14.3 The Executive Members may revoke any delegation in whole or part, or alter its terms and conditions.

15. Committees

15.1 Committees to which the Executive Members delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by Executive Members.

15.2 The Executive Members may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY EXECUTIVE MEMBERS

16. Calling an Executive Committee meeting

16.1 Any Executive Member may call an Executive Committee meeting by giving notice of the meeting to the Executive Members or by authorising the Secretary General of the Union (if any) to give such notice.

16.2 Notice of any Executive Committee meeting must indicate its proposed date and time and where it is to take place.

16.3 Notice of an Executive Committee meeting must be given to each Executive Member, but need not be in writing.

16.4 Notice of an Executive Committee meeting need not be given to Executive Members who waive their entitlement to notice of that meeting, by giving notice to that effect to the Union not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

17. Quorum for Executive Committee meetings

17.1 At an Executive Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

17.2 The quorum for Executive Committee meetings is, and must never be less than, six. Always subject to that minimum, the Executive Members may from time to time agree to a different quorum provided that such agreement is unanimous.

17.3 If the total number of Executive Members for the time being is less than the minimum number for Executive Members set in article 5.1, the Executive Members must not take any decision other than

a decision to call a general meeting so as to enable the Full Members to appoint further Executive Members.

18. Chairing of Executive Committee meetings

18.1 Meetings of the Executive Committee will be chaired by the President, unless the President is not present at an Executive Committee meeting or indicates that they are not willing to chair a meeting of the Executive Committee, in which case the meeting shall be chaired by the Vice-President.

18.2 Where neither the President nor the Vice-President is present at an Executive Committee meeting; or the President is not present and the Vice-President indicates that the Vice President is not willing to act as chair of a meeting of the Executive Committee; or both the President and Vice-President indicate that they are not willing to act as chair of a meeting of the Executive Committee:

- (a) the Executive Members may appoint an Executive Member to chair the meeting; and
- (b) the person so appointed for the time being is known as the chairman.

18.3 The Executive Members may terminate the chairman's appointment at any time.

19. Casting vote

19.1 If the numbers of votes for and against a proposal are equal, the President or in his absence the Vice-President or, where a chairman has been appointed in accordance with article 18.2, the chairman has a casting vote.

19.2 Article 19.1 does not apply if, in accordance with the articles, the President, Vice-President or chairman who would have a casting vote is not to be counted as participating in the decision-making process for quorum or voting purposes. If in these circumstances, the voting members of the Executive Committee remain unable to reach agreement at the meeting, the next immediate Past President present at the meeting and with voting rights shall have the casting vote.

20. Decisions of Executive Members

20.1 The general rule about decision-making by Executive Members is that any decision of the Executive Members must be either:

- (a) a majority decision of the Executive Members present at a meeting of the Executive Committee; or
- (b) a decision taken by a majority of all eligible Executive Members indicating to each other by any means that they share a common view on a matter.

20.2 Decisions made by the Executive Members under article 20.1(b) may take the form of a resolution in writing to which a majority of the eligible Executive Members have indicated agreement in writing.

- 20.3 A decision may not be taken in accordance with article 20.1(b) if the eligible Executive Members would not have formed a quorum at such a meeting.
- 20.4 References in this article to eligible Executive Members are to Executive Members who would have been entitled to vote on the matter had it been proposed as a resolution at an Executive Committee meeting.
- 20.5 All major decisions of the Executive Committee shall be communicated in writing, either by Electronic Form or in Hard Copy, to the Members of the Union within thirty (30) days.

21. Conflicts of interest

- 21.1 If a proposed decision of the Executive Members is concerned with an actual or proposed transaction or arrangement with the Union in which an Executive Member is interested, that Executive Member is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 21.2 For the purposes of this article, references to proposed decisions and decision-making processes include any Executive Committee meeting or part of an Executive Committee meeting.
- 21.3 Subject to Article 21.4, if a question arises at a meeting of Executive Members or of a committee of Executive Members as to the right of an Executive Member to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the President or, where the meeting is being chaired by the vice President in accordance with article 18.1, the Vice-President or, where a chairman has been appointed in accordance with article 18.2, the chairman, whose ruling in relation to any Executive Member other than himself is to be final and conclusive.
- 21.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the President or, where the meeting is being chaired by the vice President in accordance with article 18.1, the Vice-President or, where a chairman has been appointed in accordance with article 18.2, the chairman, the question is to be decided by a decision of the Executive Members at that meeting, for which purpose the President, Vice-President or chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

22. Records of decisions to be kept

- 22.1 The Executive Members must ensure that the Union keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Executive Members.

