

## **ENGINEERING PROFESSORS' COUNCIL**

### **A Council Limited by Guarantee and not having a Share Capital**

#### **MEMORANDUM OF ASSOCIATION**

1. In this memorandum of association Engineering Professors' Council shall be referred to as the "Council".
2. Defined terms used in this memorandum shall have the meaning given in the articles of association of the Council.
3. The Council's name is "Engineering Professors' Council".
4. The Council's registered office is to be situated in England.
5. The Council's Objects are:
  - a. as a professional association, to serve the best interests of engineering in UK Universities and, thereby, to act for the wider benefit of professional engineering in the UK;
  - b. to support, advise and represent the UK university engineering academic community;
  - c. to provide an acknowledged forum for senior academics responsible for the provision of engineering higher education and the conduct of research in UK universities;
  - d. to promote all aspects of engineering education and research in UK universities and their interaction with engineering practice and with industry;
  - e. to advise and make representations to other relevant bodies concerned with higher education and training and research in the engineering disciplines; and
  - f. to address wider issues of concern to the engineering profession.
6. In addition to any other powers it may have, the Council has the following powers in order to further the Objects (but not for any other purpose):
  - a. to raise funds;
  - b. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - c. to sell, lease or otherwise dispose of all or any part of the property belonging to the Council;
  - d. to borrow money and to charge the whole or any part of the property belonging to the Council as security for repayment of the money borrowed;
  - e. to co-operate with other organisations, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
  - f. to establish or support any organisations, associations or institutions formed for any of the purposes included in the Objects;
  - g. to enter into any partnership or agreement with any other organisation formed for or carrying out any of the Objects;
  - h. to set aside income as a reserve against future expenditure;
  - i. to employ and remunerate such staff, including (but only with the formal agreement of the Committee) the directors of the Council, as are necessary for carrying out the work of the Council;
  - j. to pay such expenses to the Directors and members of the EPC Committee as may reasonably be incurred in connection with their duties to the Council;
  - k. to deposit or invest funds of the Council, establish any bank account and enter into any credit agreement or credit card agreement;

- l. to provide indemnity insurance for the Directors or any other officer of the Council;
  - m. to pay out of the funds of the Council the costs of forming and registering the Council;
  - n. to do all such other lawful things as are necessary for the achievement of the Objects.
7. The liability of the Subscribing Members is limited.
8. Every Subscribing Member of the Council undertakes to contribute such amount as may be required (not exceeding £10) to the Council's assets if it should be wound up while he is a Subscribing Member or within one year after he ceases to be a Subscribing Member, for payment of the Council's debts and liabilities contracted before he ceases to be a Subscribing Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
9. The income and property of the Council shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to Subscribing Members of the Council.
10. All assets remaining after the satisfaction of any proper debts and liabilities shall on or before the dissolution of the Council be applied or transferred either:
  - a. to another body with objects similar to the Objects of the Council; or
  - b. to another body the objects of which are the promotion of charity and anything incidental or conducive thereto.

We, the subscribers to this memorandum of association, wish to be formed into a company limited by guarantee and not having a share capital pursuant to this memorandum.

**Names and addresses of subscribers.**

**Signature**

**Date**

**Name** - Professor Ray Allen,

**Address** - Cherry Tree Cottage, Foxcombe Road, Boars Hill, Oxford, OX1 5DD

**Signature**

**Date**

**Witnessed by** - M. Fiona Martland

**Address** – Otters Lodge, Orestan Lane, Effingham, Surrey

**Signature**

**Date**

**Name** - Professor Barry Clarke,

**Address** – 3 Rectory Road, Newcastle upon Tyne, NE3 1XR

**Signature**

**Date**

**Witnessed by** - M. Fiona Martland

**Address** – Otters Lodge, Orestan Lane, Effingham, Surrey

**Signature**

**Date**

**Name** - Professor David Harrison,

**Address** – Hillview, Larch Avenue, Lenzie, G66 4HT

**Signature**

**Date**

**Witnessed by** - M. Fiona Martland

**Address** – Otters Lodge, Orestan Lane, Effingham, Surrey

**Signature**

**Date**

**Name** - Mr Ian Whyte,

**Address** – 53 Ridgeway Road, Timperley, Altrincham, Cheshire, WA15 7HL

**Signature**

**Date**

**Witnessed by** - M. Fiona Martland

**Address** – Otters Lodge, Orestan Lane, Effingham, Surrey

## **ENGINEERING PROFESSORS' COUNCIL**

### **A Company Limited by Guarantee and not having a Share Capital**

#### **ARTICLES OF ASSOCIATION**

##### *PRELIMINARY*

1. Table A shall not apply to the Council.

##### *INTERPRETATION*

2. In these regulations:

“Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force;

