

Complete Integrated Certification Services Ltd

company 01871628 ("the Company")

resolutions of the members passed on 11 June 2007

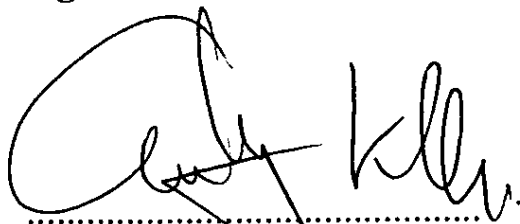
under regulation 78A of Table A (1948 version) incorporated in the articles of association of the Company

resolved as special resolution

1. That the articles of association be varied by deleting the whole of article 4.2 and substituting for it a new article 4.2 in the form of the paragraph set out below:

"4.2 The number of directors shall not be less than six and not more than thirty"

signed



for and on behalf of British Ceramic Research Ltd



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COMPANIES HOUSE

Complete Integrated Certification Services Ltd

ARTICLES OF ASSOCIATION

KJD

private company articles

Complete Integrated Certification Services Ltd

registered in England and Wales company number 1871628.

company limited by shares

preliminary and interpretation

- 1.1 Except as hereinafter provided the regulations contained in Table A ("Table A") in the first schedule to The Companies Act 1948 shall apply to the Company.
- 1.2 In regulation 1 of Table A the words "in these regulations" and "the Act" there shall be inserted the words "and in any articles adopting them".
- 1.3 Where there is any conflict between the provisions of these regulations and those of Table A applying to the Company by virtue of these regulations, the provisions of these regulations shall prevail.

transfer of shares

- 2.1 No transfer of a fully paid share need be executed by the transferee, and regulation 22 of Table A shall be modified accordingly.
- 2.2 The directors may, in their absolute discretion and without giving any reason therefore, decline to register any transfer of any share whether or not it is a fully paid share.

proceedings at general meetings

- 3 At the end of regulation 73A of Table A the stop shall be replaced by a comma, and there shall be added the words "and may consist of several documents in like form each signed by one or more members".

directors

- 4.1 In regulation 75 of Table A the words “number of the directors and the” shall be deleted.
- 4.2 The number of directors shall not be less than six and not more than thirty.
- 4.3 In addition to any other powers which they have any member or members owning not less than 75% of the issued share capital of the Company may at any time by written notice to the Company do all or any of the following:
 - 4.3:1 vary the number of directors of the Company;
 - 4.3:2 appoint one or more additional directors; and
 - 4.3:3 remove one or more directors from office.
- 4.4:1 The board of directors shall be composed of appropriately qualified persons representing the interests of all persons interested in the process of certification including (without prejudice to the generality of the foregoing) representatives of all or any of government departments, specifiers, users and consumers. Manufacturers and suppliers and standards organisations and no single interest shall be represented by more than one third of the directors.
- 4.4:2 The members shall exercise their powers to appoint and remove directors and the directors shall exercise their powers to appoint directors to fill vacancies so as to ensure in so far as is in their power to do so that the intention expressed in regulation 4.4:1 is realised and shall so far as is possible when vacancies arise issue invitations to appropriately qualified persons to accept office as directors.

borrowing powers

- 5 The proviso to regulation 79 of Table A shall not apply to the Company.

powers and duties of directors

- 6.1 Notwithstanding the provisions of regulation 80 of Table A the Company in general meeting shall not have power to prescribe regulations or provisions which have the effect of limiting or directing the powers and responsibilities of the directors in connection with the following matters:
- 6.1:1 the technical and management policies of all certification schemes undertaken by the Company;
 - 6.1:2 the resolution (so far as is reasonably practicable) of all disputes arising from the operation of any such scheme;
 - 6.1:3 the appointment (with such powers as the directors from time to time specify) and as may be appropriate the dissolution of committees with specific responsibility to advise on the institution and management of certification schemes for sub sections of the ceramic industry;
 - 6.1:4 the granting of certificates of approval. The authority to grant such certificates of approval may be delegated to the executive director who will exercise this authority in good faith on behalf of the directors. At the next meeting of directors following the granting of any certificate or certificates by the executive director the executive director shall inform the directors of the granting of such certificates and the directors shall confirm the granting of those certificates as they deem fit;
 - 6.1:5 the appointment and dismissal of a managing director.
- 6.2 Regulation 87 of Table A shall not apply to the Company.

- 6.3 The directors may grant retirement pensions or annuities or other gratuities or allowances, including allowances on death, to any person or the widow or dependents of any such person in respect of services rendered by him to the Company whether as a director, managing director or in any other office or employment under the Company or indirectly as an officer or employee of any subsidiary company of the Company, notwithstanding that he is or has been a director of the Company, and the Company may make payments towards insurance or trust for such purposes in respect of such persons and may include rights in respect of such pensions, annuities and allowances in the terms of engagement of any such persons.
- 6.4 The directors shall not without the previous sanction of a special resolution of the Company in general meeting sell or dispose of the business of the Company or the shares of any subsidiary of the Company or any part of such business or shares or any interest in land or buildings where a substantial part of the Company's business is for the time being carried on and shall procure that the directors of any subsidiary shall not without the previous sanction of a special resolution of the Company in general meeting carry out any such transaction in relation to such subsidiary.

rotation of directors

- 7 The directors shall not be subject to retirement by rotation and accordingly all references in Table A to rotation shall be disregarded.

proceedings of directors

- 8.1 No director present at any meeting of the directors or committee of directors shall be required to sign his name in a book kept for that purpose; and regulation 86 of Table A shall be modified accordingly.

- 8.2 At the end of regulation 106 in Table A the stop shall be replaced by a comma, and there shall be the words “and may consist of several documents in like form each signed by one or more directors”.

managing director

- 9.1 Regulations 107 to 109 inclusive of Table A shall not apply.
- 9.2 The directors shall from time to time appoint a managing director of the Company, and may fix his remuneration either by way of salary or commission, or by conferring a right to participation in the profits of the Company, or by combination of two or more of these modes.
- 9.3 Every managing director shall be liable to be dismissed or removed by the board of directors, and another person may be appointed in his place. The directors may enter into agreement with any person who is or is about to become a managing director with regard to the length and terms of his employment but so that the remedy of any such person for any breach of such agreement shall be in damages only and he shall have no right or claim to continue in such office contrary to the will of the directors or of the Company in general meeting.
- 9.4 A managing director shall be subject to the same provisions as regards disqualification as the other directors, and if he ceases to hold the office of directors from any cause he shall ipso facto cease to be a managing director.
- 9.5 The directors may from time to time entrust to and confer upon a managing director all or any of the powers of the directors (not including the power to borrow money or issue debentures) that they think fit. But the exercise of all powers by the managing director shall be subject to all such regulations and restrictions as the directors

from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied.