

Articles of Association of The Institution of Engineering Designers

GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 1985
These presents	These Articles of Association, and the Bye-Laws of the Institution from time to time in force
The Institution	The above-named Company
The Council	The Council of Management for the time being of the Institution
The Office	The registered office of the Institution
The United Kingdom	Great Britain and Northern Ireland
In writing	Written, printed or lithographed, or partly one and partly another and other modes of representing or reproducing words in a visible form

And words importing the singular number only shall include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations. Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Institution shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2 The number of members with which the Institution proposes to be registered is unlimited.

3 The provisions of sections 352, 353 and 354 of the Act shall be observed by the Institution, and every member upon election shall sign an engagement form undertaking to abide by these presents as they now are or as they shall subsequently be amended or revised.

4 The Institution is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

5 (a) The membership of the Institution shall consist of Fellows, Members, Associates, Competent Draughting Associates, Graduates, Diplomates and Students. The Council shall also have power to elect Honorary Fellows. The Council shall issue to a member of any grade a Diploma or Certificate showing the grade for which he has qualified by examination and/or by the submission of such evidence as is capable of establishing the member's professional ability and integrity. Every such Diploma or Certificate is to remain the property of, and on demand be returned to, the Institution.

(b) The Institution may have divisions. Elected members to any of the grades listed in Article 5(a) above shall qualify for entry to any division according to the requirements of Article 7 and as prescribed in the Bye-Laws.

VOTING RIGHTS

6 Fellows and Members are classed as Corporate Members and have full voting rights. Associates and Competent Draughting Associates are classed as Non-Corporate Members and have no voting rights. Graduates, Diplomates and Students are classed as Affiliate Members and have no voting rights. Associates, Competent Draughting Associates, Graduates, Diplomates, Students and Honorary Fellows shall not be members for the purpose of the Act and accordingly shall not be entered on the Register of Members.

MEMBERSHIP QUALIFICATIONS

7 (a) Corporate and Non-Corporate Members, that is to say Fellows, Members, Associates and Competent Draughting Associates shall be elected by the Council to an appropriate division and shall have passed or been exempted from such examination, and have had such training and professional experience as the Council shall from time to time prescribe in the Bye-Laws.

(b) Affiliate members, that is to say Graduates, Diplomate and Student members, shall be accepted into membership on demonstrating that they are actively or prospectively engaged in the field of engineering design, product design or design technology and have satisfied the requirements that Council shall from time to time prescribe in the Bye-Laws.

(c) Honorary Fellows shall be persons elected by the Council in acknowledgement of special services rendered to the Institution or to the profession in general, due regard being paid to the fact that it is the highest honour the Institution has power to bestow. Honorary Fellows may attend and speak at General Meetings, but shall have no vote.

ELECTION OF MEMBERS

8 Application for admission and transfer within membership must be submitted on the Institution's official form and must be supported by members of the profession acting as proposer and referees as detailed in or pursuant to the Bye-Laws. The election of all members and the re-admission as members of persons whose membership may have lapsed or been determined shall be vested in the Council, whose decision shall be final.

RETIREMENT OF MEMBERS

9 Any member, provided he is not under any liability to the Institution, shall be entitled to resign his membership on giving notice in writing of his intention to do so, not less than three months before the end of the period covered by the annual subscription, and such notice shall be accompanied by his Diploma of membership. Any member failing to give such three month's notice shall be liable for the annual subscription for the ensuing year.

REMOVAL OF MEMBERS

10 The Council shall have the power by resolution, without assigning any reason therefore, to determine the membership of any member whose conduct, in the opinion of three-quarters of the whole elected Council, is deemed to be detrimental to the interests of the Institution, provided always that there shall be given at least twenty one day's notice of such meeting, clearly stating the intention to consider at such meeting the determination of such membership, and the member whose conduct is in question shall be given an opportunity of appearing before the Council in person or by his representative and being heard in his defence.

RIGHTS OF MEMBERS

11 A member shall be entitled to append to his name the initial letters indicating his membership as follows:

- Fellows FIED
- Member..... MIED
- Associate.....AIED
- Competent Draughting Associate..... CDAIED
- Honorary Fellow HonFIED
- Past Chairman..... (PCh) after membership grade
- Past Honorary President (PHP) after membership grade

(Prior to 1994 Chairman of Council held the rank of President of the Institution. Those who held the post of President prior to 1994 may use (PP) after membership grade).

12 Every Corporate Member, as defined in Article 6, shall have one vote at General Meetings and in ballots for the election of the Council. No member, whilst in receipt of any salary or emolument from the Institution shall be entitled to vote at any General Meeting of the Institution. No person other than a Corporate Member who shall have paid every subscription and other sum, if any, which shall be due and payable to the Institution, shall be

entitled to vote on any question at any General Meeting or in any ballot. At General Meetings votes shall be given personally or (on a poll) by proxy. A proxy may be appointed in any usual or common form or in such form as the Council may approve, but need not be a member of the Institution.

13 The rights and privileges of all members shall be to receive or enjoy the facilities provided by the Institution and as provided in the Articles of Association or Bye-Laws of the Institution, and such rights and privileges shall be personal and not transferable or transmissible by a member's own act or by operation of law, and they shall cease on death.

SUBSCRIPTIONS AND FEES

- 14 (a) Subscriptions shall from time to time be approved by the Institution in General Meeting and any changes notified to members as laid down in the Bye-Laws.
- (b) Subscriptions shall be payable on election. A candidate's election will not be ratified unless he shall have paid his subscription for the current year. Thereafter the annual subscription shall be due and payable in each year on the anniversary of the date of the member's election. All subscriptions shall be due and payable in advance.
- (c) A member whose subscription is overdue shall forfeit all rights and privileges of membership whilst such subscription is unpaid.

If any member shall leave his subscription in arrears for six months, and shall have failed to pay such arrears within three months after written application by the Secretary, his membership may be determined by the Council, but he shall continue liable to pay the arrears of subscription due at the time his name was struck off the Register.

