THE SOCIETY OF CONSULTING MARINE ENGINEERS AND SHIP SURVEYORS
ARTICLES OF ASSOCIATION

Adopted by Special Resolution
on (22nd July 2026)

A company (00164726) limited by guarantee and not having a share capital
Registered in England and Wales

INDEX TO ARTICLES

DEFINITIONS AND INTERPRETATION

1.1. In the Articles, unless the context requires otherwise –

1.1.1. "**Annual General Meeting**" means any meeting of the Society held in accordance with the provisions of Article 24.

1.1.2. "**Annual Subscription**" means such sum as shall be decided upon by the Council as the figure for the subscription fees in any one year.

1.1.3. **"Articles"** means the company's Articles of Association as duly amended or altered from time to time.

1.1.4. **"Associate Member"** means any person who is eligible for associate membership under the Bye-Laws and whose application for associate membership has been successful.

1.1.5. "**Auditors**" means the duly appointed auditors by the Society from time to time.

1.1.6. **"(The) Benevolent Fund"** means the charity fund administered by the Society for the benefit of members and their immediate family in need of assistance.

1.1.7. "**Bye-Laws**" means any rules or bye-laws of the Society for the time being and from time to time established and adopted under and pursuant to Article 83.

1.1.8. **"Chief Executive Officer (CEO)"** means the person who manages the Certifying Authority (CA) activities of the Society and the Society's membership administration.

1.1.9. **"Chair"** means the President or, in the absence of the President, one of the Vice-Presidents or such other person as shall be appointed as Chair of a General Meeting under the terms of Article 47.

1.1.10. **"Committee"** means any committee of the Council.

1.1.11. **"Committee Meeting"** means any meeting of a Committee.

1.1.12. **"Companies Act**" means the Companies Act (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company.

1.1.13. **"The Constitution"** means and includes the Memorandum of Association of the Society and these Articles of Association and the Bye-Laws of the Society from time to time in force.

1.1.14. **"Co-Opted Fellow or Member"** means any Fellow or Member co-opted by the Council under Article 67.2.

1.1.15. **"Council"** means the President, both Vice-Presidents and Past Presidents together with certain of the Fellows and/or Members.

1.1.16. **''Council Meeting"** means any meeting of the Council.

1.1.17. **"Director"** means a director of the Society, and includes any person occupying the position of director, by whatever name called.

1.1.18. **"Electronic Communication"** means any communication made in "electronic form" as defined in the Companies Act.

1.1.19. "**Fellow"** means any member of the Society who meets the requirements set out in the Bye Laws and whose application for transfer to the class of Fellow has been successful.

1.1.20. **"General Meeting"** means any meeting of the members of the Society.

1.1.21. **"Honorary Fellow"** means any person elected to be an honorary fellow by the Council under the provisions of Article 18.

1.1.22. **"Immediate Past President"** means any person who has held the office of President but whose term of office ended immediately before the President took office.

1.1.23. **"In Good Standing"** means a member who is in adherence to all the Society's Bye-Laws and has no outstanding dues or pending violations.

1.1.24. **"In Practice"** and **"Practising"** means engaged in remunerative professional employment in technical maritime affairs.

1.1.25. **"member"** means any member of the Society who meets the requirements set out in the Bye Laws and whose application has been successful or, where appropriate, a member of the Council or any committee of the Society.
1.1.26. **“Member”** means any person who is not a Fellow, Associate Member, Honorary Fellow or Student Member of the Society.
1.1.27. **“month”** means a calendar month.
1.1.28. **"Non-Practising"** means neither engaged in, nor seeking, remunerative professional employment in technical maritime affairs.
1.1.29. **"Office"** means the registered office for the time being of the Society.
1.1.30. **"Officer"** means those persons set out in Articles 61.
1.1.31. **"Ordinary Resolution"** has the meaning given in section 282 of the Companies Act 2006;
1.1.32. **"Past President"** means any person who has held the office of President of the Society but whose term of office has ended.
1.1.33. **"President"** means a person appointed as president of the Society under the By-Laws.
1.1.34. **"Principal Consulting Marine Engineer and Ship Surveyor"** means any person who is the proprietor or acting partner in a firm of consulting marine engineers, naval architects or marine surveyors, or is the principal surveyor, superintendent engineer or naval architect to a company or association whose principal business relates to shipping matters.
1.1.35. **"Profession(s)"** means any technical profession which falls directly into the category of consulting marine engineers or ship surveyors, or naval architects, or which is recognised by the Council as ancillary thereto.
1.1.36. **"Seal"** means the Common Seal of the Society.
1.1.37. **"Ship Surveyor"** means any person involved in matters of verification related to the design, construction, compliance, operation and condition of a floating object including its structure, outfitting, machinery, equipment and documentation when that person is duly experienced, qualified and approved (if required) to conduct such verifications, and however they may be referred to elsewhere, including the term examiner.
1.1.38. **"(The) Society"** means the Society of Consulting Marine Engineers and Ship Surveyors.
1.1.39. **"Special Resolution"** has the meaning given in section 283 of the Companies Act 2006;.
1.1.40. **"Student Member"** means any person who is eligible for student membership under the Bye-Laws and whose application for student membership has been successful.
1.1.41. "**Vice-President**" means any person appointed as a vice-president under the Byelaws.

