

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION

1

The company's name is "Subterranea Britannica".

2

The company's registered office is to be situated in England.

3

The objects for which the company is established are to advance education and science for the public benefit by the study, understanding, recording and (where practical) the preservation and protection of man-made and man-used underground structures, objects and spaces.

4

The liability of the members is limited.

5

Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

Names and Addresses of Subscribers:

[REMOVED]

Company Registration Number: 06447148

ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SUBTERRANEA BRITANNICA

INTERPRETATION

1

In these articles—

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

“the articles” means the articles of the company.

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

[“communication” means the same as in the Electronic Communications Act 2000]

[“electronic communication” means the same as in the Electronic Communications Act 2000]

“executed” includes any mode of execution.

“office” means the registered office of the company.

“secretary” means the secretary of the company or any other person appointed to perform the duties of the secretary of the company, including a joint, assistant or deputy secretary.

“the United Kingdom” means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the company.

POWERS

2

For the purpose as set out in the objects clause but not otherwise the company may:

2.1.1 convene and hold meetings and excursions open to members and to the general public;

2.1.2 organise site visits whether underground or not or partly underground and partly on the surface for members and others;

2.1.3 publish notices periodicals pamphlets books and information in any other form or vehicle;

2.1.4 collect preserve and make available for reference manuscript and printed papers and information stored in any other way;

2.1.5 organise and encourage and collaborate in the surveying and archaeological recording of man-made and man-used underground objects spaces and structures and their geographical and geological context including associated surface features;

2.1.6 liaise and co-operate in connection with the investigation of man-made and man-used underground objects spaces and structures with owners and occupiers of land other organisations local and central government organisations and any other persons or corporations;

2.1.7 conduct or encourage historical research into published or unpublished recorded information of any kind concerning man-made and man-used underground objects spaces and structures;

2.1.8 facilitate the bringing together of individual members for the pursuance of the company's objects;

2.1.9 do all such other things as shall further the company's objects.

PROVISOS

2.2 Provided that in the furtherance of these objects the company shall encourage and promote:

2.2.1 the highest achievable standards of surveying archaeological investigation and recording historical research interpretation and publication;

2.2.2 comparative studies with like sites world-wide;

2.2.3 responsible investigation and management of underground sites by owners and occupiers having regard to the safety of life and property including adherence to all laws specifically current health and safety legislation;

2.2.4 the recognition of sites as important archaeological monuments geological exposures or wildlife habitats as the case may be including adherence to all laws relating to archaeological evidence sites and monuments geological deposits and exposures and legally protected species and habitats and the adoption of nationally and internationally recognised codes of practice in connection with inter alia archaeological excavation and publication the treatment and disposal of movable artefacts geological conservation and wildlife habitat and species conservation;

2.2.5 the scheduling where considered appropriate of underground sites and structures and objects as statutory Scheduled Ancient Monuments or Listing as Buildings of Architectural or Historical Interest;

2.2.6 the scheduling where appropriate of underground sites as statutory Local Nature Reserves Special Areas of Conservation Sites of Special Scientific Interest or National Nature Reserves;

2.2.7 the assistance of and collaboration with persons or organisations conducting properly organised and authorised research into geological or natural history features of underground sites;

2.2.8 the collaboration with owners and occupiers of land and with local and central government departments and their agents in the recognition and management of potential underground hazards to persons or property;

2.2.9 the observance of the best professional practice and appropriate codes of guidance for safety in underground archaeological investigation and recording with respect to underground atmospheres water unstable ground falls of ground the potential for injury from falling and other hazards peculiar to underground spaces;

2.2.10 the application of the income and property of the company whencesoever derived being applied solely towards the promotion of the objects of the company and no portion thereof being paid or transferred directly or indirectly to the members of the company provided that nothing herein shall prevent the reimbursement in good faith of reasonable and proper remuneration to any officer or servant of the company or to any member of the company in return for services actually rendered to the company or repayment of out-of-pocket expenses incurred in the furtherance of the company's objects;

2.2.11 The company shall be non-political and non-sectarian.

MEMBERSHIP

3

The subscribers to the memorandum of association of the company and such other persons as are admitted to membership in accordance with the articles shall be members of the company.