- (d) A member of any grade who is retired and not in full time gainful employment may apply to be classed as a Retired Member, paying such lesser subscription as may from time to time be decided by Council. Applications for retired membership will be assessed according to age - 65+ automatic retirement provided not in full-time employment, 60-65 to be assessed by the Secretary, <60 to be assessed by the Executive Board.

- (e) Entrance and/or exemption fees may be payable as appropriate and as may from time to time be determined by the Council and be prescribed in the Bye-Laws.

Upon promotion to a higher grade of membership, a member shall pay only the difference of the entrance fee previously paid and the annual subscription to the new grade.

- (f) The Council may at its absolute discretion in any special case reduce or remit the annual subscription of any member or category of membership.

PROFESSIONAL CONDUCT

- 15 (a) Every member of the Institution shall exercise his professional skill and judgement to the best of his ability and uphold the reputation and dignity of the profession by discharging his professional responsibilities with integrity, and shall safeguard the public interest in matters of safety, health and otherwise. No member shall abuse his connection with the Institution to further his personal or business interests.
- (b) The Council shall prescribe Rules of Professional Conduct and Regulations for the Enforcement thereof, which rules and regulations shall be made known to the members. Such Rules and Regulations shall *inter alia* include specific provision giving any member accused of misconduct the right to call, examine and cross-examine witnesses and shall give such accused member a right to appeal to Council and if not then satisfied to the EC(UK).

Provided that no member's name shall be removed from the Register in pursuance of the foregoing or any breach thereof until after the conditions of Article 10 have been duly observed and given effect.

- (c) Should the Secretary receive any information from any source which in his opinion constitutes *prima facie* evidence that a member is acting or has acted in breach of the Rules of Professional Conduct, then the Secretary shall forthwith proceed in accordance with the Regulations for the Enforcement thereof, prescribed by the Council.

GENERAL MEETINGS

- 16 The Institution shall hold a General Meeting in every calendar year as its Annual General Meeting, at such time and place as shall be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the preceding Annual General Meeting or, in the case of the first Annual General Meeting, after the date of incorporation.
- 17 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
- 18 The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall be convened on such requisition or, in default, may be convened by such requisitions as provided by Section 368 of the Act.
- 19 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty one day's notice. A meeting of the Institution other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in the case of special business, the general nature of that business shall be given, in the manner hereinafter mentioned (Article 68) or in such other manner, if any, as may be prescribed by the Institution in general meeting to such persons as are, under these articles or under the Act, entitled to receive such notices.
- 20 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 21 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in accordance with Articles 42-48, the installation of the Chairman of Council, Vice Chairmen and Honorary Treasurer and the appointment of, and the fixing of the remuneration of, the Auditors.

- 22 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twenty Corporate Members of the Institution, present and entitled to vote, shall constitute a quorum.
- 23 If within half an hour from the appointed time for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to a time and place in the following fifteen days designated by the Secretary, when the Corporate Members present, whatever their number, shall constitute a quorum.
- 24 The Chairman of Council or, in his absence, a Vice-Chairman of Council shall preside as Chairman at every General Meeting, but if the Chairman of Council or a Vice-Chairman of Council shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall elect one of their own number to act as Chairman.
- 25 The Chairman may, with the consent of the Meeting, adjourn the Meeting, but no business shall be transacted at the adjourned Meeting other than unfinished business from the previous Meeting. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as the original Meeting. Save as aforesaid, the members shall not be entitled to any notice of any adjournment, or of the business to be transacted at an adjourned Meeting.
- 26 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the show of hands, demanded by the Chairman of the Meeting or by at least three Corporate Members present or by a Corporate Member or members present and representing one tenth of the total voting rights of all members having the right to vote at the meeting and unless a poll be so demanded a declaration by the Chairman of the Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institution shall be conclusive of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 27 Subject to the provisions of Article 28, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
- 28 No poll shall be demanded on the election of a Chairman of the Meeting, or on any question of adjournment.
- 29 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.
- 30 The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question of which a poll has been demanded.

THE COUNCIL

- 31 The following Principal Officers shall be *ex officio* members of the Council and the Executive Board:
- (a) The Chairman, who shall be Chairman of Council;
 - (b) Up to three Vice-Chairmen, one of whom shall be appointed Vice-Chairman of Council; and
 - (c) The Immediate Past Chairman.
- All other Past Chairmen of Council of the Institution shall be honorary members of the Council without voting rights, save for those elected in accordance with Articles 44-47 who shall have voting rights. The Chairman of the Membership Committee, the Chairman of the Education and Training Committee, and the Regional Co-ordinator elected representative, being corporate members of the Institution, shall be appointed annually by the Council and, if not Council members in their own right, shall be *ex officio* members of Council.
- 32 In addition to the *ex officio* members, the Council shall include no more than sixteen and not less than eight ordinary Council members, who shall be corporate members of at least three years standing.

POWERS AND DUTIES OF THE COUNCIL

- 33 The business of the Institution shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, establishment and registration of the Institution as they think fit, and may exercise all such powers of the Institution and do on behalf of the Institution all such acts which are not by statutes or by these presents required to be exercised or done by the Institution in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Institution and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institution in General Meeting. But no regulations made by the Institution in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made. The Council may make Bye-Laws not being inconsistent with any of the provisions of the Memorandum and Articles of Association for the regulation of the affairs of the Institution.
- 34 The members of the Council for the time being may act notwithstanding any vacancy in their body; provided always that in case the ordinary members of the Council shall at any time be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council, for the purposes of admitting persons to membership of the Institution, filling up vacancies in their body, or of summoning a General Meeting, but for no other purpose.
- 35 The Council shall have power to co-opt from the corporate membership to fill casual vacancies on the Council. These co-opted members shall have all the rights and privileges of other Council members, and shall be entitled to vote at Council meetings. Members so co-opted shall retire at the end of the year in which they were co-opted, but they may be nominated for

election to Council. A maximum of three co-opted members shall be allowed at any one time.