Words and Expressions

1.2. Words importing the singular number only, include the plural number.
1.3. Words importing the plural number only, include the singular number
1.4. Words importing the masculine, feminine or neuter gender only, includes all genders.
1.5. The words "Marine" and "Maritime" are synonymous.
1.6. Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form. This is also to include electronic and digital form.

1.7. Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company

2. **General**

2.1. None of the Articles contained in Schedule 2 to the Companies (Model Articles) Regulations 2008 (Model Articles for Private Companies Limited by Guarantee) shall apply to the Society except so far as embodied in any of the following Articles, which shall be the Articles for the management of the Society.

2.2. The Society is, for the purpose of registration, declared to consist of an unlimited number of members.

2.3. Headings used in these Articles are inserted for convenience only and shall not affect construction.

2.4. Where pursuant to any provision of the Articles any notice, appointment of proxy or other document contained in a electronic communication is required to be signed or executed by or on behalf of any person, that signature or execution shall include the affixation by or on behalf of that person of an electronic signature or as defined in the Electronic Communications Act 2000) in such form as the Council may approve.

3. **OBJECTS**

3.1. The Society is established for the following purposes:

3.1.1. To provide a central organisation for those engaged in a consultative or similar capacity in technical maritime affairs,

3.1.2. To watch over, promote, and protect the mutual interests of its members and generally do all such things from time to time as may be advisable and/or necessary to elevate their professional status,

3.1.3. To foster the exercise of the highest quality of professional service and efficiency by its members,

3.1.4. To provide the opportunities for discussion amongst the members and to promote the acquisition and dissemination of useful information connected with the professions, so as to assist the members in the application of modern technology,

3.1.5. To appoint Trustees for the Society's Benevolent Fund from time to time. To make any contributions out of the surplus assets or income of the Society from time to time to any benevolent fund or funds,

3.1.6. To purchase, have, hold and dispose of any buildings to be used as an institute, college or lecture rooms, or any other property, real or personal, for the advance of the above objects or any of them,

3.1.7. To take all such steps as are necessary in order for the Society to maintain its maritime certifying authority status pursuant to the passing of any regulation or order by the relevant Secretary of State in connection with or concerning the safety or regulation of any ship, marine craft, pleasure yacht or pleasure craft. Further to take all such steps as are necessary for the Society to perform its duties in accordance with its obligations as such a certifying authority, and

3.1.8. To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them, provided that the Society 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 Society, would make it a trade union.

ALTERATION OF ARTICLES AND BYE-LAWS

4. Any duly approved alteration of the Articles or the Bye-Laws shall be presented to every member of the Society at their last known address or email address pending the publication of a revised copy of such Articles and Bye-Laws.

USE OF INCOME

5. The income and property of the Society, derived from whatever source, shall be applied solely towards the promotion of the objects of the Society as set forth in these Articles, and no portion of such income and property 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 Society except in the circumstances set out in Article 8 below.

REMUNERATION FOR SERVICES

6. Nothing in these Articles shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society or for approved out-of-pocket expenses or the payment of interest at a reasonable rate on money lent or reasonable and proper rent of premises demised or let by any member to the Society.

LIMITED LIABILITY

7. The liability of the members is limited to such amount as may be required not exceeding the sum of £10, and every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that they are a member, or within one year afterwards, for

    a) payment of the debts and liabilities of the Society contracted before they cease to be a member
    b) payment of costs, charges and expenses of winding up the same, and
    c) adjustment of the rights of the contributories amongst themselves.

WINDING UP

8. If upon winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever, such assets shall not be paid to or distributed amongst the members of the Society but shall be transferred to the Society’s Benevolent Fund or to such other charitable or not-for-profit organisation or organisations having objects similar to those of the Society as the Council or members may determine at or before the time of dissolution.

ADMISSION OF MEMBERS

9. The members of the Society (other than Honorary Members hereinafter mentioned) shall consist of such classes of membership as may be decided by the Council from time to time. Every person who can satisfy the qualification requirements of the Society shall be eligible for consideration as a member. Only Fellows, Members and Associate Members In good standing shall have power to vote at any meeting of the Society, or any Committee of the Society.

