

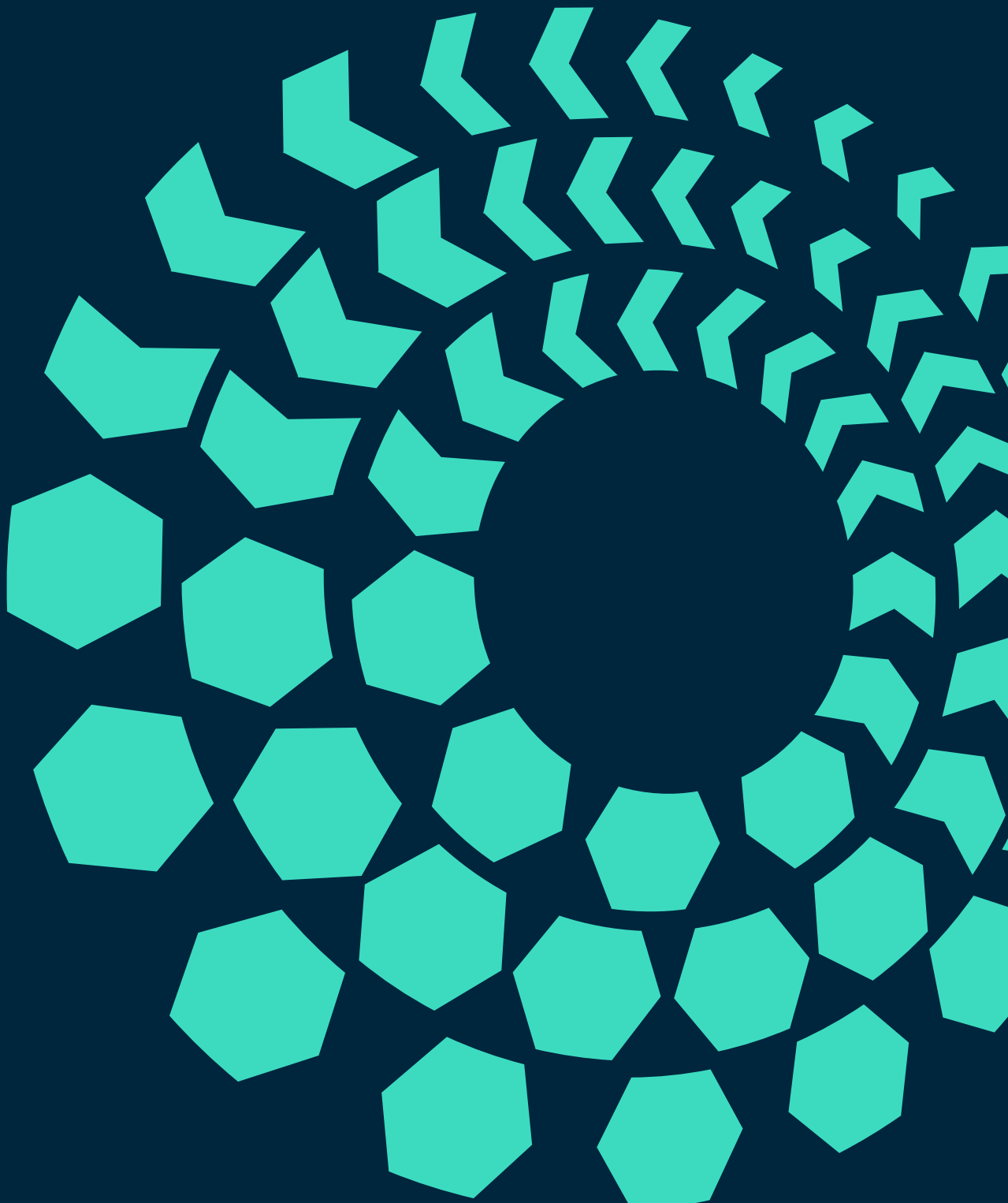


ISEP

Institute of Sustainability &
Environmental Professionals

MEMORANDUM OF ASSOCIATION

of the Institute of Sustainability and
Environmental Professionals (ISEP)