- 36 The Council shall have power to establish or close down Branches as may be deemed desirable, and such Branches shall be organised and run in accordance with the Bye-Laws.
- 37 The Council shall issue Terms of Reference for all Boards, Committees and Panels it may set up to regulate and authorise their functions. Terms of Reference may be revised only as determined by resolution of the Council.

ADMINISTRATION

- 38 The Council shall maintain such headquarters and staff as may be necessary to ensure the efficient management of the affairs and accounts of the Institution.

THE SECRETARY

- 39 The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. If there is no Secretary or no Secretary capable of acting, the Executive Board may appoint an Acting Secretary until the position is determined by Council.

THE SEAL

- 40 The Seal of the Institution shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser, or person bona fide dealing with the Institution such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF COUNCIL

- 41 The office of a member of the Council shall be vacated:
- (a) If a receiving order is made against him or he makes any arrangements or composition with his creditors;
 - (b) If he becomes of unsound mind;
 - (c) If he ceases to be a corporate member of the Institution;
 - (d) If by notice in writing to the Institution he resigns his office;
 - (e) If he ceases to hold office by reason of the provisions of section 293 of the Act or of any order made under sections 295 to 300 of the Act;
 - (f) If he is removed from office by a resolution duly passed pursuant to section 303 of the Act.

APPOINTMENT OF OFFICERS AND ELECTION OF COUNCIL

- 42 The Chairman and Vice-Chairmen shall be appointed annually by the Council. The Chairman shall serve for one year but be eligible for re-appointment for a consecutive year. Vice-Chairmen shall serve for one year and be eligible for re-appointment for two consecutive years. Council shall nominate a Senior Vice-Chairman to act in the absence of the Chairman. The Principal Officers and newly elected members of the Council shall assume office at the General Meeting.
- 43 The Honorary Treasurer shall be appointed annually by the Council. The Honorary Treasurer shall serve for one year but be eligible for a further consecutive four years. Appointment shall take effect from the date of the Annual General Meeting.

44 At the Annual General Meeting in each year one-third of the elected members of the Council or, if their number is not a multiple of three, the number nearest to but not exceeding one-third, shall retire, those to retire being those who have been longest in office since the date of their last election, but as between persons who became members of the Council on the same day, those to retire shall (unless otherwise agreed amongst themselves) be determined by lot. A member so retiring may be eligible for re-election. Ordinary Councillors may stand elected for a maximum of three terms of office - nine years in total, following which they must stand down, except when a Councillor in his ninth year of office may still be elected as Chairman of Vice Chairman and serve for a further period defined in Article 42.

45 An election to fill vacancies on the Council shall be held annually and the Council shall draw up a list of the candidates nominated by the Council to fill such vacancies. Notice of the election shall be given to all corporate members at least fourteen days prior to the date fixed for receiving nominations, which shall not be less than eight weeks prior to the Annual General Meeting in each year. This notice shall record:

- (a) the number of vacancies to be filled,
- (b) the candidates nominated by the Council to fill such vacancies,
- (c) the non-retiring ordinary members of the Council, and
- (d) the Principal Officers appointed by the Council to take office in the following year.

As to the number of corporate members from each division who shall serve on Council, this shall be as near as possible proportional to the number of corporate members in each division, given the requirements of Articles 44, 46 and 47. At least half the elected Council shall be EC(UK) registered engineers, of which at least four shall be Chartered Engineers (CEng), at least one shall be an Engineering Technician (EngTech) and the remainder shall be Incorporated Engineers (IEng).

46 Any three corporate members (being themselves entitled to vote at General Meetings of the Institution) may nominate any other duly qualified person for election to the Council by delivering such nomination in writing to the Secretary, together with the written consent of such person to accept office if elected, before the closing date for nominations. Provided that if the number of candidates nominated by the Council and such corporate members does not exceed the number of vacancies to be filled, those candidates shall be deemed to be elected unopposed.

47 If the number of candidates nominated by the Council and by the corporate members for election to the Council exceeds the number of vacancies to be filled, such vacancies shall be filled by a postal ballot, the ballot papers for which (containing the names of the candidates and information about them) shall be sent by the Council not later than twenty-eight days before the date of the Annual General Meeting to corporate members of the Institution entitled to vote at General Meetings of the Institution as at the date of issue

of the ballot papers. Any corporate member so entitled to vote may vote in favour of as many different candidates as there are vacancies to be filled, but shall not be entitled to cast more than one vote in favour of any one candidate. The ballot papers to be valid shall be properly completed and returned to the Secretary to be received at least seven days before the Annual General Meeting. The Council shall appoint scrutineers to count the votes cast. At the Annual General Meeting the names of the successful candidates shall be announced and the Chairman of the Meeting shall formally declare them to be duly elected.

The accidental omission to issue a ballot paper to, or the non-receipt of a ballot paper by, any corporate member entitled to receive same, shall not invalidate any postal ballot, or the result of any corporate member entitled to receive same, shall not invalidate any postal ballot, or the result of any election declared on the basis thereof. Subject to the foregoing provisions of this Article any such postal ballot shall be conducted and regulated in such manner as the Council shall from time to time determine.

48 If at such declaration there shall prove to be no Engineering Technician representation on the Council, the Council shall co-opt a member registered as an Engineering Technician without voting rights until the following Annual General Meeting, notwithstanding the provisions of Article 32.

PROCEEDINGS OF THE COUNCIL

49 The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A quorum of such a meeting shall be seven corporate members of the Council. Questions arising at any meeting shall be decided by a majority of those present. No-one shall have more than one vote excepting the Chairman of the Meeting when exercising a casting vote.

50 At the request of any four members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to a notice of a meeting.

51 The Chairman as Chairman of Council shall take the Chair at all meetings which he attends. When the Chairman is not present, the Vice-Chairman appointed as Senior Vice-Chairman shall officiate. If neither are present within five minutes after the time appointed for holding the meeting, the members of the Council present shall choose another Vice-Chairman or one of their number to be Chairman of the meeting.

