

The Companies Act 1985

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING
A SHARE CAPITAL**

Memorandum of Association

Of the

INSTITUTE OF CEMETERY AND CREMATORIUM MANAGEMENT

1. The name of the company ("the Institute") is THE INSTITUTE OF CEMETERY AND CREMATORIUM MANAGEMENT
2. The registered office of the Institute is to be situated in England.
3. The objects of the Institute are:
 - (1) To promote the improvement of cemeteries and crematoria and of public services for the disposal of the dead, and the management and administration thereof, and to diffuse information upon matters relating thereto.
 - (2) To organise and do all such things as may be necessary or desirable for protecting the interests of persons employed in connection with the administration of cemeteries and crematoria and public services ancillary thereto and for maintaining and improving the status, and promoting the advancement and welfare, of such persons.
 - (3) To encourage the study of technical and other matters in connection with the disposal of the dead and the provision, construction, management and improvement of cemeteries and crematoria, including matters of public health, and to improve and develop the technical and general knowledge and efficiency of persons employed, or about to be employed, in the management or administration of cemeteries, crematoria or public services ancillary thereto for the disposal of the dead.
 - (4) To provide lectures and courses of instruction and other educational facilities for persons in charge of or employed (or about to be employed) in or in connection with cemeteries or crematoria and public services ancillary thereto, and to hold examinations and to grant diplomas and certificates of proficiency and to award prizes to those successful in such examinations. No diploma or certificate shall be issued by the Institute which does not state clearly on the face of it that it is not issued by or with the authority of any government department or authority but is issued by the authority of the Institute only.
 - (5) To provide facilities for, and to arrange, convene and hold periodical meetings and conferences either alone or in conjunction with any other association whose objects, or some of whose objects, are similar to those of the Institute, for discussing subjects relating to, or in any way affecting, the

disposal of the dead or the interests of the Institute, for co-operation and mutual assistance between members of the Institute and for the promotion of social activities between members of the Institute.

- (6) To establish, form and maintain, or to co-operate with any association or organisation for the establishment, formation or maintenance of, a reading room or library or other facilities for the collection and study of books, papers, periodicals and other literature relating to or bearing upon cemeteries or crematoria or public services ancillary thereto, or the management or improvement thereof in relation to public health or otherwise for the purpose of research or for supplying information.
- (7) To print, publish, sell, lend and distribute papers especially prepared for the Institute and any records, extracts, abstracts and translations relating to the disposal of the dead, and to publish, either alone or in conjunction with any person or persons or any authority, body or company, a journal or periodical dealing with matters concerned with the disposal of the dead.
- (8) To undertake such independent investigations and tests of materials, methods and appliances as may be considered advisable and to issue certificates of such tests and to accept fees or remuneration for these or other services.
- (9) To retain and employ specially qualified persons for the purpose of teaching or giving instructions or advising the Institute upon matters of interest in connection with the disposal of the dead including social, economic, legal, accountancy, geological, engineering, sanitary, safety and medical matters.
- (10) To establish, maintain, control and manage branches of the Institute in the United Kingdom and elsewhere as may seem expedient and from time to time to determine the constitution, rights, privileges, obligations and duties of such branches and, when thought fit, to dissolve or modify them.
- (11) To act as treasurer and distributor of any funds contributed by members of the Institute or others for the purpose of assisting persons (or the wives, husbands, widows, widowers or children of persons) who are members of the Institute or, having been members of the Institute, have ceased to be members and who are in distressed or necessitous circumstances, but no payment or contribution out of the assets or income of the Institute shall be made to any such benevolent or compassionate fund or funds.
- (12) To promote, support, or oppose, or assist in the promotion or support of or opposition to, legislation or other measures, orders or schemes relating to the burial and cremation of the dead or ancillary public services or connected with or affecting, or likely to affect, any of the objects or members of the Institute and to take such action in connection therewith as may be deemed necessary.
- (13) To accept grants of money and of land, donations, gifts, subscriptions and other assistance in furtherance of the objects of the Institute and to conform to any proper conditions upon which such grants and other payments may be made.

- (14) 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.
- (15) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute as may be expedient with a view to the promotion of its objects.
- (16) To borrow, raise or secure the payment of money for the purposes of the Institute on such terms and on such security as may be thought fit.
- (17) To undertake any trusts which may be lawfully be undertaken by the Institute and may be conducive to its objects.
- (18) To invest the money of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that money subject, or representing property subject, to the jurisdiction of the Charity Commissioner shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (19) To establish, support and/or contribute towards an association, fund or trust calculated to benefit employees or ex-employees of the Institute or the dependants or families of such persons and to grant pensions and allowances and to make payments towards the insurance of such persons.
- (20) To establish and support, or assist in the establishment and support of, any charitable or benevolent association or institution and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Institute or calculated to further its objects.
- (21) To amalgamate with, establish, subscribe to, become a member of or co-operate with any other association, whether incorporated or not, whose objects, or some of whose objects, are similar to those of the Institute and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed upon the Institute by clause 4 hereof and to procure from and communicate to any such association such information as may be likely to advance the objects of the Institute.
- (22) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

PROVIDED that the Institute 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 Institute, would make it a trade union.

PROVIDED ALSO that if the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioner for England and Wales or Secretary of State or Minister of Education, 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 Board of Directors of the Institute shall be chargeable for such property as 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 Board of Directors have been if no incorporation had been affected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice, the Charity Commissioners, Secretary of State or the Minister of Education over such Board of Directors but they shall as regards any such property be subject jointly and severally to such control or authority as if the Institute were not incorporated. In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute 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 Institute.

PROVIDED that nothing in this memorandum shall prevent the payment in good faith of reasonable and proper remuneration to any officer of the Institute, or to any member of the Institute in return for any services actually rendered to the Institute, nor prevent the payment of interest on money lent or reasonable and proper rent for premises demised or let by any member of the Institute, but so that no member of the Board of Directors of the Institute shall be appointed to any salaried office of the Institute paid by fees, and that no remuneration or other benefit in money's worth shall be given by the Institute to any member of such Board of Directors except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Institute; provided that this provision shall not apply to any payment to any company of which a member of the Board of Directors may be a member and in which such member shall hold not 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 such payment.

5. The liability of the members is limited.
6. Every member of the Institute undertakes to contribute such amount as may be required not exceeding £1 to the assets of the Institute in the event of it 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 amongst themselves.

7. All the assets of the Institute which would otherwise be available to its members generally shall be transferred on the winding up of the Institute either to another body with objects similar to those of the Institute or to another body whose objects are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the Institute).
8. The fourth and seventh paragraphs of the memorandum are included to comply with Section 30 of the Companies Act 1985.