THE COMPANIES ACTS 1948 TO 1985

AND

THE COMPANIES ACT 2006

Company Limited by Guarantee and Not Having a Share Capital

Company registered No. 1240103

DOCUMENT A

President & Chair of Council

MEMORANDUM OF ASSOCIATION

OF

THE INSTITUTE OF CORROSION

As amended by:

Special Resolution passed on 2nd August 1990
Special Resolution passed at the AGM on 20th October 1993
Special Resolution passed at the AGM on 9th November 2000
Special Resolution passed at the AGM on 22nd November 2001
Special Resolution passed at the AGM on 14th November 2002
Special Resolution passed at the AGM on 19th November 2020

Incorporated on 12th January 1976

[Note: renamed “The Institute of Corrosion” upon issue by Companies House of Change of Name Certificate: Formerly known as “The Institution of Corrosion Science and Technology]
1. The name of the Company (hereinafter called 'the Institute') is The Institute of Corrosion.

2. The registered office of the Institute will be situated in England.

3. The objects for which the Institute is established are:

(a) To advance the science, technology and engineering of corrosion and corrosion control and to facilitate the exchange of information and ideas thereon for the public benefit.

(b) As ancillary to the objects set out in the proceeding sub-clause (a) (hereinafter called "the primary objects") but not further or otherwise to do all or any of the following things, namely:

(i) To promote and sponsor conferences, meetings, conventions, exhibitions and other gatherings attended by persons engaged in or concerned with the science, technology or engineering practice of corrosion and its control together with any other interested persons whom the Institute may invite, including representatives of scientific, industrial, and educational bodies whether British or foreign and of government departments and legislative bodies and to defray or contribute to the expenses of such gatherings and of any British or foreign representatives attending the same and also to defray or contribute to the expenses of any persons duly authorised to represent the Institute at any other conferences, meetings, conventions, exhibitions or gatherings at home and abroad.

(ii) By co-operation with Government Departments, public bodies, urban, local, municipal, county and other bodies, corporations, companies or persons, and by the application of the science, technology or engineering practice of corrosion and its control to endeavour to reduce the cost of corrosion to the community.

(iii) To raise the standard of and the scientific, technical and professional knowledge of persons engaged in or intending to be engaged in the science, technology or engineering practice of corrosion and its control and with a view thereto to provide for the delivery of lectures, the holding of classes and the conduct of courses and to test by examination or otherwise the competence of such persons and to award prizes, certificates and diplomas and to establish and endow scholarships, grants, awards, prizes and other benefactions: Provided that every certificate or diploma granted by the Institute shall bear a statement that it only represents the result of an examination by the Institute and is not granted under any statutory power.

(iv) To promote and carry out research and other scientific work in connection with the science, technology or engineering practice of corrosion and corrosion control and for that purpose to conduct experiments and to provide funds for such research and for payment to any person or persons engaged in such research provided that all results and progress of such research are published.

(v) To provide facilities for post-graduate courses and other studies related to the primary objects by means of research fellowships and bursaries for the remuneration, instruction and support of research graduates and students.

(vi) To encourage the discovery of and investigate and make known the nature and merits of inventions, improvements, processes, materials and designs which may seem capable of being used to further the science, technology or engineering practice of corrosion and its control.

(vii) To retain or employ skilled, professional or technical instructors, supervisors, advisers and workers in connection with matters within the Institute’s objects, and to pay therefore such fees or remuneration as may be thought expedient.

(viii) To prepare, edit, translate, print, publish, acquire, sell, lend and distribute any books, periodicals, pamphlets, papers, videos and films relating to the primary objects including reports of proceedings at any meetings of or sponsored by the Institute or other bodies, to establish and maintain museums, libraries and collections of literature, statistics, scientific data and other information relating to the primary objects and to encourage, support and participate in the preparation, publication and dissemination by or in conjunction with public and other bodies of any such literature, statistics, data and information.

(ix) To acquire, hold, sell or otherwise dispose of copyrights of lectures, reports of discussions, papers read before the Institute, or any section, branch or committee thereof, and magazines, journals, books, drawings or any other matter capable of being copyrighted.

(x) To apply to Government Departments, public bodies, urban, local, municipal, county and other bodies, corporations, companies or persons for, and to accept, grants of money and of land, donations, gifts, subscriptions and other assistance with a view to promoting the objects...
MEMORANDUM OF ASSOCIATION – INSTITUTE OF CORROSION

of the Institute, and to discuss and negotiate with Government Departments, public and other bodies, corporations, companies or persons, schemes of research, and other work and matters within the primary objects.

