

(As at May 2001)

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 promulgate the professional responsibilities of Engineering Designers in the public interest;
 - (C) to set and maintain the highest standards of competence, integrity and quality in the pursuit, practice, management and teaching of Engineering Design;

NB. In this Memorandum the term Engineering Designer includes the generic term Design Engineer and others engaged in design in the field of Engineering.

 - (D) to constitute a body of members qualified to a generally recognised high standard, and in furtherance of these objects;
 - (a) to provide for the organisation of conferences, meetings and other activities, and to devise, authorise, support, promote or run courses of instruction for members and the profession at large;
 - (b) to 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; to award diplomas, certificates, distinctions or prizes, and to 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;
 - (c) to define and encourage honourable practices in the profession;
 - (d) to 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;
 - (e) to publish a journal and to compile, collect, publish, lend or sell any information relating to the profession;
 - (f) to establish, assist in establishing, or contribute services or funds towards research, scientific work, or standards affecting the profession;
 - (g) to nominate representatives on college governing bodies; and standards, educational or other national or local committees.

- (E) to 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;
- (F) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institution;
- (G) to employ and remunerate staff and, subject to clause 4 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; to 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 to 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;
- (H) to borrow or raise money for the purposes of the Institution on such terms and on such security as may be thought fit; to 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;
- (I) to 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;
- (J) to subscribe to and assist or federate with any charitable institution having objects similar to those of the Institution;
- (K) to set up an educational trust for promoting and researching the science of engineering design;
- (L) to 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.

- 4 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.
- 5 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.
- 6 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.
- 7 The liability of the members is limited.
- 8 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.
- 9 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.