

## THE ROYAL CHARTER OF INCORPORATION

of

### THE CHARTERED INSTITUTE OF PLUMBING AND HEATING ENGINEERING

**Elizabeth the Second** by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith.

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

**Whereas** the incorporated association commonly known as The Institute of Plumbing and Heating Engineering petitioned Us for a Charter of Incorporation.

**And whereas** We are minded to comply with the prayer of such Petition.

**Now therefore we**, by virtue of Our Royal Prerogative in that behalf and of all others powers enabling Us so to do of Our special grace, certain knowledge, and mere motion do hereby for Us Our Heirs and Successors will grant, direct, appoint, and declare as follows:

#### 1. The Institute of Plumbing and Heating Engineering

(i) The persons now members of the said Institute (hereinafter referred to as the former Institute) and all such persons as may hereafter become members of the Body Corporate or Corporation hereby constituted pursuant to or by virtue of the powers granted by these Presents and their successors shall for ever hereafter (so long as they shall continue to be such members) be by virtue of these Presents one Body Corporate and Politic by the name of The Chartered Institute of Plumbing and Heating Engineering (hereinafter referred to as the Institute) and by the same name shall have perpetual succession and a Common Seal with power to break alter and make anew the said Seal from time to time at their will and pleasure and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a Body Corporate.

(ii) The Arms and Crest granted and assigned unto the former Institute by Letters Patent under the hands and Seals of Garter, Clarenceux and Norroy and Ulster Kings of Arms bearing the date 10<sup>th</sup> January 2000 shall be transferred unto the Institute on the date on which this Our Charter shall take effect, and We do hereby give and grant unto the Institute our Royal Licence and Authority that it may thenceforth bear and use the said Armorial Bearings according to the Laws of Arms, the said transfer being first recorded in our College of Arms, otherwise this Our Licence and Permission to be void and of none effect.

#### 2. Objects of the Institute

The objects and purposes of the Institute are to:

(a) advance for the benefit and education of the public the science, practice and principles of plumbing and heating engineering;

(b) further the education of persons, whether resident in the United Kingdom or elsewhere, in the use of materials, apparatus, measures, methods and precautions related to the science, practice and principles of plumbing and heating engineering particularly for the purpose of enhancing the safety and health of the public;

(c) promote the study of, and research into, the science, practice and principles of plumbing and heating engineering and allied subjects and to publish the useful result of such study and research for the benefit and education of the public.

### **3. Powers of the Institute**

The Institute may pursue its said objects by:

- (a) promoting high standards of professional conduct amongst its members for the benefit of the public;
- (b) furthering instruction and training in the science, practice and principles of plumbing and heating engineering and allied sciences;
- (c) conducting examinations and support courses for the improvement of the technical knowledge of the science, practice and principles of plumbing and heating engineering and awarding certificates and diplomas in connection therewith; and, for such purposes, pursuing the statutory Registration of Plumbers; encouraging and taking part in research; providing, establishing and maintaining offices and all appropriate facilities with all requisite equipment; establishing and maintaining a Register of Registered Plumbers and a Register of Master Plumbers, although the Institute shall not award the professional designation of Chartered Status for plumbers unless the Bye-Laws shall be changed so to allow; establishing and supporting lectureships in plumbing and heating engineering and allied sciences; awarding prizes and scholarships;
- (d) disseminating information on all matters affecting plumbing and heating engineering and allied subjects and establishing, printing, publishing, issuing and circulating such papers, journals, magazines, books, periodicals and publications as shall be necessary to attain the objects or to be in any way beneficial to the work of the Institute;
- (e) acting as an authoritative body for the purpose of consultation in matters of public and professional interest concerning the science, practice and principles of plumbing and heating engineering and allied subjects;
- (f) furthering the discovery of, and investigating and making known the nature and merits of inventions which may seem capable of being used by persons engaged in the science, practice and principles of plumbing and heating engineering and allied subjects;
- (g) employing such staff as may be necessary to fulfil the objects of the Institute and making all reasonable and necessary provision for the payment of remuneration;
- (h) purchasing, taking on lease or in exchange, hiring or otherwise acquiring any real or personal property and any rights or privileges which may be necessary or convenient for the promotion of the objects of the Institute and constructing, maintaining and altering any buildings or erections necessary or convenient for the work of the Institute and taking any gifts, subscriptions (whether or not under any deed of covenant), donations, bequests or devises of land, monies, securities or any real or personal property which may be useful or available for any one or more objects of the Institute and utilising or employing the same for all or any of such objects;
- (i) selling, managing, leasing, mortgaging, disposing or otherwise dealing with all or part of the property of the Institute as may be deemed expedient with a view to the promotion of its objects;
- (j) borrowing and raising money in such manner and on such security as may be determined from time to time and issuing debentures and other securities;
- (k) investing any monies of the Institute not immediately required for any of its objects in such manner as may from time to time be determined, 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;

- (l) establishing and supporting or aiding in the establishment and support of any charitable associations or institutions and subscribing or guaranteeing money for charitable purposes which further the objects of the Institute;
- (m) becoming a member of, or amalgamating or co-operating with, any other charitable organisation, institution, society or body whose objects are wholly or in part similar to those of the Institute;
- (n) purchasing or otherwise acquiring and undertaking all or such part of the property, assets, liabilities and engagements as may be lawfully acquired or undertaken by the Institute of any one or more of the organisations, institutions, societies or bodies with which the Institute is authorised to amalgamate;
- (o) undertaking and executing any charitable trusts which may be conducive to any of the objects of the Institute;
- (p) admitting any persons to the grades of membership of the Institute for the time being on such terms and conferring on them such rights and privileges as may seem expedient;
- (q) doing all or any of the things hereinbefore authorised either alone or in conjunction with any other organisation, institution, society or body with which the Institute is authorised to amalgamate;
- (r) doing all such other lawful things as shall further the attainment of the above objects or any of them.