10. Any member who meets the requirements set out in the Bye-Laws, and when approved by Council to be duly experienced and qualified, may become a Fellow on payment of the additional fees required by the Articles and Bye-Laws.

11. It shall be competent for any duly constituted meeting of the Council in special cases to admit to membership of the Society any person or persons who may not be eligible under the Constitution, and it shall be in the absolute discretion of such meeting to decide whether any case brought before it is special or not, provided always that any person seeking to be admitted shall make application to the Council on the Society's official application form and provided further that the votes of not less than one-half of the members of the Council present are in favour of acceptance.

12. All members shall pay the Annual Subscription on the due date for their respective classes of membership for the time being in force as determined by the Council in accordance with the Bye-Laws. Persons admitted to membership shall, in addition, pay on admission such entrance fees as may be required by Council.

13. Any members transferring from one class of membership to another shall pay such transfer fees as may be required by Council.

14. Every member of the Society shall be entitled to a Certificate on admission or transfer. The certificates shall be in the form approved by Council, and when granted shall be signed by two of the following: President, Vice-President, and CEO of the Society for the time being.

15. All such Certificates shall remain the property of the Society and shall be returned to the Society upon request.

16. Every member, on admission, shall be provided with access to a copy of the Articles and the Bye-Laws of the Society for the time being in force.

17. The Council is empowered in the event of it being shown to their satisfaction that a misrepresentation has been made by, or on behalf of, and within the knowledge of any applicant, or in the event of the applicant's entrance fee and first annual subscription not being paid within three months after the admission of an applicant as a member of the Society, to revoke this.

18. Any duly constituted meeting of the Council shall be competent to elect any person to be an Honorary Fellow of the Society if the resolution proposing such election shall have been passed by three-quarters of the members of Council present and voting.

19. Honorary Fellows of the Society shall not be liable or be called upon to pay any fee or sum on admission as an Honorary Fellow, or to pay an annual subscription to the Society.

20. Every member shall notify annually, or as and when their place of business or residence changes to the CEO, an update of their details for the purpose of sending to such member any notice or notices of the Society.

RESIGNATION, FORFEITURE OF, OR SUSPENSION FROM MEMBERSHIP

21. Any member may resign on giving notice to the Council, but the Society shall be entitled to recover any subscription due from such member.

22. If any member shall fail to pay their subscription as required by Article 12 they shall be considered as having resigned and shall cease to be a member, and all rights and privileges of membership shall be withdrawn. The Council shall have power to exercise its discretion in varying or suspending the operation of this Article in special cases.

23. Should the professional behaviour of any member be called into question, being such behaviour as, in the opinion of the Council, merits serious consideration, then the Council, after notifying the said member in writing at their registered address of the alleged offences, shall afford that member an opportunity of giving an explanation within such time period as is specified in the notice either personally or in writing, whichever the member prefers. After receipt of the member's explanation or expiry of the said time period (whichever shall be the earlier) the Council shall decide what, if any, action is warranted in the circumstances. If censure is considered necessary, the Council may suspend the offending member withdrawing all rights and privileges during such period as it may think fit, or it may, if considered necessary, expel the offending member PROVIDED ALWAYS THAT any such action requires the consent of not less than two thirds of the members of the Council present and voting at that Council Meeting.

GENERAL MEETINGS

24. The Society shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Society and that of the next. The Annual General Meeting shall be held at such time and place as the Council shall appoint.

25. The Council may, whenever it shall think fit, and shall, upon a requisition made in writing by any twenty or more members having the right to attend and vote, stating the business for which the General Meeting is required, convene a General Meeting, or, in default, such a meeting may be convened by such requisitionists as is provided in Section 303 of the Act.

26. If a Member of Council fails to attend three consecutive meetings in person without just cause, they will be removed from Council. Attendance via electronic means is deemed to be an acceptable means of attendance.

NOTICE OF GENERAL MEETINGS

27. Every General Meeting of the Society, whether Annual or otherwise, shall be called by at least twenty-one clear days' notice (or at least 28 clear days' notice where the Companies Act so requires). The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. A General Meeting may be called by shorter notice than that specified in this Article in accordance with the provisions of Section 307 of the Act.

28. The notice shall specify the time and place of the General Meeting and in the case of special business (as defined by Article 46 hereof) the general nature of the business to be transacted or such information as the Act requires such notice to contain.

29. The notice shall be given to all the members and shall state with reasonable prominence that a member of the Society entitled to attend and vote is entitled to appoint a proxy to attend and vote on their behalf. A proxy must be a member of the Society.