(xii) To co-operate with, render financial and other assistance to form, promote, manage, amalgamate with or take over associations, whether incorporated or not, having objects similar to and of a nature likely to promote the primary objects: Provided that any such association, division, branch, committee, sub-committee or other body shall, by its constitution, prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on this Institute by clause 4 hereof.

(xi) To cooperate with, render financial and other assistance to form, promote, manage, amalgamate with or take over associations, whether incorporated or not, having objects similar to and of a nature likely to promote the primary objects: Provided that any such association, division, branch, committee, sub-committee or other body shall, by its constitution, prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on this Institute by clause 4 hereof.

(xii) To grant pensions and retirement benefits to or for employees or former employees of the Institute and to the widows, children, and other dependants 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 Institute, their widows, children, and other dependants.

(xiii) To procure the registration of the Institute in or under the laws of any place outside the United Kingdom.

(xiv) To subscribe or guarantee money for any charitable object or for any purpose likely to further the objects of the Institute.

(xv) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute 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 Institute.

(xvi) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be thought expedient with a view to the promotion of its objects.

(xvii) To undertake and execute any trusts which may lawfully be undertaken by the Institute and may be necessary to its objects.

(xviii) To borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit.

(xix) To invest the monies of the Institute not immediately required for its purposes 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.

(xx) To do all such things that are necessary to the attainment of the above objects or any of them.

Provided that:

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

(b) The objects of the Institute shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

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

(d) Nothing herein contained shall empower the Institute to carry on the business of life assurance, personal accident assurance, fire insurance or employers' liability insurance, or any business of insurance to which the Insurance Companies Act, 1958; or any Act extending, amending or re-enacting the same applies or to reinsure any risks comprised in any such business as aforesaid.
4. The income and property of the Institute 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 Institute and no member of its Council of Management or Governing Body shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute.

Provided that nothing herein shall prevent any payment in good faith by the Institute:

(a) of reasonable and proper remuneration to any member, officer or servant of the Institute not being a member of its Council of Management or Governing Body for any services rendered to the Institute;
(b) of interest on money lent by any member of the Institute or of its Council of Management or Governing Body at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater;
(c) of reasonable and proper rent for premises demised or let by any member of the Institute or of its Council of Management or Governing Body;
(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management or Governing Body may be a member holding not more than 1/100th part of the capital of that company;
(e) to any member of its Council of Management or Governing Body of out-of-pocket expenses;
(f) to any member of its Council of Management or Governing Body who possesses specialist skills or knowledge required by the Institute for its proper administration of reasonable charges for work of that nature done by them or by their firm when instructed by the Institute to act on its behalf. Provided that:

(i) the prior written approval of the Charity Commissioners shall be obtained;
(ii) at no time shall a majority of the directors benefit under this provision; and
(iii) a director shall withdraw from any meeting whilst his or her own instruction or remuneration, or that of their firm, is being discussed.

5. The liability of the members is limited.

6. Every member of the Institute undertakes to contribute to the assets of the Institute, 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 Institute 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 £5.00.

7. If upon the winding-up or dissolution of the Institute 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 Institute, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Institute under or by virtue of clause 4 hereof, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of the Memorandum of Association.

D J Emery  M M Hatley  Michael Clarke
110 Leigham Court Drive  6 Glyn Close  31 Lynton Road
Leigh-on-Sea  Ewell Village  Harrow
Essex  Research Chemist  Corrosion Engineer  Teacher

H T Boga  D A Bayliss  J S Llewelyn Leach
44 Carson Road  The Web  246 Melton Road
West Dulwich  Stack Lane  Edwarton
London SE21  Hartley  Notts
Materials Selection Consultant  Research Chemist  University Teacher
MEMORANDUM OF ASSOCIATION – INSTITUTE OF CORROSION

D P Peplow
35 Elizabeth Gardens
Southsea
Hants
Materials Scientist

Peter Madyfield
7 High Beaches
Sidcup
Kent
Senior Lecturer

DATED THIS SIXTH DAY OF NOVEMBER 1975 WITNESS TO THE ABOVE SIGNATURES:

Henry G Cole
Winton House, Manor Road, Aldershot
Government Official