**PROVIDED THAT:**

- (i) in case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (ii) the objects of the Institute shall not extend to the regulation of relations between workers and / or employers or organisations of workers and / or organisations of employers, and it shall not support or oppose with its funds any political party;
- (iii) in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commission for England and Wales, 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 members of the Board of Trustees 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 have been as such Board of Trustees if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Court or the Charity Commission over such Board of Trustees but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Institute were not incorporated.

**4. Property Matters**

- (i) The income and property of the Institute shall be applied solely towards the promotion of its objects as set forth in these Presents and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Institute and no member of its Board of Trustees shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute.
- (ii) **PROVIDED THAT** nothing therein shall prevent any payment in good faith by the Institute:

- (a) of a reasonable and proper remuneration to any member, Officer or servant of the Institute (not being a member of its Board of Trustees) for any services rendered to the Institute;
- (b) of interest on money lent by any member of the Institute or of its Board of Trustees at a rate per annum not exceeding 2% less than the published base lending rate from time to time of a clearing bank to be selected by its Board of Trustees or 3%, whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Institute or of its Board of Trustees;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than one hundredth part of the capital of that company;
- (e) of out-of-pocket expenses to any members of its Board of Trustees;
- (f) for indemnity insurance to cover the liability of the Board of Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Institute; provided that any such insurance shall not extend to any claim arising from any act or omission which the Board of Trustees knew to be a breach of trust or breach of duty or which was committed by the Board of Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the members of the Board of Trustees in their capacity as Officers of the Institute.

(iii) AND PROVIDED THAT nothing herein shall prevent the gratuitous distribution among, or sale at a discount to, members of the Institute of any books or other publications published by the Institute relating to all or any of its objects as above set forth, or be deemed to exclude any member of the Institute from the benefit of any grant made in furtherance of any of the objects of the Institute, or prevent any member, who may be a successful exhibitor at any exhibition or show held, sponsored or promoted by the Institute or to the cost of which the Institute may have subscribed out of its income or property, from receiving as such exhibitor any prize, medal or other recognitions which may, under the regulations affecting the said exhibition or show, be awarded.

(iv) The assets and liabilities of the former Institute including any property and monies held on behalf of or in trust for the former Institute by any person or persons or body politic or corporate shall, from the date of these Presents or on such other date as the Board of Trustees shall so resolve whichever is the later, become and be deemed to be the property and monies of the Institute and, as soon as may be, shall be formally transferred to the Institute or such person or persons on its behalf as the Institute may prescribe. Likewise, the continuing contracts of the former Institute shall be assigned to the Institute as from the date of these Presents or on other such date as the Board of Trustees shall so resolve, whichever is the later.

## **5. Charter Changes**

(i) The members may, by a resolution passed at any General Meeting by not less than three-fourths of the members so entitled and present in person or by proxy and voting, revoke, amend or add to the provisions of these Presents but no such revocation, amendment or addition shall, until approved by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as revoked, amended or added to.

(ii) This Article shall apply to these Presents as revoked, amended or added to in manner aforesaid.

## **6. Bye-Laws**

(i) The Bye-Laws set out in the Schedule hereto shall be the first Bye-Laws of the Institute and shall remain in force until revoked, amended or added to in the manner hereinafter provided. The Bye-Laws may direct that any matter which, pursuant to this Our Charter, may be prescribed or regulated in the Bye-Laws may be further prescribed or regulated by Regulations. Provided that any such further prescription or regulation shall not be repugnant to the provisions of this Our Charter or the Bye-Laws.

(ii) The members may, by a resolution passed at any General Meeting by not less than three-fourths of the members so entitled and present in person or by proxy and voting, revoke, amend or add to the Bye-Laws for the time being in force; but no such revocation, amendment or addition shall have effect until approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.

## **7. Dissolution**

The members may, by a resolution passed at any General Meeting by not less than three-fourths of the members so entitled and present in person or by proxy and voting, determine to surrender these Presents, subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit, and wind up or otherwise deal with the affairs of the Institute in such manner as shall be determined by such resolution or, in default of such direction, as the Court shall think expedient having due regard to the liabilities of the Institute for the time being and, if upon the winding up or dissolution of the Institute, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members or any of them but shall, subject to any special trusts affecting the same, be given and transferred to some other charitable association or associations having objects similar to the objects of the Institute and which shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on the Institute by these Presents, such association or associations to be determined by the members at or before the time of dissolution.

## **8. Conclusion**

AND We do hereby for Us Our Heirs and Successors grant and declare that these Our Letters or the enrolment or exemplification thereof shall be in all things good, firm, valid and effectual according to the true intent and meaning of the same and shall be taken, construed and adjudged in all Our Courts and elsewhere in the most favourable and beneficial sense and for the best advantage of the Institute, any mis-recital, non-recital, omission, defect, imperfection, matter or thing whatsoever notwithstanding.

In Witness whereof We have caused these Our Letters to be made Patent.

Witness Ourselves at Westminster the ... .. day of two thousand and seven in the year of Our Reign

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL

(Signed on 30 June 2009)