30. Proxies may only be validly appointed by a notice in writing (a "Proxy Notice") which:

    30.1. States the name and address of the member appointing the proxy;
    30.2. Identifies the person appointed to be that member's proxy at the General Meeting in relation to which that person is appointed;
    30.3. Is signed by or on behalf of the member appointing the proxy, or is Authenticated in such manner as the Council may determine; and
    30.4. Is delivered to the Society in accordance with the Articles and any instructions contained in the notice of the General Meeting to which they relate.

31. The Society may require Proxy Notices to be delivered in a particular form and may specify different forms for different purposes.

32. Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

33. Unless a Proxy Notice indicates otherwise, it must be treated as:

    33.1. 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

    33.2. Appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the General Meeting itself.

34. 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 Society by or on behalf of that person.

35. An appointment under a Proxy Notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

36. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the General Meeting or adjourned General Meeting to which it relates.

37. 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.

38. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

39. Any members of the Society may attend and speak at General Meetings.

40. The members of the Council may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.

41. In determining attendance at a General Meeting, it is immaterial whether any two or more members attending it are in the same place as each other (video conferencing is acceptable).

42. Two or more persons 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.

43. The quorum for the Annual General Meeting shall be six members entitled to vote, present in person or by proxy.

44. The ordinary business for the Annual General Meeting shall be:

    44.1. to approve the minutes of the previous Annual General Meeting;
    44.2. to elect nominated Members or Fellows to Council;
    44.3. to elect the new President;
    44.4. to note the appointment or reappointment of Directors where applicable;
    44.5. to receive and approve the income and expenditure accounts and balance sheets of the Society's general and benevolent funds for the year;
    44.6. to receive the announcement of the Officers for the ensuing year;
    44.7. to acknowledge the investiture of the new President and hear the retiring President's remarks;
    44.8. to receive the new President's inaugural address; and
    44.9. to appoint the Society's accountants or auditors.

45. At all General Meetings other than the Annual General Meeting any six voting members present shall form a quorum. No business other than that for which such General Meeting has been called may be transacted at such a meeting.

46. All business other than that specified in Article 44 hereof transacted at the Annual General Meeting shall be deemed special as shall all business transacted at a General Meeting.

47. The President, or in the absence of the President, one of the Vice-Presidents, shall preside as Chair at every General Meeting of the Society but if none of them shall be present within fifteen minutes after the time appointed for the holding of the meeting or if none of them is willing to act then the members present and entitled to vote, shall elect one of their number to be Chair of the meeting.

48. No business shall be transacted at any meeting unless a quorum is present. If within half an hour from the time appointed for the meeting such a quorum (as defined in these Articles) is not present, the meeting, if convened upon the requisition of members entitled to attend and vote thereat, shall be dissolved. In any other case it shall stand adjourned to such other day, time and place as the Council may determine.

49. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place. No business shall be transacted at the subsequent adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

50. A person can exercise the right to speak at a General Meeting when that person is able to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

51. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

    51.1. by the Chair; or
    51.2. by at least five members having a right to vote on the relevant resolution; or
    51.3. by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote on the relevant resolution.

52. Upon demand of a poll, a poll must be taken forthwith.

53. A demand for a poll may be withdrawn if:

    53.1. the poll has not yet been taken;
    53.2. and the Chair of the General Meeting consents to the withdrawal.

54. A poll shall be taken as the Chair directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

55. In the case of equality of votes, whether on show of hands or on a poll, the Chair shall not be entitled to a casting vote in addition to any other vote the Chair may have.

56. Only fully paid-up Honorary Fellows, Honorary Members, Associate Members, Members and Fellows shall be entitled to vote at any General Meeting of the Society.

57. A person is able to exercise the right to vote at a General Meeting when:

    57.1. that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
    57.2. that person’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 persons attending the meeting.

58. 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.

59. Any such objection must be referred to the Chair of the meeting whose decision is final.

OFFICE

60. The Office of the Society shall be at such place in England and Wales as the Council may from time to time appoint. The principal management and general superintendence of the business of the Society shall be at the said Office.

THE COUNCIL AND OFFICERS

61. The Officers of the Society shall be:-

    61.1. the President, both Vice-Presidents, and the immediate Past President;

    61.2. a number of members, not less than five, (who together shall constitute the Council of the Society); and

    61.3. the CEO of the Society who shall attend all meetings of the Council (and all General Meetings of the Society) in the proper pursuit of their duties, but without voting rights.

62. The Council shall conduct and manage all the business and affairs of the Society subject always to the provisions of the Companies Act, the Articles and any directions given by Special Resolution. No alteration of the Articles and no such directions shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given.