“Annual General Meeting” means the annual general meeting of the Council to be held in accordance with the articles;

“articles” means the articles of the Council;

“Associate Members” means persons or organisations appointed as “associate members” of the Council in accordance with the articles;

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

“Corporate Members” means organisations or representatives (being senior managers) of organisations appointed as “corporate members” of the Council in accordance with the articles;

“Council” means The Engineering Professors’ Council, a company limited by guarantee and not having a share capital, to which the articles and the memorandum apply;

“Directors” means the directors of the Council;

“EPC Committee” means the committee which is appointed and acts on behalf of the Directors and the Council in accordance with the articles;

“Full Members” means persons or organisations appointed as “full members” of the Council in accordance with the articles;

“memorandum” means the memorandum of the Council;

“Secretary” means the secretary of the Council;

“Subscribing Members” means persons appointed as members of the Council in accordance with the articles, who shall be members of the Council for the purposes of the Act;

“Treasurer” means the treasurer of the Council; and

“University” means a university or higher education institution, normally having degree awarding powers, or such other engineering teaching or research institution that the EPC Committee shall determine to be appropriate for admission to membership.

3. The interpretation of any statement in these memorandum and articles shall be determined by the EPC Committee acting on behalf of the Council.

## *MEMBERS*

4. The subscribers to the memorandum and such other persons as are appointed as Directors of the Council in accordance with the articles from time to time shall be Subscribing Members of the Council for the purposes of the Act. Any person who ceases to be a Director of the Council shall cease to be a Subscribing Member of the Council for the purposes of the Act.
5. Persons appointed by the EPC Committee as Full Members, Corporate Members and Associate Members in accordance with these articles shall not be Members of the Council for the purposes of the Act. All Subscribing Members shall also be considered Full Members for the purposes of the articles.
6. The EPC Committee may appoint as Full Members:
  - a. all Professors of “Engineering” and “Heads of Engineering Departments” (“**Professors**”) employed by universities, who will be entered on the register of membership; and
  - b. such other persons as the EPC Committee shall deem fit, the names of such persons so admitted to be entered on the register of membership and reported to the Annual General Meeting.
7. The EPC Committee may appoint as Associate Members:
  - a. Emeritus or retired Professors of Engineering who are active in the field of engineering education or research, who will be entered on the register of membership;
  - b. such other persons as the EPC Committee shall deem fit, the names of such persons so admitted being entered on a register of membership and reported to the Annual General Meeting.
8. The EPC Committee may appoint as Corporate Members:
  - a. engineering companies and professional bodies active in engineering education or research; and
  - b. such other organisations as the EPC Committee shall deem fit.
9. The Directors may, in their discretion, create any additional category of membership and designate those individuals or organisations who may be appointed to any such categories of membership.
10. A Full Member, Associate Member or Corporate Member may at any time withdraw from the Council by giving at least seven clear days’ notice to the Council. Membership shall not be transferable. In the case of Full Members and Associate Members, such membership shall cease on death and in the case of Corporate Members such membership shall cease on the winding-up or dissolution of their organisation.
11. The Secretary shall maintain, so far as reasonably practicable, a record of the names of Full Members, Associate Members and Corporate Members of the Council from time to time.

## *DIRECTORS*

12. The President, President-Elect/Immediate Past President, Secretary and Treasurer shall be the Directors of the Council, and shall be appointed in accordance with articles [18-21].

13. The number of Directors shall not be subject to any maximum but shall be not less than two.

#### *POWERS OF DIRECTORS*

14. Subject to the provisions of the Act and the memorandum and the articles, the business of the Council shall be managed by the Directors who may exercise all the powers of the Council.
15. No alteration of the memorandum or articles shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.
16. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Council for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of their powers.

#### *DELEGATION OF DIRECTORS' POWERS*

17. The Directors may delegate any of their powers to the "EPC Committee" in accordance with these articles, or to any other committee consisting of one or more other Directors and such other persons as the Directors see fit. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Any such delegation by the Directors to the "EPC Committee" or any other committee in accordance with these articles may include a power or right for such committee to sub-delegate their powers as they see fit.