23. Records of contact information to be kept

- 23.1 For the purposes of voting by either Electronic Form or Hard Copy, the Executive Members must ensure that the Union keeps, and maintains a Register of all Full Members' contact information. Such information must include registered addresses and email addresses. The responsibility for maintaining such Register shall be with the Secretary General.

23.2 The Register must be made available to all Full Members

24. Executive Members' discretion to make further rules

24.1 Subject to the articles, the Executive Members may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Executive Members.

PART IV - MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25. Applications for Full Membership

25.1 No company shall become a Full Member of the Union unless—

(a) that company:

(i) was a full member of the Former ISU at the date of the incorporation of the Union;
and

(ii) has paid its subscription for calendar year 2010;

OR

(b) that company fulfils the following criteria:

(i) that company is a marine salvor;

(ii) that company has completed an application for full membership in a form approved by the Executive Members;

(iii) the Executive Members have approved the application

(iv) that company has paid a joining fee in such sum as may be determined by the Executive Committee from time to time;;

(v) and either

(A) no existing Full Members of the Union have made any objections to the proposed full membership of that company in accordance with article 25.2;
or

(B) in the case that any existing Full Members of the Union have made objections to the proposed full membership of that company, Full Members of the Union holding no less than two-thirds of the voting rights in the Union have passed a resolution approving the proposed full membership of that company.

25.2 All applications for full membership of the Union shall be notified in writing to the Full Members of the Union within 5 working days of such applications being approved by the Executive Committee. Always bearing in mind the principles under article 4(t), any objections to an application for full membership made for the purposes of article 25.1(b)(iv) shall be made within twenty working days of the notice of the application, failing which a Full Member shall lose the right to object to the proposed full membership for the purposes of article 25.1(b)(iv) and the applicant's name shall be entered in the Union's register of Full Members.

26. Subscription

26.1 The Union shall have the right to charge its Members an annual subscription fee.

26.2 The amount of the annual subscription fee shall be determined by an ordinary resolution of the Full Members at the annual general meeting.

26.3 Where a Member is admitted to membership during the course of a calendar year, that Member shall be liable to pay any annual subscription fee set for that calendar year set in accordance with article 26.2, less an amount pro-rated to the number of days in the calendar year which have already passed at the date upon which that Member becomes a Member of the Union.

26.4 Any annual subscription fee charged to the Members in accordance with article 26.2 shall become due on 1 January each year. Such annual subscription shall be invoiced to the Member and payable for the full calendar year without rebate and in accordance with the terms of the invoice.

26.5 Any annual subscription fee charged to a new Member in accordance with article 26.3 shall become due and payable on the date upon which that Member becomes a Member of the Union.

26.6 Members failing to pay any annual subscription fee charged to them under this article within three calendar months of the day upon which the annual subscription fee becomes due under articles 26.4 or 26.5 may have their membership terminated by the Executive Committee in accordance with any Rules that they may determine from time to time in accordance with article **Error! Reference source not found.** .

27. Resolution of grievances

27.1 Any Full Member may report a grievance against any other Full Member, Associate Member or affiliate, to the Executive Committee which shall decide whether such grievance is substantial or not.

27.2 If the Executive Committee considers the grievance is not substantial, the President shall advise the member accordingly.

27.3 If the grievance is regarded as substantial, or a member of the Executive Committee reports that a Member is or has been acting in a manner which could bring the Union into disrepute then, the Executive Committee may decide:

- (a) by a majority of the Executive Members present at an Executive Committee meeting, that the matter should be resolved in accordance with the ISU Code of Conduct as contained in

the ISU Rules, except that the Executive Committee may not by a majority of less than two-thirds issue a letter of reprimand, suspend a Full Member, nor may the Executive Committee by a majority of less than one hundred per cent (100%) recommend the expulsion of a Full Member;