52 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institution for the time being vested in the Council generally.

53 The Council may delegate any of their powers to a Board consisting of such member or members of the Council as they think fit, and any Board so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The Council may also invest the Executive Board constituted as in Article 31 with powers to act for the

Council in situations of emergency or special circumstances determined by the Council. The meetings and proceedings of any such Board shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

54 All bona fide acts done by any meeting of the Council or of any Board of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect to the election, appointment or continuance in office of any such member or person be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

55 The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Institution and of the Council and of Boards of the Council. All business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated.

56 A resolution in writing signed by all the members for the time being of the Council or of any Board of the Council who are entitled to receive notice of a meeting of the Council or of such Board shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Board duly convened and constituted, other than a meeting convened under Article 10.

PRESIDENTS AND VICE-PRESIDENTS

57 The Council shall have power from time to time to appoint, and at any time remove, a President and one or more Vice-Presidents of the Institution.

58 Such appointment shall be from persons who in the opinion of Council are willing and able to effectively represent and further the aims and objectives of the Institution, as set out in the Memorandum of Association.

59 The term of office of the President shall be two years, renewable by the Council for a further period of two years. The maximum period of office shall not exceed four years. Such persons shall be at liberty to resign from their appointment at any time but, if practical, should give at least six months notice of such intention.

60 The President shall, while in office, be given notice of all Council meetings and be entitled to attend thereat, although he shall not by virtue of such office be counted as a member of the Council, nor be entitled to vote at Council meetings, unless by virtue of his previous appointment as Chairman of Council he qualifies as an ex officio member under Article 31(c).

61 An Immediate Past President (other than one who may have been removed from office under provision of Article 57 above) shall for a period of two years from the date of termination of office be given notice of, and be entitled to attend and speak, but not vote at, any Council meeting. The

time restriction of two years shall not apply to those elected to President prior to March 1994.

62 The President will be entitled to such administrative support from the Secretariat as is necessary to fulfil the obligations of the office, providing such support shall be solely in connection with Institution business.

63 The President shall be entitled to be reimbursed for all reasonable expenses incurred in fulfilling the legitimate obligations of the office.

64 The President's point of contact on all matters of policy or of future direction of the Institution shall be direct to the Chairman of Council or to the Chairman of Council through the Secretary.

ACCOUNTS

65 The Council shall cause proper books of account to be kept with respect to:

- (a) all sums of money received and expended by the Institution and the matters in respect of which such receipts and expenditure take place;
- (b) all sales and purchases of goods by the Institution; and
- (c) the assets and liabilities of the Institution.

Proper books of account shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Institution and to explain its transactions.

66 The books of accounts shall be kept at the office, or, subject to Section 222 of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

67 The Council shall from time to time determine whether and to what extent and at what times and places and what conditions or regulations the accounts and books of the Institution 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 Institution except as conferred by statute or authorised by the Council or by the Institution in General Meeting.

68 At the Annual General Meeting in every year the Council shall lay before the Institution a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Institution) made up to date not more than six months before such meeting, together with a proper balance sheet made up as to the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with statutory requirements for the time being in force) and of any other documents

required by law to be attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 (4) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act.

by the Institution against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharging of his duties or in relation thereto.

AUDIT

- 69 Once at least in every year the accounts of the Institution shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 70 Auditors shall be appointed and their duties regulated in accordance with Section 237 and Chapter V of Part XI of the Act, the members of the Council being treated as the directors mentioned in these sections.

NOTICE

- 71 A notice may be served by the Institution upon any member, either personally or by sending it through the post in a prepaid letter, addressed to the member at his registered address as appearing in the register of members.
- 72 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Institution an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Institution.
- 73 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

- 74 Clause 9 of the Memorandum of Association relating to the winding up and dissolution of the Institution shall have effect as if the provision thereof were repeated in these Articles.

INDEMNITY

- 75 Subject to the provision of and so far as can be permitted by statute and by the Memorandum and Articles of Association, every member of the Council, Auditor or other officer of the Institution shall be entitled to be indemnified

(As at July 2009)

Bye-Laws of The Institution of Engineering Designers

1 These Bye-Laws are subject to and shall give precedence to the Memorandum and Articles of Association of the Institution.

2 Membership Requirements

2.1 GUIDELINES FOR MEMBERSHIP ASSESSMENT

The following guidelines are to be used by the Membership Committee as the basis for assessing all potential members.

- (a) All applicants should be given consideration provided their standard of education, aggregate of training and experience, level of work and responsibility and age are comparable to the requirements of any of the membership grades covered by 2.2 to 2.8 below.
- (b) The assessment of applicants to the Product Design and Technology Division should be considered on the widest possible design criteria, including Computer Aided Draughting and Design and those other fields of design that are often described as 'Industrial or Manufacturing Design'. Always provided the applicants design knowledge and skills are technologically based and cover the following abilities at a level appropriate to the grade offered.
 - (i) **Human:** concern for the real needs and wishes of the marketplace, encompassing market satisfaction and social responsibility.
 - (ii) **Creative:** creative competence, leading to the ability to innovate in a competitive arena to bring high value added products to the market.
 - (iii) **Technical:** technical competence, shown by an understanding of the laws of physics, of materials and their properties and the relevant manufacturing and assembly processes.
 - (iv) **Development:** an enquiring mind that will seek novel methods to satisfy customer requirements and expand the number and variety of design solutions.
 - (v) **Professionalism:** a confident and inspired approach to design, including the ability to deploy the latest market review systems, generate relevant solutions, select the optimum solution and detail it, or subcontract such work in a professional matter.
 - (vi) **Communications:** the ability to communicate and receive communications by the most suitable medium, to depict whole or partial solutions, to conduct negotiations with specialist and non-specialists.
- (c) The Membership Committee, at its discretion, may elect to any appropriate grade of membership teachers, managers, designers, researchers and others actively engaged in engineering, product design or design technology activities, who generally meet the requirements of (a) above.
- (d) When the Membership Committee is unable to decide whether an applicant meets the above guidelines the application should not be

formally rejected until the applicant has been offered the opportunity of an interview by two corporate members from the division to which the applicant is seeking membership. The cost of such an interview to be at the applicant's own expense.