#### *APPOINTMENT AND RETIREMENT OF DIRECTORS*

18. Elections for the Directors shall be held during the Annual General Meeting of the Council in accordance with articles [19-21]. All Full Members in attendance shall be entitled to one vote at the Annual General Meeting. Associate Members and Corporate Members do not have voting rights.
19. *President*: The President shall be a Full Member of the Council at the time of election, nominated by the EPC Committee and elected at the Annual General Meeting to serve for a period of two years. The President shall not normally be eligible for re-election.
20. *President-Elect/Immediate Past President*: The President-Elect shall be a Full Member of the Council, nominated by the EPC Committee and elected at the Annual General Meeting to serve for a period of one year. Normally in the first year of a President's term of office the Immediate Past President will continue ex-officio, and in the second year, the EPC Committee will nominate for election the proposed successor as President-Elect.
21. *Treasurer and Secretary*: The Treasurer and Secretary shall be appointed by the EPC Committee, normally from among its members, normally to serve for a period of two years and shall be eligible for re-appointment. Exceptionally the EPC Committee may appoint a Treasurer or Secretary who is not already a member of the EPC Committee or who is an Associate Member of the Council.

### *PROCEEDINGS OF DIRECTORS*

22. Subject to the provisions of the articles, the Directors may regulate their proceedings as they think fit. A Director may call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President shall have a second or casting vote.
23. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two.
24. All acts done by a meeting of Directors, or by the EPC Committee or any other committee of the Council, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
25. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of the EPC Committee or any other committee of the Council shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
26. Save as otherwise provided by the articles, a Director shall not vote at a meeting of Directors or of a committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Council. A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
27. If a question arises at a meeting of Directors or of a committee as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

### *POWERS AND OBLIGATIONS OF THE EPC COMMITTEE*

28. The EPC Committee shall:
  - a. take action on behalf of the Council in accordance with the objectives of the Council and policies agreed from time to time at the Annual General Meeting;
  - b. use its discretion in the publishing of documents and statements: it should be made clear when a document or statement is issued whether or not it has been endorsed by the Council;
  - c. maintain active communications links with the membership through the Representatives network and/or other appropriate mechanisms;
  - d. render a report of its activities to the meetings of the Council.
29. The EPC Committee may:
  - a. designate Sectoral Groups or Special Interest Groups from within the membership as appropriate on behalf of the Council as agreed at the Annual General Meeting;
  - b. employ such non-voting Executive Officers as appropriate on behalf of the Council as ratified at the Annual General Meeting, such non-voting Executive Officers to attend such meetings and Congresses as deemed appropriate by the EPC Committee;
  - c. may, at its discretion, commission Working Parties to address specific issues.

30. Each member of the EPC Committee shall have one vote. In the event of an equality of votes, the President shall have a casting vote.

#### *MEMBERSHIP OF THE EPC COMMITTEE*

31. The membership of the EPC Committee shall be:
- a. The President, President-Elect/Immediate Past President, Secretary and Treasurer, who shall be the Directors of the Council;
  - b. Seven ordinary members;
  - c. Three members who are Annual Congress Convenors;
  - d. Chairmen of Council designated Sectoral or Special Interest Groups;
  - e. Such representatives (being senior managers) of Corporate Members as the EPC Committee may consider appropriate for representation of Corporate Member views.
  - f. Other non-voting co-opted members as shall be deemed appropriate by the EPC Committee,

provided that the membership described under Article [31(c) (d) and (e)] above shall be collectively less in number than the membership described under Article [31(a) and (b)].

#### *APPOINTMENT AND RETIREMENT OF EPC COMMITTEE MEMBERS*

32. All Directors of the Council shall be members of the EPC Committee, and shall be appointed in accordance with articles [18-21]. The remaining members of the EPC Committee shall be appointed in accordance with articles [33-36].
33. Elections for the following members of the EPC Committee shall be held during the Annual General Meeting of the Council.
- a. *Convenor of the Annual Congress.* The Convenor of an Annual Congress shall be nominated when the venue is selected (normally 2 years in advance) and shall serve on the EPC Committee for a period of three years; and
  - b. *Ordinary members:* Vacancies among the seven ordinary members shall be filled by election at the Annual General Meeting with, normally, at least two members elected each year. Ordinary members shall be Full Members of the Council at the time of election and shall serve for a period of three years and shall not normally be eligible for immediate re-election.
34. *Co-opted Members:* The EPC Committee may co-opt non-voting members on an annual basis normally for a maximum of three consecutive years. A former elected or appointed member of the EPC Committee shall be eligible for co-option.
35. *Corporate Members:* The EPC Committee may co-opt, on a personal basis, senior managers of Corporate Member organisations as voting members of the EPC Committee on an annual basis normally for a maximum of three consecutive years.
36. *Casual vacancies:* The EPC Committee may appoint or co-opt to fill a casual vacancy. The period of service to fill such a vacancy may be additional to any other the appointee may have given.
37. Chairmen of designated Sectoral or Special Interest Groups will be voting members of the EPC Committee for the duration of their office.