- (b) by a majority of two-thirds or more of the Executive Members present at an Executive Committee meeting, that a Full Member should be suspended with immediate effect; and
 - (c) by unanimous agreement, that the expulsion of a Full Member should be recommended to a general meeting of the Union.
- 27.4 Any decisions made by the Executive Committee in accordance with article 27.3 shall be immediately communicated to the Members of the Union in writing.
- 27.5 Where in accordance with article 27.3 the expulsion of a Full Member is recommended to the Union by the Executive Committee, a summary of the grievance shall be drawn up by the Union's legal adviser or a neutral third party and presented to the Union at a general meeting or communicated as set out in article 40. Full Members holding no less than two-thirds of the voting rights in the Union may then decide to expel the Full Member of the Union recommended for expulsion by the Executive Committee.
- 27.6 For the purposes of articles 27.3 and 27.5, a Member which has raised or is the subject of the grievance shall not be entitled to vote at and shall not count in the quorum for meetings of either the Executive Committee or for general meetings at which the grievance is decided.

28. Termination of membership

- 28.1 Membership is not transferable.
- 28.2 A company shall cease to be a Member of the Union when:
- (a) that company withdraws from membership of the Union by giving 7 days' notice to the Union;
 - (b) that company is expelled from the Union in accordance with article 27; or
 - (c) that company ceases to exist.

ASSOCIATE MEMBERS AND AFFILIATES

29. Associate Membership of the Union

- 29.1 The Executive Committee shall have the right to set such rules as it thinks fit for the admission of Associate Members to the Union.
- 29.2 The Executive Committee shall have the right in its sole discretion to accept or reject applications for Associate Members to the Union.
- 29.3 Associate Members shall not have any voting rights in the Union.

29.4 The Executive Committee shall notify the Members of the Union in writing of any decision to admit a new Associate Member of the Union.

30. Affiliates of the Union

30.1 The Executive Committee may in its sole discretion invite any trade associations or similar bodies who or which are interested in marine salvage to become affiliates of the Union.

30.2 Affiliates shall not have any voting rights in the Union.

30.3 The Executive Committee shall notify the Members of the Union in writing of any decision to admit a new affiliate of the Union.

ORGANISATION OF GENERAL MEETINGS

31. Attendance and speaking at general meetings

31.1 Only duly authorised representatives of Full Members shall have the right to attend, speak at and vote at general meetings of the Union.

31.2 A representative is able to exercise the right to speak at a general meeting when that representative is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that representative has on the business of the meeting.

31.3 A representative is able to exercise the right to vote at a general meeting when—

(a) that representative is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that representative's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other representatives attending the meeting.

31.4 In determining attendance at a general meeting, it is immaterial whether any two or more representatives of different Full Members attending it are in the same place as each other.

31.5 Two or more representatives who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

32. Attendance and speaking by Executive Members and other persons

32.1 Executive Members may attend and speak at general meetings.

32.2 The chairman of the general meeting may with the agreement of the Executive Committee permit other persons who are not Members of the Union to attend and speak at a general meeting.

33. Quorum for general meetings

33.1 No business other than the appointment of a chairman of the meeting is to be transacted at a general meeting if the representatives attending it do not constitute a quorum.

33.2 The quorum for general meetings shall be duly authorised representatives of Full Members of the Union representing not less than twenty-five per cent (25%) of the Full Members of the Union having the right to attend and vote at the meeting.

34. Chairing general meetings

34.1 The President shall chair general meetings if present and willing to do so.

34.2 If the President is unwilling to chair the meeting or is not present at a general meeting, the meeting shall be chaired by the Vice-President, and where neither the President nor the Vice-President is present at a general meeting; or the President is not present and the Vice-President indicates that the Vice President is not willing to act as chair of a general meeting; or both the President and Vice-President indicate that they are not willing to act as chair of a general meeting, the meeting must appoint an Executive Member or Full Member to chair the meeting, and the appointment of the chairman of the general meeting must be the first business of the meeting.

34.3 The person chairing a meeting in accordance with this article 34 is referred to as "the chairman of the general meeting".

35. Adjournment

35.1 If the representatives attending a general meeting do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the general meeting must adjourn it.

35.2 The chairman of the general meeting may adjourn a general meeting at which a quorum is present if the meeting consents to an adjournment.

35.3 The chairman of the general meeting must adjourn a general meeting if directed to do so by the meeting.

35.4 When adjourning a general meeting, the chairman of the general meeting must—

(a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Executive Members; and

(b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

35.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Union must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—

(a) to the same persons to whom notice of the Union's general meetings is required to be given; and

(b) containing the same information which such notice is required to contain.