2.2 **MEMBERSHIP - MIED**

A candidate for Membership shall be a person who:

- (a) is typically at least 26 years of age, in the case of applicants seeking Chartered Engineer status, and 24 years of age in the case of applicants seeking Incorporated Engineer or Engineering Technician status, and either
- (b) for election to the Engineering division, possesses an engineering qualification of a standard that meets the requirements of Engineering Council (United Kingdom) Registration at either Chartered or Incorporated Engineer or Engineering Technician level, or
- (c) for election to the Product Design and Technology divisions possesses an equivalent and appropriate qualification acceptable to the Institution, and
- (d) has had an apprenticeship in engineering or product design or design technology or other formal training of at least two years duration, covering workshop and/or site and/or laboratory work, and drawing/Computer Aided Draughting and Design and/or design office work, and
Note: Hereinafter the term Computer Aided Draughting and Design is abbreviated to CADD.
- (e) has at least three years responsible professional experience of which at least two years were in engineering/product design or design technology, and
- (f) holds a responsible position in engineering/product design or design technology, management or education/training, and either
- (g) for election to the Engineering division, completes a professional review in accordance with Engineering Council (United Kingdom) requirements for engineer's registration as an integral part of the membership application procedure or is currently registered as a Chartered Engineer or an Incorporated Engineer or an Engineering Technician, or
- (h) for election to the Product Design and Technology divisions, completes a professional review that meets the requirements of the Institution as an integral part of the membership application procedure.

In fulfilling the requirement under 2.2(g) or (h) above a candidate may also opt for a portfolio assessment of his work and at the discretion of the Council, be entered on the Institution's Design Register as a Registered Engineering Designer (REngDes) or a Registered Designer (RDes) or a Registered Computer Aided Design Manager (RCADMan).

2.3 **FELLOWSHIP - FIED**

An application for Fellow must be assessed and approved by at least three Fellows of the Institution.

A candidate for Fellowship shall normally be a Member of some years standing who:

- a) is typically at least 30 years of age, and
- b) has at least 10 years professional experience of which at least six years were in engineering/product design or design technology, and

- c) has demonstrated excellent ability in the profession, through superior responsibility or quality of work, and either
 - d) for election to the Engineering division completes a Professional Review in accordance with Engineering Council (United Kingdom) requirements for engineer's registration as an integral part of the membership application procedure or is currently registered as a Chartered Engineer or an Incorporated Engineer, or
 - e) for election to the Product Design and Technology divisions possesses an equivalent and appropriate qualification acceptable to the Institution.
- (f) The Membership Committee can, at their discretion, elect directly to the grade of Fellow an applicant who meets all of the above requirements 2.3(a) to 2.3(e) as appropriate, and who is not already a Member of the Institution.

2.4 ASSOCIATESHIP - AIED

A candidate for Associateship shall be a person who:

- (a) is typically at least 22 years of age, and either
- (b) for election to the Engineering division possesses an engineering qualification of a standard not less than that exemplified by the National Certificate/Diploma in Engineering or an appropriate and acceptable City & Guilds of London Institute's Part II Certificate or relevant National Vocational Qualification(s), or
- (c) for election to the Product Design and Technology divisions possesses an equivalent and appropriate qualification acceptable to the Institution, and
- (d) has had an engineering or product design or design technology apprenticeship or other formal training of at least two years duration, covering workshop and/or site and/or laboratory work, and drawing/CADD and/or design office work, and
- (e) has had at least two years experience in an engineering/product design or CADD drawing/design technology environment over and above such experience gained in training.

2.5 COMPETENT DRAUGHTING ASSOCIATE - CDAIED

This grade is only open to applicants seeking entry to the Product Design and Technology division.

A candidate for Competent Draughting Associate shall be a person who:

- (a) is typically at least 20 years of age, and
- (b) can demonstrate that as a result of practical experience or a combination of practical experience and other academic competencies satisfy the Institution's requirements, and
- (c) has received professional training in design for a period of at least one year which is acceptable to the Institution, and
- (d) has at least one year of experience in CADD practice.

2.6 GRADUATESHIP

An applicant for Graduateship shall be a person who:

- (a) is actively or prospectively engaged in engineering or product design, or design technology and either
- (b) possesses an educational qualification acceptable for registration at Chartered Engineer or Incorporated Engineer level on the Engineering Council (United Kingdom) Interim Stage Register for admission to the Engineering division, or

- (c) holds an equivalent and appropriate educational qualification acceptable to the Institution for admission to the Product Design and Technology division.

2.7 DIPLOMATESHIP

An applicant for Diplomateship shall be a person who:

- (a) is actively or prospectively engaged in engineering/product design/technology or CADD practice and either
- (b) possesses an educational qualification acceptable for registration on the Engineering Council (United Kingdom) Interim Stage Register for admission to the Engineering division at Incorporated Engineer or Engineering Technician level, or
- (c) possesses an equivalent and appropriate educational qualification acceptable to the Institution for admission to the Product Design and Technology divisions.

2.8 STUDENTSHIP

An applicant for Studentship shall be a person who:

- (a) is at least 18 years of age, and
- (b) is actively or prospectively engaged in engineering/product design or design technology practice as an apprentice, trainee or otherwise, and is engaged on a course of study/training as to allow election to at least the grade of Associateship within 5 years. Student membership will normally lapse after 5 years if a transfer to another grade is not effected within that time.

2.9 FOUNDER MEMBERSHIP

Irrespective of grade, Founder Membership shall be indicated in any published Roll of Members by suitably distinguishing the name of the Founder Member in print. For the purpose of this Bye-Law, a Founder Member is defined as any current Life Member or paid up member who is listed on the "Roll of Primary Members" published at the time of the first Annual General Meeting held in 1947.