### *NOTICE OF ANNUAL GENERAL MEETINGS*

38. General meetings shall be called by at least fourteen clear days' but a general meeting may be called by shorter notice if is so agreed by a majority in number of the Directors. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
39. The notice shall be given to all the Full Members, Corporate Members and Associate Members, and to the Directors and auditors.
40. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### *PROCEEDINGS AT ANNUAL GENERAL MEETINGS*

41. All Full Members and Associate Members are entitled to attend the Annual General Meeting.
42. One senior manager from each Corporate Member is entitled to attend the Annual General Meeting.
43. No business shall be transacted at any meeting unless a quorum is present. Twelve persons entitled to vote upon the business to be transacted shall be a quorum.
44. A resolution put to the vote of a meeting shall be decided on a show of hands, and every Full Member present in person shall have one vote. Corporate Members and Associate Members shall not have voting rights at an Annual General Meeting.
45. A declaration by the President 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### *OTHER MEETINGS OF THE COUNCIL*

46. In addition to meetings of the Directors and committees, and to the Annual General Meeting, there shall be:
  - a. an Annual Congress open to interested parties, normally to be held in the Spring. The Annual General Meeting shall be held during the course of the Annual Congress;
  - b. provision made for meetings of Sectoral and Special Interest Groups (SSIGs) during the Annual Congress and at other times;
  - c. such other Meetings as may be called by the EPC Committee; and
  - d. Extra-ordinary General Meetings as may be called by either the EPC Committee or requested by 20 Full Members having the right to vote at any Annual General Meeting, giving one calendar month notice in writing to the Secretary.
47. The President will normally chair all meetings of the Council.

### *EXPENSES*

48. The Directors and members of the EPC Committee may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings

of Directors or committees or general meetings or otherwise in connection with the discharge of their duties.

#### *MINUTES*

49. The Directors shall cause minutes to be made for the purpose of recording all decisions made at meetings of the Council, and of the Directors, and of committees of Directors, including the names of the Directors and committee members present at each such meeting.

#### *FINANCE*

50. The financial year of the Council will be from 1 August to 31st July.
51. A subscription shall be levied on each university in membership of the Council, banded according to the number of full-time, or equivalent, engineering academic staff in the university. The rate per band shall be recommended by the Treasurer and approved by the Annual General Meeting.
52. A subscription shall be levied on each Corporate Member, banded according to the size and activity of the organisation. The rate per band shall be recommended by the Treasurer and approved by the Annual General Meeting.
53. The Treasurer shall maintain annually audited accounts which shall be presented to the Annual General Meeting.

#### *AMENDMENTS TO THE MEMORANDUM AND ARTICLES*

54. The provisions of this Memorandum and Articles may be amended only by a resolution of an Annual General Meeting, carried by a vote of not less than two-thirds of the Full Members present and voting at such a meeting, for which the quorum shall be 20 drawn from the Full Members.

#### *DISSOLUTION OF THE COUNCIL*

55. The dissolution of the Council and the disposal of its assets may take place at an Extraordinary General Meeting subject to article 42(e) attended by not less than 10 Full Members and may be in a manner agreed by a majority of not less than two-thirds of the Full Members present and voting at such a meeting.

#### *INDEMNITY*

56. Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Council shall be indemnified out of the assets of the Council against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Council.

We, the subscribers to these articles of association, wish to be formed into a company limited by guarantee and not having a share capital pursuant to these articles.

**Names and addresses of subscribers.**

**Signature**

**Date**

**Name** - Professor Ray Allen,

**Address** - Cherry Tree Cottage, Foxcombe Road, Boars Hill, Oxford, OX1 5DD

**Signature**

**Date**

**Witnessed by** - M. Fiona Martland

**Address** – Otters Lodge, Orestan Lane, Effingham, Surrey

**Signature**

**Date**

**Name** - Professor Barry Clarke,

**Address** – 3 Rectory Road, Newcastle upon Tyne, NE3 1XR

**Signature**

**Date**

**Witnessed by** - M. Fiona Martland

**Address** – Otters Lodge, Orestan Lane, Effingham, Surrey

**Signature**

**Date**

**Name** - Professor David Harrison,

**Address** – Hillview, Larch Avenue, Lenzie, G66 4HT

**Signature**

**Date**

**Witnessed by** - M. Fiona Martland

**Address** – Otters Lodge, Orestan Lane, Effingham, Surrey

**Signature**

**Date**

**Name** - Mr Ian Whyte,

**Address** – 53 Ridgeway Road, Timperley, Altrincham, Cheshire, WA15 7HL

**Signature**

**Date**

**Witnessed by** - M. Fiona Martland

**Address** – Otters Lodge, Orestan Lane, Effingham, Surrey