The Companies Act 1985 and the Companies act 1989

A company limited by guarantee and not having share capital

1. The Company's name is The Institute of Environmental Management and Assessment.
2. The Company's registered office is to be situated in England and Wales.
3. The objects of the Company (hereinafter called "the Institute") are:
 - A)
 - i. To promote the goal of sustainable development by improving environmental practice and performance;
 - ii. To establish and maintain standards of professional activity, training and education for those involved in the practice of environmental management, environmental assessment, environmental auditing and related professional disciplines;
 - iii. To develop and produce registers of specialists in environment- related fields who have satisfied such standards of excellence as may be defined from time to time by the Institute;
 - iv. To determine and monitor the standards necessary to qualify for admission to, and continued membership of the Institute and to members of the professional registers;
 - v. To establish a centre of expertise in environmental management, environmental assessment, environmental auditing and related professional disciplines, and to provide services and advice to members of the Institute consistent with raising and maintaining standards in these areas;
 - vi. To promote, encourage and approve appropriate training courses and other services which enhance the quality of environmental management, environmental assessment, environmental auditing and related professional disciplines and practice, and to develop and award qualifications in these areas;
 - vii. To convene seminars, conferences or other types of meetings to discuss matters concerning the objects of the Institute, which may be open to attendance by non-members of Institute;
 - viii. To promote, undertake and publish research concerning matters of interest in relation to the environment or otherwise relevant to the objects of the Institute;
 - ix. To establish and maintain a library of information on environmental management, environmental assessment, environmental audit and related professional disciplines;
 - x. To promote good environmental practice by award schemes;
 - xi. To act as the competent body for the Eco Management and Audit Scheme (EMAS) and related initiatives to which the Institute may be appointed;
 - xii. To promote legislation and other initiatives relating to the environment or otherwise relevant to the other objects of the Institute;
 - xiii. To undertake other activities relating to the improvement of standards in environmental management, environmental assessment, environmental auditing and related professional disciplines standards; and

- xiv. To acquire the assets and undertakings of The Institute of Environmental Management.
- xv. To do all things ancillary to or expedient in connection with the foregoing and to do anything which the Council of the Institute from time to time considers will be to the advantage of the Institute.

AND the Institute shall have the following powers exercisable in furtherance of its said objects (and subject to the provisions of the Articles of Association of the Institute) but not otherwise, namely:

B) To raise funds for the exclusive use of the Institute for the furtherance of its objects, but not further or otherwise, and obtain, collect and receive monies and funds by way of donations, contributions, covenants, fees, subscriptions, legacies, grants and payments by public bodies and others and any other lawful method; to determine the level of the membership fee or subscription payable by each category of member.

C) To subscribe to or grant donations to or otherwise support other organisations which may be necessary or helpful for any of the objects of the Institute.

D) To acquire by purchase, lease, exchange or otherwise, land, buildings and hereditaments of any tenure or description and, having acquired such property, to repair, reconstruct, alter, improve, restore, decorate, furnish, maintain and work the same for the benefit of the Members of the Institute.

E) To take any gift of property, whether subject to any special trust or not, for the objects of the Institute.

F) To sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Institute.

G) To borrow and raise money in such manner as the Institute may think fit whether by loan or by public or private appeal or otherwise and on such terms and (in the case of loans) on such security (or none) as the Institute shall think fit, and to pay out of the funds of the Institute all costs, charges and expenses incurred in connection with obtaining such monies.

H) To invest the monies of the Institute not immediately required for its purposes or generally in furtherance of the objects of the Institute in or upon such investments, securities or property as may be thought fit.

I) To undertake and execute and act as trustees of any trusts and to make such charitable donations whether gratuitously or otherwise as may be lawfully undertaken by the Institute and which may be desirable in the promotion of the objects of the Institute.

J) To amalgamate with any charitable or other company, institution, society or association having objects which are altogether or in part similar to those of the Institute and which restrict the application of its income and prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Institute by the Articles of Association of the Institute and to transfer all or any part of the property, assets, liabilities and engagements of the Institute to any one or more of the companies, institutions, societies or associations with which the Institute is authorised to amalgamate; to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Institute is authorised to amalgamate.

K) To hold shares in any company limited by shares and to be a member of any company limited by guarantee having objects which are altogether or in part similar to these of the Institute and to transfer to or acquire from such company any property, assets, liabilities and engagements of the Institute or such company.

L) To enter into and terminate contracts of employment and to provide pensions for Institute employees; to enter into agency agreements with individuals, organisations or companies; to employ or enjoy the services of persons seconded from any other company, business or organisation; to obtain and pay for professional and other services.

M) To pay all costs and expenses preliminary or incidental incurred in connection with the promotion, formation and incorporation of the Institute, or to contract with any person, firm or company to pay the same.

N) To enter into contracts of any kind for the furtherance of the objects of the Institute.

O) To do all such other lawful things as are necessary or which are considered to be expedient or desirable for the attainment of the objects of the Institute including the adoption of bye-laws regulating certain aspects of the operation of the Institute.

4. The liability of the Members is limited.

5. Every member of the Institute undertakes to contribute such amount as may be required (not exceeding £1) to the Institute's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Institute's debts and liabilities 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.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.