3 Appointment of Officers and Election of Council

- (a) The annual appointment of the Chairman and Vice-Chairmen shall be by postal ballot of all voting members of the Council, following which a further postal ballot of all voting members of the Council will be held to select the Council's nominations to fill Council vacancies arising from Article 43. Such ballot will be conducted in a timely way to ensure compliance with Article 44.
- (b) Each newly appointed Member of Council, including the ex-officio officers and co-opted Councillors shall hold at least one additional appointment to their Council post on either the Executive Board or Membership Accreditation Board or one of the following committees - Membership Committee, Editorial Committee or Education and Training Committee, or, in the case of the Regional Co-ordinators representative, as a Regional Co-ordinator. Such appointments to be determined by postal ballot to be held following the AGM and before the first Council meeting after the AGM.
- (c) A Past Chairman shall be any member who has held the office of Chairman.
(Note: Before 1994 the Chairman of Council was also the President of the Institution).

- (d) The Honorary Treasurer shall be Council's representative to carry out random and regular examinations of the Institution's accounts. He will monitor the financial controls exercised by the Secretariat and as far as is possible to ensure that the accounts are maintained by the Secretariat in accordance with the Charity Commissioners "Statement of Recommended Practice" (SORP) and that they also meet financial and audit requirements under Company Law, as well as any additional requirements laid down by Council in the Bye-Laws.

His primary role is to guard against the possibility of fraud and to ensure that clear audit trails of all financial transactions are maintained, that accounting procedures are periodically reviewed and that any observations arising are reported to Council for resolution. With this in mind he should whenever possible attend meetings between the Institution's Accountant, Auditors and the Secretariat, and he may at any time request copies of accounts from the Secretariat or visit the Institution's Headquarters to monitor the accounts.

4 **Proposal of Motions**

The proposer of a motion put to Council or to a Council Board must be present at the time the proposal is discussed and voted upon.

5 **Subscriptions**

The annual subscriptions shall be of such amounts as may from time to time be approved by the Institution in General Meeting. Subscription changes shall be notified to members at least four weeks prior to introduction.

6 **Fees**

- (a) An Application Fee of such amounts as may be from time to time determined by Council shall be payable with the Application Form, whether for admission or transfer.
- (b) An Entrance Fee shall be payable of such amount as may from time to time be determined by the Council.
- (c) Examination Fees shall be payable where necessary as may be determined from time to time by the Council.
- (d) Fees for registration as CEng, IEng or EngTech shall also be payable as determined from time to time by the Engineering and Technology Board (ETB).

7 **Banking Account**

- (a) The funds of the Institution shall be controlled by the Council. All subscriptions and other income arising from any source shall be paid into an appropriate account of the Institution and, except for the making of such payments as are required to meet current expenses, no payments shall be made otherwise than by cheque drawn on the bankers.
- (b) All cheques shall be signed by the Secretary or his appointed and authorised deputy and at least one member of Council.

8 **Secretary**

- (a) The Secretary shall be appointed in accordance with Article 39 aforesaid.
- (b) It shall be the duty of the Secretary, in compliance with the Articles of Association and these Bye-Laws, to conduct the correspondence of

the Institution; to prepare agenda for, and attend all meetings of the Council; to take, or cause to have taken, minutes of the proceedings of such meetings of the Council; to read the minutes of the proceeding meeting, and all communications which may be ordered to be read; to have charge of the library; to be responsible for the publication of the journal, and to superintend the publication of such papers as the Council may direct; to direct the collection of subscriptions and the preparation of the account of the expenditure of the funds, and to present all accounts to the Council for inspection and approval.

- (c) The Secretary shall be responsible for advising the Council of any changes to the staff establishment deemed necessary. He/she shall also engage and be responsible for all persons employed under him/her, and shall generally conduct the ordinary business of the Institution.
- (d) The Secretary shall have authority for the disbursement of amounts not exceeding £200 for non-budgeted items without prior approval of the Council.

9 **Disqualification**

Should any candidate be detected in any dishonourable conduct in regard to the procedure of gaining admission to membership of the Institution, his application shall be cancelled, and the fees he has paid shall be forfeited. He may, at the discretion of the Council, be refused as a candidate at any subsequent examination.

10 **Alteration to Bye-Laws**

Alterations or additions to these Bye-Laws may be made by the Council, except where these Bye-Laws or the Articles of Association state that they shall be made by the Institution in General Meeting.

11 **Alterations to Memorandum and Articles of Association**

Alterations or additions to the Memorandum and Articles of Association can only be made in General Meeting.

12 **Branches**

- (a) On acceptance of an offer in writing from a voting member willing to serve as a Regional Co-ordinator, the Council may authorise the formation of a Branch.
- (b) A Regional Co-ordinator post may be terminated by the Council on one month's notice being given to the Regional Co-ordinator concerned in writing.
- (c) A Regional Co-ordinator post may be relinquished by the Regional Co-ordinator concerned on one month's notice being given to the Council in writing.
- (d) Regional Co-ordinators shall be responsible to the Council for organising Branch activities. Branch Committees may be set up and maintained locally for the purpose of assisting Regional Co-ordinators with their tasks.
- (e) The Regional Co-ordinators may nominate a representative from their number to sit on Council as a co-opted member subject to approval by Council. The representative will be elected at the annual Regional Co-ordinators Annual Conference and will be responsible for all formal communication between the branches and Council.

