

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

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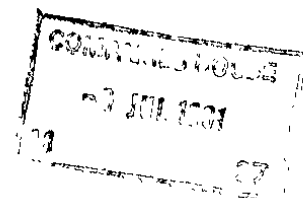
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- of -

THE CHARTERED INSTITUTE OF TRANSPORT IN THE UK

1. The name of the Company is "THE CHARTERED INSTITUTE OF TRANSPORT IN THE UK".
2. The registered office of the Company will be situated in England.
3. Expressions defined in the Articles of Association of the Company from time to time in force shall have the same meanings in this Memorandum of Association.
4. The objects for which the Company is established are to promote, encourage and co-ordinate in the United Kingdom the study and advancement of the science and art of transport in all its branches, to institute and maintain investigation and research into the best means and methods of and appliances for transport, transit, locomotion and the conduct and handling of traffic and the most satisfactory solution of all problems involved therein and all questions ancillary or subsidiary thereto; to extend increase and disseminate knowledge and exchange information and ideas in regard to all matters connected therewith and to assist and further in all practicable ways the development and



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improvement of transport, transit, locomotion and the conduct and handling of traffic in the higher interests of the community.

5. In furtherance of the above objects but not further or otherwise the Company shall have the following powers:-

- (A) To purchase, take on lease or in exchange, hire, accept on loan or as a gift or otherwise acquire and hold any real or personal property and any rights or privileges which may be thought necessary or convenient for the furtherance of its objects and to construct, maintain, repair, restore or alter any buildings, works, stores, plants and things which may from time to time be deemed necessary or convenient for all or any of the purposes of the Company
- (B) To acquire and undertake all or any part of the property, assets, liabilities and engagements of any persons, corporations, societies or other bodies having charitable objects of a similar nature to the Company or which may further the objects of the Company, including for the avoidance of doubt any such property as is from time to time owned by or held in trust for or for the use of the Institute and to undertake, execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the Company
- (C) To present, produce, promote, organise, manage and conduct any meetings, training sessions, lectures, classes, debates, conferences, libraries, demonstrations or exhibitions as may be thought fit for the furtherance of all or any of its objects
- (D) To effect or procure the writing, compilation, preparation, production, printing, recording, broadcasting publication, lending, sale or other distribution and circulation of any treatises, books, papers, pamphlets, statistics and information as may be thought fit for the furtherance of its objects

- (E) To own, exploit and acquire copyrights, trade marks and other rights in respect of any literary or other works, recordings, broadcasts, films, videos or other similar devices or otherwise
- (F) To provide, take part in or co-operate with other societies, associations, institutions, bodies or persons for the delivery of lectures, the holding of classes and examinations, the awarding of certificates, medals, premiums, scholarships and diplomas relating to any of the objects of the Company
- (G) To hold or promote or join in the holding or promotion of exhibitions or conferences in relation to any of the objects of the Company and to make grants of money, books, apparatus or otherwise financially assist research into or the promotion of the objects of the Company or any of them
- (H) To maintain and facilitate the use by the public of a library of and to acquire, buy, sell, exchange or accept on loan or as a gift any books, papers, documents, statistics or other information and records relating to the objects of the Company
- (I) To raise funds and to invite and receive contributions from any persons whatsoever by way of subscription donation or otherwise and whether or not subject to any special trusts and conditions Provided that the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company
- (J) Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Company on such terms and on such security as may from time to time be determined including, without prejudice to the generality of the foregoing, entering into any guarantee or any contract of indemnity or suretyship
- (K) To undertake and execute any trusts for charitable purposes only which may lawfully be undertaken by the Company

- (L) To make and carry out any arrangement for joint working or co-operation with any local or municipal Authority or any company, corporation, society, association, body or persons whether incorporated or not whose objects are similar to any objects of the Company and to lend money either with or without security or give financial assistance by way of donation or subscription or otherwise to any such Authority, company, corporation, society, association, body or persons
- (M) To enter into any arrangements with any Government Department in the United Kingdom
- (N) To establish or aid in the establishment of, or to subscribe to, become a member of or support in any lawful way any persons, corporations, societies or other bodies having charitable objects of a similar nature to the Company or which may further the objects of the Company
- (O) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but subject as hereinafter provided and to any conditions consents or approvals as may for the time being be imposed or required by law
- (P) To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, debentures, bills of lading, warrants and other negotiable or transferable instruments or securities
- (Q) To make such reasonable and proper charges for services rendered by the Company as may from time to time be thought fit
- (R) Subject to the provisions of Clause 7 hereof, to engage and pay any person whether on a full or part time basis or whether as

