

Company Limited by Guarantee and not having a Share Capital

**MEMORANDUM OF ASSOCIATION
of
THE GUILD OF ARCHITECTURAL IRONMONGERS LIMITED**

1 Name

The name of the company (hereinafter called "the Guild") is **The Guild of Architectural Ironmongers Ltd.**

1.1 The Directors of the Guild of Architectural Ironmongers Ltd shall be the Officers only, who are the:

- President
- Vice President
- Treasurer

and, the Chief Executive, who also acts as Company Secretary.

2 Registered Office

The registered office of the Guild is and will be situated in England.

3 Objects

3.1 The Guild is established to represent and promote the interests of the architectural ironmongery industry.

3.2 To develop, promote and protect standards of integrity and excellence in the business of Architectural Ironmongery (hereinafter called "the Industry").

3.3 To consider issues affecting the interests of the Industry at large.

3.4 To the extent not inconsistent with the Guild's objects under article 3.1, 3.2 and 3.3 above and any legal requirements, the Guild is also established to:

3.4.1 further and generally develop the interests of and to promote liaison between persons and bodies (whether persons firms or companies) engaged in the Industry;

3.4.2 encourage academic study relating to the Industry;

3.4.3 to determine and promote professional standards of education and technical competence for the Industry; and

3.4.4 to disseminate professional and other information to the Members of the Guild.

3.5 To call for, to support or to oppose legislation or changes in professional practice relating to the Industry and appear in support of any petition to Parliament.

3.6 To act as a national point of reference in the Industry and support the government through the delivery of construction best practices.

3.7 To encourage promote and assist persons firms and companies engaged in the Industry generally.

3.8 To liaise with other trade associations and Industry bodies on matters affecting the Industry.

4 Further Powers

4.1 The Guild shall have the following powers exercisable in furtherance of its said objects but not otherwise:-

4.1.1 To foster and promote best practice between persons firms and companies engaged in the Industry.

4.1.2 To represent the collective interests of the Guild and its Members in all negotiations with Government or government bodies/committees or any other legislative authority in relation to:

4.1.2.1 proposed legislation or action affecting the Industry;

4.1.2.2 all policies having a bearing or influence on the Industry, and to act in an advisory capacity when called upon.

4.1.3 To establish standards, principles and codes of professional practices of trading in the Industry.

4.1.4 To present and promote the Guild in all other matters where an interest in the Industry exists and generally carry out public relations activity.

4.1.5 To nominate representative(s) of the Guild on any association or body and otherwise associate with other bodies having objects in any way relevant to and supportive of the principal objects of the Guild.

4.1.6 To provide facilities for study and collect and circulate statistics including employment statistics and other historical information connected with or affecting training in the Industry and to fund, manage control, support print, publish, issue, circulate and distribute, whether gratis or otherwise such papers, magazines, periodicals, publications, journals, books, circulars and other literary works as may seem desirable.

4.1.7 To provide a central medium of useful and beneficial information and advice available for the use of persons and bodies engaged or interested in training in the Industry and for the public at large to the benefit of the Industry and/or its Members.

4.1.8 To establish and support or aid in the establishment and support of any fund, association or institution and to subscribe monies for purposes in any way connected with or calculated to further the objects of the Guild.

4.1.9 To purchase, take on lease or hire or any other way acquire any real or personal property and any rights, privileges or operations, to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Guild and to sell lease mortgage (by the issues of debenture stock or otherwise) exchange, partition or otherwise deal in any way with the real or personal property, rights or privileges of the Guild.

4.1.10 To borrow or raise money on such terms and on such security as may be thought fit.

4.1.11 To invest the monies of the Guild 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.

4.1.12 To accept grants of money and contributions and donations from public and private bodies and persons for any purpose within the objects of the Guild.

4.1.13 To promote, fund support or finance any other company or body for any purpose within the objects of the Guild.

4.1.14 To actively support the competence levels, and continuous professional development needs, of individuals who have satisfied the requirements of the Guild's education programme through the Institute of Architectural Ironmongers.

4.1.15 To do all such lawful things as are incidental or conducive to the attainment of the objects of the Guild.

Provided that:

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

4.1.15.2 The objects of the Guild shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

4.1.15.3 In case of any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Guild 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 Executive Committee of the Guild 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 the Executive Committee would have been if no incorporation of the Guild had been effected and the incorporation of the Guild shall not diminish or impair any control or authority exercisable by the Chancery Division of the Charity Commissioners over such Executive Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Guild were not incorporated.

5 Application of income and property

The income and property of the Guild 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 bonus, or otherwise by way of profit, to the persons who at any time are or have been Members of the Company or to any of them, or to any persons claiming through any of them.

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

5.1 of reasonable and proper remuneration to any Member, officer or servant of the Guild for any services rendered to the Guild together with pensions sickness benefits and allowances for past and present employees of the Guild and the dependants relatives or connections of the same and establish or support any institution funds and trusts which may be calculated to benefit any such persons.

5.2 of interest at a reasonable commercial rate on money lent by any Member of the Guild or of its Executive Committee.

5.3 of reasonable and proper rent for premises demised or let by any Member of the Guild or of its Executive Committee.

5.4 of fees, remuneration or other benefit in money or monies worth to a company of which a Member of the Executive Committee be a Member; and

5.5 to any Member of its Executive Committee of out-of-pocket expenses.

6 Liability

The liability of the Members is limited.

7 Contributions

Every Member of the Guild undertakes to contribute to the assets of the Guild 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 Guild 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 one pound.

8 Winding Up

If upon the winding up or dissolution of the Guild there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall be paid to or distributed among the Full Members of the Guild equally.

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:

Mr Wayne Harris	<i>Company Member of the Executive Committee</i>
2 Killowen Close	
Tadworth	
Surrey	
KT20 5BQ	

Mr Andrew Hall	<i>Company Member of the Executive Committee</i>
High Meadows	
Fulmer Road	
Fulmer	
Buckinghamshire	
SL3 9HN	

Dated this 22nd day of May 2010.

Witness to the above signatures: **Mr Robert R. Howell**