- (f) Where possible the administrative facilities at Headquarters for correspondence, circulation, etc, shall be made available to the Regional Co-ordinators and may be utilised by them through the Secretary of the Institution in order to obviate any need for local office equipment.
- (g) Regional Co-ordinators shall be entitled to out-of-pocket expenses properly incurred in the service of the Institution and they shall be reimbursed by the Institution against claims made in writing. Regional Co-ordinators shall also be entitled to forward or cause to have forwarded to the Institution for payment all costs resulting from the arranging of Branch activities.
- (h) Each Regional Co-ordinator shall be allocated a budget for each financial year - 1st January to 31st December, to cover all normal expenses incurred in the running of a Branch, but this shall not prevent a Regional Co-ordinator making application to the Council for an increase to the budget for special events or other circumstances where this might be necessary or desirable.
Any expenditure incurred in excess of the approved budget figure may be repudiated by the Council or charged against the following year's budget figure at the discretion of the Council. The Secretary shall keep a record of all expenditure incurred by each Branch and shall, at appropriate intervals or when requested, supply a copy of such record so that each Regional Co-ordinator shall be aware of the expenses incurred by his Branch.
- (i) Service as a Regional Co-ordinator and service on a Branch Committee shall confer no personal advantage or benefit and shall not add or detract from the rights appertaining to membership of the Institution. The rights of a group of members, such as a Branch Committee, shall not exceed those of the individual members of the group.
- (j) Regional Co-ordinators shall be free to accept help for planning and arranging Branch activities from any members willing to form and/or serve on a Branch Committee, the numerical strength of which shall be adequate for the extent of help which the Regional Co-ordinator considers necessary for maintaining Branch activities at a reasonable level.
- (k) The internal organisation of Branch Committees and the method of procedure for ensuring continuity shall be a matter for such Committees as far as electing members and officers of such Committees is concerned.
- (l) Regional Co-ordinators shall be precluded from occupying any position on their Branch Committee which would make them answerable to that Committee instead of to the Council of the Institution. There shall be no transfer of responsibility from a Regional Co-ordinator to a Branch Committee.
- (m) Disagreement between a Regional Co-ordinator and his Branch Committee may be referred to the Council by the Regional Co-ordinator or a member of the Committee or both.
- (n) Where it is deemed desirable by the Regional Co-ordinator and a majority of the Committee members present at a meeting to fill a vacancy on the Committee, the Secretary of the Institution shall make this known to the Branch membership on request.
- (o) The Regional Co-ordinator shall send informative reports on all Branch activities to the Secretary of the Institution and such reports shall be submitted in order to provide material for administrative purposes, as well as material for publication so that certain Branch

activities, such as lectures, may be enjoyed by the membership of the Institution as a whole.

- (p) In order to present and maintain the Institution's corporate image, correspondence originating from Regional Co-ordinators in connection with Branch activities shall be on letterheads provided for this purpose by the Institution, and posters, notices, etc shall be on sheets provided by the Institution or on sheets the design of which has been approved by the Council.

13 Register of Designers

- (a) The Council shall promote, establish and maintain a Register for the purpose of registering practising designers, who satisfy the Council through their formation, experience, practice and design work accomplished, that they are capable of designing to the highest standards of competence and excellence.
- (b) The Council shall publish Regulations governing the procedure and requirements for such registration.
- (c) As directed and approved by the Council a Registrant shall be entitled to describe himself as a "Registered Engineering Designer", "Registered Designer" or "Registered Computer Aided Design Manager" and to use after his name the designatory letters REngDes, RDes or RCADMan so long as his name remains on the Register.
- (d) A successful Candidate's registration shall run for five years, and the registration shall be renewable at five-yearly periods if at such times the Registrant shall have satisfied the Council that such renewal is justified on the scrutiny of the design work successfully carried out during the preceding registration period.
- (e) A Candidate's registration shall be ratified after the payment of such registration fee(s) as the Council shall lay down in the Regulations from time to time, and the Council shall place his name on the Register and issue to the Candidate a Certificate showing details of his registration and his entitlement to use the description "Registered Engineering Designer", "Registered Designer" or "Registered Computer Aided Design Manager".
Such certificate may be endorsed to show the type and/or level of design work in which the Registrant has satisfied the Council in its examination and investigation, and shall clearly show the date of validity. Each such certificate shall remain the property of, and on demand be returned to, the Council.
- (f) A certificate may be withdrawn as the result of incompetence and/or dishonourable conduct brought to the notice of and proved to the satisfaction of Council, and Registrant being heard in his defence. For the purposes of this Bye-Law the Institution's Code of Professional Conduct and Appeals Procedure apply.
- (g) The names of Registrants whose certificates are not renewed at the expiration of the registration period, or whose certificates are withdrawn in accordance with Bye-Law 13(f) shall be removed from the Register.
- (h) The list of names on the Register shall be published annually and made available to Registrants, clients, employers and other enquirers.
- (i) The Council shall normally delegate executive action in respect of the formation and maintenance of the Register to the Membership Accreditation Board.

14 **Nomination Procedure for the Award of Honorary Fellowship**

- (a) Nominations for Honorary Fellowship shall be submitted in writing to Council for their consideration.
- (b) At no time shall the individual be approached concerning the nomination prior to consideration by the Council and the execution of the Council's instructions.
- (c) All nominations for Honorary Fellowship shall clearly define:
 - (i) Service to the Institution and/or
 - (ii) Service to the Profession.A brief history sheet shall accompany each individual nomination; in the case of (i) this can be very brief since it is likely that the person will be well known to Council members. In the case of (ii) however, information must be more detailed since it is probable that some Council members may be unaware of the achievements of the person nominated or of the nominee himself.
- (d) Awards under (c)i Services to the Institution:
 - (i) Persons who have freely given of their time in their achievement and contribution to the Institution;
 - (ii) Persons employed by the Institution who have freely given of their time to the Institution over and above their normal course of duty.
- (e) Awards under (c)ii Services to the Profession:
 - (i) Contribution of outstanding merit to Design;
 - (ii) Contribution of outstanding merit to Mankind and the Environment.
- (f) Nominations of Honorary Fellowship shall be made by not less than three corporate members of the Institution. The "proposers" or "sponsoring members" shall indicate clearly their names, addresses and occupations, and append their signatures to the written proposal to Council. The written proposal shall take the form of a draft citation, ie the Proposer's view as to what should be promulgated as the reason for the award, if the proposal were accepted.
- (g) First indication of Honorary Fellowship to any person proposed should be an "offer" of Honorary Fellowship in writing from the Secretary as a directive from the Council.
- (h) Where nominations for Honorary Fellowship are to come before the Council, such nominations shall be presented to the Council at least twenty-eight days prior to the meeting. A copy of the names of the proposer, the draft citation and history sheet shall be provided to each Council member. Voting shall be by ballot of all listed Council members and a two-thirds majority shall be necessary for acceptance.
- (i) Votes for and against shall be recorded in the Minutes and where a nominated person fails to gain Honorary Fellowship, the Secretary shall notify the proposers/sponsors as to the voting. No other reason shall be given.