Every person who wishes to become a member shall deliver to the company an application for membership in such form as the officers require executed by him. Membership of the company shall be open to all persons and organisations in sympathy with the objects of the company and the qualifying clauses appended thereto. There is no lower age limit to personal membership but any personal members under the age of 18 shall participate in any events only if accompanied by their parent or legal carer.

3.1 There shall be five classes of membership:

3.1.1 Ordinary Membership for annual subscribing personal members;

3.1.2 Temporary Membership being personal membership for a period of less than one year for the purpose of participation in events organised by the company;

3.1.3. Group Membership for other clubs societies and organisations;

3.1.4 Honorary Membership - for individuals whether existing members or not who have made an extraordinary contribution to the objects of the company. Honorary Members shall be proposed and elected by the committee and shall at no time exceed ten in number including the company's President;

3.1.5 Exchange Membership - for other clubs societies and organisations on a reciprocal non-fee-paying basis.

SUBSCRIPTIONS

3.2 Annual subscriptions where applicable for all classes of membership shall be determined at annual general meetings from time to time.

TERMINATION OF MEMBERSHIP

3.3 Membership shall be terminated:

3.3.1 by the death of a personal member or the winding up of a group member;

3.3.2 by a member writing to declare termination of membership to the company's membership secretary;

3.3.3 by a member allowing subscriptions to fall three months in arrears although sent at least one written reminder and request for payment such member to be reported to the committee and removed from membership by resolution of the committee;

3.3.4 by resolution of the committee in the case of members whose conduct in connection with the objects of the company is considered to be detrimental to the fulfilment of those objects and to the company's reputation or who fail to comply with the provisions of paragraphs 2.2 to 2.2.11 and the company's rules or who misrepresent themselves as acting with the company's consent or on the company's behalf

3.3.4.1 provided that any member so removed may appeal against such removal by prior notice at an extraordinary general meeting to be convened to follow the next annual general meeting.

VOTING RIGHTS

3.4 Voting rights shall be limited to ordinary members whose subscriptions are not in arrears and honorary members.

PRESIDENT

4

The President shall be one of the honorary members.

DIRECTORS

4. a Officers and established members of the committee shall be invited, by the existing directors, to become directors of Subterranea Britannica, and shall remain as such while elected to and active on the committee.

b A director must be an individual aged 18 years or older.

OFFICERS

5

The company's officers and their responsibilities shall be:

5.1 the Chairman who whenever possible shall take the chair at all committee ordinary extraordinary and annual general meetings;

5.2 the Vice-Chairman who shall deputise for or take the place of the Chairman as circumstances demand;

5.3 the Secretary who shall cause proper minutes to be kept and circulated to committee members of all committee meetings and shall prepare and circulate in advance of such meetings such minutes and proper notices and agendas; he or she shall also cause proper minutes to be kept of all extraordinary and annual general meetings and shall prepare and circulate in advance of such meetings proper notices and agendas;

5.4 the Treasurer who shall ensure that a proper record is kept of the accounts of the company; one or more bank accounts may be operated by the company under the determination of the committee; cheques issued shall be signed by any two of the officers or committee members so authorised from time to time by the committee;

5.5 the Membership Secretary who shall ensure that a register of members is kept and that membership subscriptions are collected and banked.

5.6 the company may provide indemnity insurance for the Directors and Officers.

COMMITTEE

6

Management of the company is vested in a committee to be elected at each annual general meeting.

6.1 The company's committee shall be its officers and no fewer than three and no more than ten other ordinary or honorary members.

6.2 Committee members may take responsibility for specific areas including publication of communications and research management of the company's internet presence (Web Manager) and organisation of visits and study tours.

6.3 The committee shall have the power to co-opt any other ordinary or honorary member or members for particular purposes or to fill any vacancies in its numbers such co-option to extend until the following annual general meeting.