63. The Directors of the Society shall be such persons as may be appointed by the Council from time to time. The Directors shall delegate their powers to conduct and manage the business and affairs of the Society to the Council, subject always to the provisions of the Companies Act, these Articles, the Bye-Laws and any directions given by Special Resolution. The quorum for any meeting of Directors shall be two. The Society shall have not less than two Directors at any time.

64. If the President shall become deceased whilst in office then the most senior Vice President by date of ratification by the Council shall be eligible to be appointed by the members and the Council will proceed with all dispatch to call a General Meeting of the Society in order to appoint such Vice President as the President.

65. Any candidate for the offices of President or Vice-President of the Society shall be a Fellow who is or has been a member of the Council or who is an Honorary Fellow of the Society.

66. Members of the Council shall be elected by the membership and the procedure for election shall be as determined by the Council from time to time. The results of the elections of elected members of the Council shall be announced at each Annual General Meeting, or in the next communication to members of the Society.

67. Elected members of the Council shall serve for up to three years, unless a different period is determined by the Council. At the end of this period they shall retire from office and not be eligible for re-election for 1 year, save where decided by the Council.

68. If an elected member of the Council resigns or otherwise ceases to be a member of the Council before the completion of their normal term of office, the vacancy shall be filled at the discretion of the Council. The person so elected shall serve on the Council for the remainder of the term of

office of the elected member of the Council whose vacancy they fill. Any person elected under this Article 69 to serve on the council for 1 year or less shall be eligible for immediate re-election as a member of the Council; otherwise they shall not be eligible for re-elections until 1 year has elapsed from their retirement save where decided by the Council.

69. Council may co-opt one or more Fellows to act in an advisory capacity. The co-option period shall not exceed twelve months although it may be renewed immediately on expiry. At any one time there shall be no more than three co-opted Fellows. Co-opted Fellows shall not have the power to vote.

70. Every member of Council shall vacate their office on ceasing to be a member of the Society, or being suspended for any period from membership of the Society.

71. A member of Council may at any time give notice in writing of their wish to resign from the Council, and on the acceptance of their resignation by the Council, but not before, their office shall be vacant. A member of the Council who shall resign under this Article shall not thereby be disqualified from being at any time thereafter re-elected.

72. Where a proposed decision of the Council is concerned with an actual or proposed transaction or arrangement with the Society in which a member of the Council is interested, the following applies:

    72.1. Subject to Article 73.2, that member of the Council is not to be counted as participating in the decision-making process for quorum or voting purposes.

    72.2. If Article 73.3 applies, a member of the Council who is interested in an actual or proposed transaction or arrangement with the Society is to be counted as participating in the decision-making process for quorum and voting purposes.

    72.3. This Article applies when:

        72.3.1. The Society by Ordinary Resolution dis-applies the provision of the Articles which would otherwise prevent a member of the Council from being counted as participating in the decision-making process;
        72.3.2. The member of the Council's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
        72.3.3. The member of the Council's conflict of interest arises from a permitted cause as defined in Article 73.4 below.

    72.4. For the purposes of this Article, the following are permitted causes:

        72.4.1. A guarantee given, or to be given, by or to a member of the Council in respect of an obligation incurred by or on behalf of the Society or any of its subsidiaries;
        72.4.2. Subscription, or an agreement to subscribe, for securities of the Society or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
        72.4.3. Arrangements pursuant to which benefits are made available to employees and members of the Council or former employees and members of the Council or any of its subsidiaries which do not provide special benefits for

members of the Council or former members of the Council.

72.5. For the purposes of this Article 73.5, references to proposed decisions and decision-making processes include any meeting of the members of the Council or part of meeting of the members of the Council.

72.6. Subject to Article 73.7, if a question arises at a meeting of the members of the Council or of a committee of the members of the Council as to the right of a member of the Council 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 Chair whose ruling in relation to any of the members of the Council other than the Chair is to be final and conclusive.

72.7. If any question as to the right to participate in the meeting of the members of the Council (or part of the meeting of the members of the Council) should arise in respect of the Chair, the question is to be decided by a decision of the members of the Council at that meeting, for which purpose the Chair is not to be counted as participating in the meeting of the members of the Council (or that part of the meeting of the members of the Council) for voting or quorum purposes.

MEETINGS OF THE COUNCIL

73. The Council shall hold at least two meetings in every year to be convened by the CEO as instructed, one of which shall be held shortly before the Annual General Meeting.

74. Four members of the Council shall constitute a quorum for the purposes of a Council Meeting.

75. Subject to these Articles, members of the Council participate in a meeting of the Council, or part of a meeting of the Council, when:

75.1. The meeting has been called and takes place in accordance with these Articles; and
75.2. They can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

76. In determining whether the members of the Council are participating in a meeting of the Council, it is irrelevant where any member of the Council is or how they communicate with each other.