consultant or employee to supervise, organise, carry on and advise the Company

- (S) Subject to the provisions of Clause 7 hereof to make any reasonable and necessary provision for the payment of pensions and remuneration to or on behalf of employees or former employees and their wives, husbands, widows or widowers and other dependants
- (T) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company
- (U) To do all or any of the above things either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise
- (V) To do all such other lawful things as shall further or are necessary for the attainment of the objects of the Company or any of them.

6. It is hereby provided as follows:-

- (a) in case the Company shall take or hold any property which may be subject to any trusts, it shall only deal with or invest the same in such manner as may be allowed by law, having regard to such trusts;
- (b) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (c) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Directors of the Company 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 have been answerable and accountable as such Directors if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors but such Directors shall as regards any such property be subject jointly and severally to such control or authority as if the Company were not incorporated.

7. (a) The income and property of the Company from wherever derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and (subject as herein provided) no portion thereof shall be paid or transferred, directly or indirectly, by way of profit to the Members of the Company

(b) Subject as hereinafter provided no Director shall be appointed to any salaried office or any office paid by fees, and no grant, remuneration or other benefit in money or money's worth shall be given to any Director

Provided always as follows:-

(1) nothing herein shall prevent any payment or transfer in good faith by the Company:-

- (i) of interest at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the Directors on money lent by

any Member or Director to promote the objects of the Company;

- (ii) of reasonable and proper remuneration to any Member, officer or servant of the Company (save as hereinafter provided not being a Director of the Company) for any services rendered to the Company or undertaken by the authority of the Board of Directors to promote the objects of the Company or of any pension provided for by the Company to or on behalf of any such Member, officer or servant or the wife, husband, widow or widower or other dependant of any such Member, officer or servant;
 - (iii) of reasonable and proper remuneration to any professional firm or company (whether incorporated or not) of which a Member or a Director is a partner, director, consultant or employee for work done by the Member or the Director or his firm or company when instructed by the Board of Directors so to act in that capacity on behalf of the Company;
 - (iv) of reasonable and proper rent for premises demised or let by any Member or Director;
 - (v) of reasonable and proper out-of-pocket expenses to any Director;
- (2) nothing herein shall exclude any Member (other than a Director) from any grant made in furtherance of any objects of the Company;
- (3) no Director shall be accountable for any remuneration received by him by reason of his holding of securities or of

his position with any company or his interest in any unincorporated business dealing with or acquiring any property from or selling any property to the Company Provided that:-

- (i) he is absent from all meetings of the Directors during any discussion of the transaction in question; and
- (ii) he takes no part in any such discussion; and
- (iii) he shall not vote on any resolution relating to the transaction in question; and
- (iv) the other Directors are satisfied that the transaction in question is advantageous to the Company; and
- (v) the transaction in question is approved at a meeting of the Directors at which a majority of those present are Directors who have not at any time during the Company's then current financial year been interested directly or indirectly in any transaction with the Company excluding any transaction which was carried out on a basis not calculated to result in any profit accruing directly or indirectly for the benefit of such Director.

8. The liability of the Members is limited.

9. Every Member undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up the

same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding One Pound (£1).

10. If upon the winding up or dissolution of the Company 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 but shall be given or transferred to the Institute or to some other charitable institution or institutions having objects similar to the objects of the Company or any of them 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 Company under or by virtue of Clause 7 hereof, such institution or institutions to be determined by the Directors at or before the time of dissolution and, in so far as effect cannot be given to such provisions, 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 this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

RICHARD PRICE Botwood

34 Brook Green
London W6 7BL

Director - General
Chartered Institute of Transport.

William J. Pomeroy

ANTHONY MICHAEL JOHN POMEROY

182 KINGS HALL RD

BEKENHAM KEN. BE3 1LT

Director of Commerce
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Dated this 27th day of June

1990

Witness to the above Signatures:-

1. Name

L F Aldridge

L F ALDRIDGE

2. Address

32 THE SURGEONRY

WARMER, DEAL, KENT CT14 7PE

3. Profession

PROFESSIONAL BODY EXECUTIVE