6.4 The committee shall meet at least twice in each calendar year between annual general meetings.

6.5 The quorum for a meeting of the committee shall be five persons.

6.6 The secretary shall give at least 21 clear days' notice of committee meetings to all members of the committee.

6.7 The committee shall ensure that the company is operated in accordance with the memorandum and articles of association proposing more detailed rules procedures and codes of practice as it shall from time to time determine for ratification by the company at an extraordinary general meeting.

6.8 The Vice-Chairman may act in place of the Chairman at any meeting of the company or its committee. In the absence of the Chairman and Vice- Chairman any other member of the committee may take the chair.

6.9 The President may attend meetings of the committee but shall have no vote.

6.10 The occupant of the Chair at any committee meeting may in the eventuality of a tied vote have a second or casting vote.

6.11 All officers and members of the committee shall retire at each annual general meeting but shall be eligible for re-election.

MEETINGS OF MEMBERS

7

In addition to committee meetings there may be ordinary general meetings annual general meetings and extraordinary general meetings.

ORDINARY GENERAL MEETINGS

7.1 Ordinary general meetings are reserved for lectures discussions etc and are not for the transaction of formal company business.

ANNUAL GENERAL MEETINGS

7.2 An annual general meeting shall be held each year at which the company's statutory reports and accounts the election of officers and a committee for the following year and any proposals to change the subscription rates shall be considered by the members in attendance.

7.3 At least 21 clear days' notice in writing of the date time place and agenda for the annual general meeting together with the annual statutory reports and accounts shall be sent by post or otherwise to all members.

EXTRAORDINARY GENERAL MEETINGS

7.4 The committee or any fifteen ordinary and or honorary members may request and require the secretary to convene an extraordinary general meeting and to circulate 21 clear days in advance notification of the date time and place of this to all ordinary and honorary members setting out clearly the nature of the business to be considered.

7.4.1 Extraordinary meetings shall consider appeals against termination of membership proposed changes to the memorandum and articles of association or winding up of the company or such other business as is required.

7.4.2 An extraordinary general meeting may with the consent of a simple majority of the ordinary and honorary members present at that meeting be adjourned to another date time and place notification of such date time and place to be agreed by or communicated to only such members as are present at the meeting to be adjourned.

QUORA FOR ANNUAL AND EXTRAORDINARY GENERAL MEETINGS

7.5 The quorum for any annual general meeting or extraordinary general meeting including an adjourned extraordinary general meeting shall be fifteen ordinary and or honorary members present at the meeting.

VOTING AT ANNUAL AND EXTRAORDINARY GENERAL MEETINGS

7.6 All decisions of annual and extraordinary general meetings shall be taken by simple majority apart from those relating to the amendment of the memorandum or articles of association or the winding up of the company which shall require a 75% majority. In all cases the occupant of the Chair shall have a second or casting vote if necessary.

7.7 There shall be no provision for voting by post.

7.8 Any member is entitled to appoint another person as a proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the company.

ELECTRONIC COMMUNICATIONS

7.9 The company may send or supply documents or information to members in electronic form.

7.10 The company may send or supply documents or information to members by making them available on a website.

ALTERATIONS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

8

Any proposals for alteration of the memorandum and articles of association shall be notified to all ordinary and honorary members and considered at an extraordinary general meeting.

ANNUAL REPORT AND ACCOUNTS

9

Statutory reports and accounts shall be circulated to all ordinary and honorary members at least 21 clear days in advance of each annual general meeting.

9.1 The Treasurer shall ensure that the company's accounts are inspected by an independent examiner annually.

9.2 The Secretary or the Chairman shall cause an annual report to the membership to be prepared describing the company's work in the preceding year and presented at the annual general meeting.

WINDING UP

10

If the committee decides that it is advisable or necessary to dissolve the company they shall call an extraordinary general meeting of all ordinary and honorary members giving no fewer than 21 clear days' notice.

10.1 The notice convening the meeting shall state the terms of the proposed motion and the background to the circumstances.

DISPOSAL OF ASSETS ON DISSOLUTION

10.2 In the event of the dissolution of the company the committee shall realise any assets held by or on behalf of the company. Any assets remaining after the settlement of any proper debts and liabilities shall be given or transferred to one or more registered charities having objects similar to the objects of the company.

Names and Addresses of Subscribers:
[REMOVED]