77. If all the members of the Council participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them are.

78. At all meetings of the Council, the President, and in the absence of the President, one of the Vice-Presidents, shall be Chair of the meeting, and in their absence a Chair shall be elected from among those present.

79. In the case of an equality of votes, the Chair shall not be entitled to a casting vote in addition to any other vote he may have.

80. Minutes of the proceedings of Council shall include a record of attendance, and shall after approval, be distributed as agreed and filed as a permanent record of proceedings.

81. Every minute, when so approved and recorded shall, in the absence of proof of error, be considered a correct record of the original proceeding.

DUTIES AND POWERS OF THE COUNCIL

82. In addition to its general power the Council shall (without in any way prejudicing or limiting the extent of such general power) have the following special powers and duties:-

    82.1. It may establish and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation fund for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons (other than members of the Society) who are or were at any time in the employment or service of the Society and the partners, surviving partners and immediate family and dependants of any such persons and to establish and subsidise or subscribe to any institutions, associations, clubs or funds considered by it to be for the benefit of all or any such persons as aforementioned and to make payments for or towards the insurance of any such persons as aforesaid and to do all or any of the matter aforesaid either alone or in conjunction with others.

    82.2. It may, subject to the rules and regulations for the time being in force, do all other things that it considers conducive to the interest or good management of the Society or the promotion of its objects.

83. The Council may appoint from among its own members such Committees as it may deem expedient, and may delegate to any Committees so appointed such powers, authorities and discretions as may from time to time be vested in the Council subject always to the directions and in accordance with the principles laid down from time to time by the Council. The minutes of all Committee Meetings shall be passed to the CEO for circulation to the members of the Council.

84. The Council shall appoint:-

    84.1. Three trustees, who shall be empowered to sign all authorised cheques drawn by the Society, to make any payments authorised by the Council and to act as receiving names on behalf of the Society for payments due to the Society from such of the Society's investment sources as may be required. The trustees shall have no power to authorise any payments by the Society.

THE BYE-LAWS

85. The Bye-Laws of the Society may be amended by the Council from time to time provided that such alteration shall not cause the Bye-Laws to conflict with the Articles. The Articles shall prevail in the event of any conflict.

BOOKS AND ACCOUNTS

86.

86.1. The Council shall cause proper accounting records to be kept with respect to:-

86.1.1. entries from day to day of all sums of money received and expended by the Society;
86.1.2. all sales and purchases of goods by the Society; and
86.1.3. the assets and liabilities of the Society.

86.2. The financial records shall be kept at the Office or at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.

86.3. 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 accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in General Meeting.

86.4. At the Annual General Meeting in every year the Council shall cause to be laid before the Society proper income and expenditure accounts of the Society for the previous financial year together with proper balance sheets made up as at the same date.

86.5. The annual income and expenditure accounts and balance sheets shall, after being certified by the Auditors (which obligation shall only apply if auditors are appointed), be presented to the Council for approval, and be signed by at least two members of the Council before submission to the Annual General Meeting.

AUDITORS

87. Auditors shall be appointed and their duties regulated in accordance with the Companies Act unless the Society is exempt from audit pursuant to Part 16 of the Companies Act and the Council resolves not to appoint auditors.

THE SEAL

88. The Seal shall only be used by the authority of the Council. The Council may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a member of the Council.

COMMUNICATION

89.

89.1. Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the Society to a person by being made available on a website.

89.2. A member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address, but otherwise no such member is entitled to receive any notices from the Society.

89.3. If the Society sends or supplies notices or other documents by first class post and the Society proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting.

89.4. If the Society sends or supplies notices or other documents by electronic means and the company proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied.

89.5. If the Society sends or supplies notices or other documents by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.

89.6. For the purposes of Article 90, no account shall be taken of any part of a day that is not a working day.

THE SOCIETY OF CONSULTING MARINE ENGINEERS AND SHIP SURVEYORS

BYE-LAWS

A company (00164726) limited by guarantee and not having a share capital
Registered in England and Wales

Adopted by special resolution on (22 July 2026)

BYE-LAWS

PREAMBLE

Should there be any conflict between the provision of these Bye-Laws (or any modifications thereof) and the Articles of Association of the Society in force from time to time the provisions of the said Articles of Association shall prevail. The Articles of Association shall be used so far as is possible to resolve any doubt as to the interpretation of these Bye-Laws or any modification thereof. Expressions defined in the Memorandum and Articles of Association shall apply to these Bye-Laws. Pursuant to Article 83 of the Articles of Association, these Bye-Laws may be amended from time to time by the Council.

QUALIFICATION AND ADMISSION OF MEMBERS

Bye-Law 1.

