

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

ASSOCIATION FOR INDUSTRIAL ARCHAEOLOGY

1. The name of the Company (hereinafter called "the Association") is "ASSOCIATION FOR INDUSTRIAL ARCHAEOLOGY".
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are to encourage and promote for the public benefit the study of and research in the archaeology of industry and the industrial period and to promote education in the identification, recognition and conservation of the industrial heritage. In furtherance of such objects, but not further or otherwise, the Association shall have power:-
 - (A) To arrange and organize surveys, reports, exhibitions, conferences and any consequent or similar activities.
 - (B) To arrange for the publication, where appropriate, of the results of such work and such other items as may relate to the general aims and activities of the Association (whether for payment or not).
 - (C) To assist, advise, encourage and support any local or specialists groups engaged in the study of industrial archaeology or the conservation and preservation of industrial monuments being either buildings or machinery whether in the United Kingdom or not.
 - (D) To arrange for the safe-keeping of all records, materials and objects resulting from such archaeological work and for their eventual deposition and display.
 - (E) To accept and administer funds provided for such archaeological work
 - (F) To provide, acquire, maintain and manage premises, vehicles and equipment to enable the execution of such archaeological work.
 - (G) To employ suitable personnel to carry out such archaeological work.
 - (H) To encourage high standards and good practice in all aspects of industrial archaeology including recording, conservation, research and publication and in the adaptive re-use of redundant industrial monuments being either buildings or other works or structures.
 - (I) To make representations and provide evidence in support of the objects of the Association at national and international levels either individually or in co-operation with other bodies with similar or related interests and objectives
 - (J) To acquire and take over all or any part which the Association may lawfully acquire or take over of the property, assets, liabilities and engagements of any one or more charitable

companies, societies, associations or bodies having objects similar to those of the Association and to amalgamate with any such companies, societies, associations or bodies.

(K) To promote and encourage the objects of the society by means of the circulation of all forms of printed matter and to print publish and sell books, papers, circulars and periodicals, requisite for that purpose, and by means of the organisation of expeditions, excursions and the like and the provision of tickets, conveyances, and other travelling facilities to encourage the collection and dissemination of knowledge.

(L) To promote lectures and meetings and by these means and by television and radio, sound recording and projecting instruments, photographs, films, exhibitions, libraries and the collection of objects which are of archaeological or scientific interest, to disseminate knowledge useful for the objects of the Association, and to manufacture, buy, sell, rent, let on hire and deal in all articles and commodities, of whatsoever nature.

(M) To adopt such means of making known the work and aims of the Association and to take such steps by personal or written appeals and public meetings to procure contributions to the funds or assets of the Association.

(N) For all or any of the objects of the Association to employ archaeologists, secretaries, clerks, wardens, keepers, and assistants together with lecturers, guides and professional assistance of all kinds, and to remunerate any person for services rendered.

(O) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges, and to construct, maintain and alter any buildings or erections necessary for the work of the Association.

(P) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.

(Q) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association.

(R) To accept, borrow or raise money for the purposes of the Association.

(S) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be determined from time to time 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.

(T) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes or calculated to further the objects of the Association.

(U) To do all such other things as will further the above objects or any of them.

Provided that:

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such Associations.

(ii) The Association shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a trade union.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association 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 Members of the Council 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 members of the Council have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such members of the Council but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association 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 the members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a rate not exceeding 1 per cent per annum over the current bank base rate at a date fourteen days before due date for the payment of interest on money lent or reasonable and proper rent for premises demised or let by any member to the Association or payment for the hire of equipment; but so that no member of the Council shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Council except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association or payment for the hire of equipment; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, 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 Association 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 £1.

7. If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other charitable institution or institutions having charitable objects similar to the objects

of the Association, 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 Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association 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.