- 35.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

36. Voting: general

- 36.1 Each Full Member of the Union has one vote.
- 36.2 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- 36.3 In the event that a Full Member has appointed more than one representative to attend a general meeting, only one of those representatives may exercise the vote of that Full Member when any one resolution is put to the vote.

37. Errors and disputes

- 37.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 37.2 Any such objection must be referred to the chairman of the general meeting whose decision is final.

38. Poll votes

- 38.1 A poll on a resolution may be demanded—
- (a) in advance of the general meeting where it is to be put to the vote; or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 38.2 A poll may be demanded by—
- (a) the chairman of the general meeting;
 - (b) the Executive Members;
 - (c) two or more persons of all the Full Members having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the Full Members having the right to vote on the resolution.
- 38.3 A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken; and
 - (b) the chairman of the general meeting consents to the withdrawal.
- 38.4 Polls must be taken immediately and in such manner as the chairman of the general meeting directs.

39. Content of proxy notices

- 39.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which—
- (a) states the name and address of the Full Member appointing the proxy;
 - (b) identifies the person appointed to be that Full Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Full Member appointing the proxy, or is authenticated in such manner as the Executive Members may determine; and
 - (d) is delivered to the Union in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 39.2 The Union may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 39.3 Proxy notices must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

40. Delivery of proxy notices

- 40.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Union by or on behalf of that person.
- 40.2 An appointment under a proxy notice may be revoked by delivering to the Union a notice in writing, either by Electronic Form or in Hard Copy, given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 40.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 40.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

41. Voting by Electronic Form or Hard Copy

- 41.1 Voting by Electronic Form or Hard Copy shall be conducted in accordance with such system, and on such terms, as the Executive Committee shall from time to time determine
- 41.2 If the Executive Committee proposes that a resolution is put before all Full Members as if at a general meeting and passed in either Electronic Form or by Hard Copy:
 - 41.2.1 the Executive Committee shall give notice to all the Full Members entitled to vote in respect thereof (save that accidental failure to notify all such Full Members shall not invalidate the passing of any resolution);
 - 41.2.2 the notice shall set out the terms of the proposed resolution and shall have attached to it any information that the Executive Committee considers is relevant for the Full Members to have when deciding how to vote; and
 - 41.2.3 set a time period during which votes can be cast.

42 Amendments to resolutions

- 42.1 An ordinary resolution to be proposed at a general meeting or in accordance with article 41 may be amended by ordinary resolution if—
 - 42.1.1 notice of the proposed amendment is given to the Union in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the general meeting may determine); and
 - 42.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the general meeting, materially alter the scope of the resolution.
- 42.2 A special resolution to be proposed at a general meeting or in accordance with article 41 may be amended by ordinary resolution, if
 - 42.2.1 the chairman of the general meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 42.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 42.3 If the chairman of the general meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART V - ADMINISTRATIVE ARRANGEMENTS

43 Means of communication to be used

- 43.1 Subject to the articles, anything sent or supplied by or to the Union under the articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Union.
- 43.2 Subject to the articles, any notice or document to be sent or supplied to an Executive Member in connection with the taking of decisions by Executive Members may also be sent or supplied by the means by which that Executive Member has asked to be sent or supplied with such notices or documents for the time being.
- 43.3 An Executive Member may agree with the Union that notices or documents sent to that Executive Member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

44 No right to inspect accounts and other records

- 44.1 Except as provided by law or authorised by the Executive Members or an ordinary resolution of the Union, no person is entitled to inspect any of the Union's accounting or other records or documents merely by virtue of being a Member.

EXECUTIVE MEMBERS' INDEMNITY AND INSURANCE

45 Indemnity

- 45.1 Subject to article 0, a relevant Executive Member of the Union may be indemnified out of the Union's assets against—
- 45.1.1 any liability incurred by that Executive Member in connection with any default, breach of duty or breach of trust in relation to the Union; or
- 45.1.2 any other liability incurred by that Executive Member as an officer of the Union.
- 45.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 45.3 In this article, a "relevant Executive Member" means any Executive Member or former Executive Member of the Union.

46 Insurance

- 46.1 The Executive Members may decide to purchase and maintain insurance, at the expense of the Union, for the benefit of any relevant Executive Member in respect of any relevant loss.
- 46.2 In this article—
- 46.2.1 a "relevant Executive Member" means any Executive Member or former Executive Member of the Union; and

46.2.1 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Executive Member in connection with that Executive Member's duties or powers in relation to the Union.