(A) Those persons shall be eligible for consideration for admission to the class of Member whose qualifications comply with the following:-

(i) They shall have served an apprenticeship or its modern equivalent in Technical Maritime Affairs and shall have appropriate academic qualifications approved by the Council, and they shall have been, for at least two years at the date of application, a Principal Consulting Marine Engineer, naval architect, or Ship Surveyor or engine surveyor, or an assistant to a recognised consulting marine engineer, naval architect or Ship Surveyor.

(ii) Superintendent engineers and other technical experts whose normal activities are related to the profession, provided that they have also qualifications equivalent to those stated in (i) above, or persons with such other qualifications or experience as the Council may from time to time consider acceptable.

(B) Those persons shall be eligible for consideration for admission to the class of Associate Member whose qualifications comply with the following:-

(i) They shall have served an apprenticeship or its equivalent in Technical Maritime Affairs and/or have appropriate academic qualifications approved by Council, and

(ii) They shall be employed in a technical capacity by a recognised Consulting Marine Engineer, Naval Architect or Ship Surveyor.

(C) Those persons eligible for consideration for admission to the class of Student Member whose qualifications comply with the following:-

(i) Every Candidate for election to the class of Student Member shall satisfy the Council that they:-

(a) have passed such part or parts of an approved examination, or such exempting examination in lieu thereof, as the Council may from time to time approve; and

(b) is undergoing a course of further education training in order to qualify in the following disciplines, nautical and marine technology, marine engineering, naval architecture or ship operation or that the applicant holds a suitable position in these respective fields.

(ii) Student Members who possess the qualifications described for Associate Member will be required to transfer to the class of Associate Member.

Bye-Law 2. The requirements for transfer from one class to another (such transfer to be in the sole discretion of the Council) shall be:-

(A) Transfer from Associate Member to Member

The applicant at the time of their application for transfer shall meet all the requirements for the class of Member and have been an Associate Member for not less than two consecutive years.

(B) The requirements for transfer to the class of Fellow shall be:-

The applicant at the time of their application for transfer shall have been in a responsible position in the profession for not less than five years, and shall have been a Member of the Society for not less than two consecutive years prior to their application.

Bye-Law 3. All applications for admission to the Society, or for transfer shall be made on the Society's appropriate official application or transfer forms, properly completed in every case. Every application shall be supported and endorsed by two Members and/or Fellows or two maritime professionals who shall have personal knowledge of the applicant, and be willing to certify the veracity of the history and qualifications submitted, all in accordance with the Council's requirements as may be determined from time to time. Candidates for admission to Membership who are resident and practicing abroad and who are unable to comply with the foregoing must produce such other support for their applications as the Council may decide.

ANNUAL SUBSCRIPTION

Bye-Law 4. The payment of Entrance and Transfer Fees and Subscriptions shall be as required by Articles 12 and 13, and in respect of non-payment the discretion of the Council shall be subject to Article 22. The following conditions apply:-

(A) The Annual Subscription shall be due on the 31^{st} January each year and must be paid within three months of that date.

(B) All members who are in practice on the 1st January each year shall pay the full annual rate.

(C) Any member who is not so in practice shall pay a reduced rate as determined by the Council. Every member of the Society shall be deemed to be in practice unless and until they shall give notice to the contrary in writing to the Council of the Society.

(D) A year's subscription shall be payable on admission, unless the day of admission be later than 30th June, when only half-year's subscription shall be payable.

(E) Each member on being elected to another class of membership shall forthwith pay the difference (if any) between their current subscription and their subscription at the new class of membership for the current year, pro-rated for the length of time in each class. No refund being given if the new subscription is lower than that already paid.

Bye-Law 5. Any member who for any reason ceases to be a member shall nevertheless be liable to pay the amount of the current year's subscription and any other arrears for which they would normally have been liable. The Council shall have the power in special cases to suspend the operation of this Bye-Law.

The Council may, at it’s discretion, reduce or remit the Annual Subscription or the arrears of the Annual Subscription of any member who shall have been a subscribing member of this Society and shall have become unable to continue their subscription.

PRIVILEGES OF MEMBERSHIP

Bye-Law 6. The abbreviated distinctive titles for those desirous of indicating their connection with the Society, shall be the following:-

For Honorary Fellows	Hon. F.C.M.S
For Fellows	F.C.M.S.
For Members	M.C.M.S.
For Associate Members	A.M.C.M.S.
For Past Presidents	P.P. & F.C.M.S.
For Student Members	A.M.C.M.S. (Student)

Bye-Law 7. Any member of the Society shall be entitled to submit any matter of professional interest or importance for the consideration of the Council. The Council shall take such steps as deemed necessary to protect the interest of the member(s), and/or the Society.