15 **Benevolent Fund Rules**

- (a) The Fund shall be used to make grants or loans to members in necessitous circumstances through illness, redundancy or other misfortune.
- (b) A member, in this case, shall be a person who is on the list of members at the time of the application to the Fund, or be a past

member who would have been on the list as a paid up member but for the misfortune which has prompted the application.

- (c) The Fund shall be administered by the Council, who shall decide, on the advice of the Secretary, the Honorary Treasurer or other appointed officer, in their sole discretion what sums shall be granted or loaned to whom, and such decisions shall be recorded in the Council minutes.
- (d) The Fund shall be kept in an account separate from that of the Institution's general fund, and shall be audited annually by the Institution's auditors.

(As at July 2009)

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Memorandum of Association of The Institution of Engineering Designers

- 1 The name of the Company (hereinafter called “the Institution”) is THE INSTITUTION OF ENGINEERING DESIGNERS.
- 2 The registered office of the Institution will be situated in England.
- 3 The objects for which the Institution is established are:
 - (A) to advance education in Engineering and, more particularly, the species of knowledge and application which distinguishes Engineering Design, and the profession directly concerned with Engineering Design;
 - (B) to constitute a body of members qualified to a generally recognised high standard.

NB. In this Memorandum the term Engineering Designer includes the generic term Design Engineer and others engaged in design in the field of Engineering.
- 4 In furtherance of these objects the Institution shall:-
 - (A) promulgate the professional responsibilities of Engineering Designers in the public interest;
 - (B) set and maintain the highest standards of competence, integrity and quality in the pursuit, practice, management and teaching of Engineering Design;
 - (C) provide for the organisation conferences, meetings and other activities, and to devise, authorise, support, promote or run courses of instruction for members and the profession at large;
 - (D) test by examination or otherwise the competence of members or other persons employed in or about to be engaged in the profession including management, education and training; award diplomas, certificates, distinctions or prizes, and institute or establish scholarships, grants, awards or other benefactions. No diploma or certificate issued by the Institution shall contain any statement expressing or implying that it is granted by or under the authority of the Department of Trade or any Government Department or Authority;
 - (E) define and encourage honourable practices in the profession;

- (F) establish, form and maintain a library and collection of literature relating to the profession or of matters of interest to members engaged in the profession;
- (G) publish a journal and to compile, collect, publish, lend or sell any information relating to the profession;
- (H) establish, assist in establishing, or contribute services or funds towards research, scientific work, or standards affecting the profession;
- (I) nominate representatives on college governing bodies; and standards, educational or other national or local committees.
- (J) take over the assets of the unincorporated body known as “The Institution of Engineering Designers”; to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institution may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institution;
- (K) sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institution;
- (L) employ and remunerate staff and, subject to clause 5 hereof, to pay reasonable annual sums or premiums for or towards the provision of pensions for employees or former employees of the Institution and their dependents; grant pensions and retirement benefits to or for employees or former employees of the Institution and to the widows or dependents of deceased employees who are in necessitous circumstances; and pay or subscribe to funds or schemes for the provision of pensions and retirement benefits for employees and former employees of the Institution, their widows, children and other dependents;
- (M) borrow or raise money for the purposes of the Institution on such terms and on such security as may be thought fit; raise money or funds for carrying out its objects by means of subscriptions or contributions from its members or otherwise as may be agreed, and to administer such funds;
- (N) invest the monies of the Institution not immediately required for its purpose in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (O) subscribe to and assist or federate with any charitable institution having objects similar to those of the Institution;
- (P) set up an educational trust for promoting and researching the science of engineering design;
- (Q) do all other things as are incidental or conducive to the attainment of the above objects or any of them;

Provided that:

(a) in case the Institution shall take or hold any property which may be subject to any trusts, the Institution shall only deal with or invest the same in such manner as allowed by law, having regards to such trusts;

(b) the objects of the Institution shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers;

(c) in case the Institution shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, and Institution shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Institution shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Institution shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body but they shall as regards such property be subject jointly and separately to such control or authority as if the Institution were not incorporated.

5 The income and property of the Institution shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Institution, and no member of its Council of Management or Governing Body shall be appointed to any office of the Institution and paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Institution; provided that nothing herein shall prevent any payment in good faith by the Institution:

(a) of reasonable and proper remuneration to any member, officer or servant of the Institution (not being a member of its Council of Management or Governing Body) for any services rendered to the Institution;

(b) of interest at a reasonable and proper rate on money lent or reasonable and proper rent for premises demised or let by any member of the Institution or of its Council of Management or Governing Body;

(c) to any member of its Council of Management or Governing Body of out-of-pocket expenses;

(d) to a company of which a member of the Institution or its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.

6 No addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, the effect of which would cause the Institution at any time to cease to be a charity in law, or cease to be a Company to which Section 30 of the Companies Act 1985 applies.

7 The fourth and fifth clauses of this Memorandum contain conditions to which a licence granted by the Secretary of Trade to the Institution in pursuance of Section 30 of the Companies Act 1985 is subject.

8 The liability of the members is limited.

9 Every member of the Institution undertakes to contribute to the assets of the Institution, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Institution 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, such amount as may be required not exceeding one pound.

10 If upon winding up or dissolution of the Institution there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institution, but shall be given or transferred to some other institution or institutions having charitable objects similar to the objects of the Institution, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Institution under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Institution at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.