ANNUAL LIST OF MEMBERS, ETC.

Bye-Law 8. The Council shall maintain and publish a list of the members, including their names, companies or firms, and such other information as the Council considers appropriate and are consented to by the members. This list shall be made available on the Society's official website and may be updated annually or at such intervals as the Council deems appropriate. The list shall also include the names of the Council members and Officers of the Society. Each member shall be entitled to access the list free of charge via the website. Printed or alternative copies may be distributed at the Council's discretion.

PROFESSIONAL CONDUCT

Bye-Law 9. Every member of the Society shall observe and be bound by the following:-

(A) To act at all times in a manner befitting the dignity and reputation of the Society so as to maintain its aims and objects in accordance with the requirements of Article 3 of the Articles of Association.

(B) To not improperly solicit professional work, and in any advertisement they shall indicate the name of the Society.

(C) To ascertain to the best of their ability, before accepting any assignment that the duties or other professional obligations to be undertaken fall within the area of their competence or that of those whose services they may retain.

(D) To act in professional matters in a fiduciary manner with regard to their clients whom they may advise in their professional capacity, and their fees and reasonable expenses to such clients shall constitute their sole entitlement in connection with such work.

(E) To not recommend to their clients any equipment, speciality or firm, the use of which would be to their own personal advantage, directly or indirectly, without first disclosing the fact to their clients.

(F) To not finance payments on their client's behalf to any ship or engine builder, repairing establishment or business firm for constructional or repair work carried out under their supervision. They may, however, issue certificates for payments by their clients of instalments due, but shall not be responsible for the said payments.

(G) Any alleged breach of these regulations by, or any professional misconduct of, a member shall be dealt with as provided by Article 23 of the Articles of Association.

OFFICERS AND COUNCIL

Bye-Law 10. There shall be a President of the Society who shall hold office for one year, or such longer period (not exceeding two years) as the Council may determine and the said period shall commence at the conclusion of each Annual General Meeting of the Society.

Bye-Law 11. There shall also be two Vice-Presidents, and both shall hold the title of "Vice-President". They shall be elevated in turn to the office of President. Thus each year there will be a vacancy for one Vice-President.

Bye-Law 12. The vacancy for Vice-President each year shall be subject to ratification by the Council.

CONDUCT OF PROCEEDINGS AT COUNCIL AND COMMITTEE MEETINGS

Bye-Law 13. Unless the Council shall otherwise determine the following procedure shall be adopted in respect of meetings of the Council and Council Committees, subject to any special provisions required by other Articles and Bye-Laws.

(A) Notices of Meetings, specifying the date, place and time of the meeting shall be given as follows:-

COUNCIL	-	21 days clear
ALL COMMITTEES	-	14 days clear

(B) Such notice shall be accompanied by a copy of the relevant Agenda stating the general nature of the business to be transacted at the Meeting.

(C) Items of business specified on the Agenda shall be taken and voted upon as necessary, which vote shall be final. In the case of equality of votes the Chairman shall not be entitled to a casting vote in addition to any other that they may have. No subject once dealt with shall be again discussed at the same meeting. Subjects may be raised again in the items of business after one calendar year has passed. The consideration of other matters may be taken but only at the discretion of the Chairman of the Meeting.

(D) Subject to the Act, the Agenda and Proceedings of the Council and Committee Meetings shall be regarded as confidential to the Society.

(E) All motions to be discussed must be duly proposed by a member, and seconded by another member present. Amendments must also be proposed and seconded. If the amendment is seconded and there is a majority acceptance of the amendment, then the amendment becomes the substantive motion. The motion is then carried forward to a vote. If not seconded such motion or amendment shall be deemed to be lost, and may not be discussed.

Bye-Law 14. Accurate Minutes shall be kept of the proceedings of all the Council and Committee Meetings, and copies shall be delivered to the members of the Council or Committee as the case may be entitled to attend the respective meetings thereof. Copies of the Minutes of Committee Meetings shall be made available to the Council upon request.

MEETINGS OF THE COUNCIL

Bye-Law 15. The following requirements are specific to Council Meetings only:-

Subject to the Companies Act, the Agenda and Proceedings of the Meetings of the Council are always to be treated as being confidential to Council.

THE BENEVOLENT FUND

Bye-Law 16. The Society's Benevolent Fund is administered by the Trustees of the Charitable Incorporated Organisation (CIO) under their Foundation Constitution. The Society ("the appointing body") may appoint up to 4 Trustees, or up to 50% of the total number of current CIO Trustees, whichever number is lower from time to time.

The Council welcomes donations, subscriptions and bequests or legacies to the benevolent fund of the Society.