

**Company No: 03076190**

**The Companies Act 2006**

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

**of**

**UNITED KINGDOM ACCREDITATION SERVICE (the "Company")**

**Passed 7 October 2014**

**AT** an Annual General Meeting of the Company, duly convened and held on 7 October 2014, the following special resolution was duly passed as follows

"THAT the new Articles of Association in the form laid before the meeting and initialled by the Company Secretary for identification, be adopted in place of the existing Articles of Association of the Company"

  
\_\_\_\_\_  
**Chairman**

**TUESDAY**



A21

\*A3KGFKZS\*

11/11/2014

#362

COMPANIES HOUSE

---

**The Companies Acts 1985 - 89**

---

**Company limited by guarantee and not having a share capital**

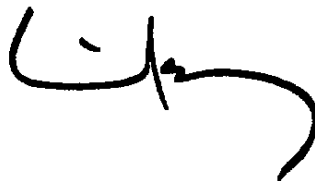
---

**Articles of Association**

**of**

**United Kingdom Accreditation Service**

**(Adopted on 7 October 2014)**

A handwritten signature in black ink, consisting of a stylized 'U' followed by a horizontal line and a curved flourish.

**Companies Acts 1985-89**  
**A COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**UNITED KINGDOM ACCREDITATION SERVICE**

**1 PRELIMINARY**

1.1 In these Articles unless inconsistent with the context or otherwise specified

1.1.1 the following expressions have the following meanings.

**"Act"** the Companies Act 2006, including any statutory modification or re-enactment of it for the time being in force,

**"Articles"** these articles of association of the Company,

**"clear days"** in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**"executed"** includes any mode of execution,

**"Executive Directors"** directors who are for the time being appointed to an executive office or employment under the Company; and "Executive Director" means any one of them;

**"Members"** members for the time being of the Company, and "Member" means any one of them,

**"Nominating Bodies"** persons nominated or elected (as the case may be) from time to time pursuant to article 2, and "Nominating Body" means any one of them,

**"Non-Executive Directors"** directors who are not for the time being appointed to an executive office or employment under the Company; and "Non-Executive Director" means any one of them,

**"Office"** the registered office for the time being of the Company,



**"Secretary"** the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary,

**"Secretary of State"** the Secretary of State for Business Innovation and Skills;

**"United Kingdom"** the United Kingdom of Great Britain and Northern Ireland,

1.1.2 words or expressions have the same meaning as in the Act, but excluding any statutory modifications of the Act not in force when these Articles become binding on the Company;

1.1.3 references to persons include corporations sole, bodies corporate, firms and unincorporated associations;

1.1.4 words importing gender include the other gender;

1.1.5 words importing the singular include the plural and vice versa,

1.1.6 references to articles are to numbered paragraphs of these Articles, and

1.1.7 the headings in these Articles are for convenience only and shall be ignored in construing the language or meaning of these Articles

1.2 The Company is established for the objects expressed in the memorandum of association

## **2 NOMINATING BODIES**

2.1 The maximum number of Nominating Bodies shall be twenty-four

2.2 The first Nominating Bodies shall be the subscriber to the memorandum of association and those persons nominated as such in a notice deposited or received at the Office by, or received by the Secretary from, the subscriber to the memorandum of association

2.3 At any time when the Number of Nominating Bodies is less than twenty-four, subject to article 2.4, the existing Nominating Bodies may by notice in writing executed by, or by a duly authorised person on behalf of, a majority of not less than 75 per cent in number of the Nominating Bodies and lodged at the Office elect an additional person or person as Nominating Bodies. Such election shall take effect when the notice is lodged at the Office.

2.4 If

2.4.1 a Nominating Body becomes bankrupt or makes a composition or arrangement with creditors or (being a corporation) goes into liquidation whether compulsory or voluntary or a petition is presented or an order made for the appointment of an administrator in relation to a Nominating Body or a receiver, administrative receiver or manager is appointed over any part of the assets or undertaking of a Nominating Body or a Nominating

Body does or suffers any act or event of equivalent effect under any other system of national law, or


- 2 4 2 notice is received by the Secretary at the Office from a majority for the time being of the other Nominating Bodies (and not withdrawn by those Nominating Bodies within a period of 60 days from the date of its receipt) that, in their opinion, the ownership or fundamental character of a Nominating Body (apart from the Secretary of State, in relation to whom notice under this article 2 4.2 cannot be given) has changed so as to make it no longer appropriate that it remains a Nominating Body; or
- 2 4 3 the Secretary pursuant to a resolution of the directors certifies that any Nominating Body (apart from the Secretary of State, in relation to whom notice under this article 2 4 3 cannot be given) has not been represented at two consecutive annual general meetings by a Member appointed by it pursuant to article 3 1; or
- 2 4 4 a Nominating Body gives notice to the Secretary at the Office that it wishes to cease to be a Nominating Body, or
- 2 4 5 a Nominating Body has not appointed a Member pursuant to article 3 1 within 90 days of being requested to do so by the directors or within 90 days of any Member nominated by it having ceased to be a Member;

then the Nominating Body concerned (the "Relevant Body") shall forthwith cease to be a Nominating Body on the occurrence of the relevant event or, for the purposes only of article 2 4 4, the receipt of notice by the Secretary. No person who has ceased to be a Nominating Body shall be eligible for future election as, or be elected as, a Nominating Body except where the person concerned ceased to be a Nominating Body under article 2.4 4. Nor shall any person who has ceased to be a Member under any of articles 3 5 1, 3 5 3 or 3 5 4 be eligible for future election as, or be elected as, a Nominating Body.

- 2 5 On the happening of a relevant event or receipt of the notice in either case under article 2.4, the Secretary shall within seven days:
  - 2.5 1 notify all the Nominating Bodies accordingly (the "First Notice"), and
  - 2.5 2 invite all the Nominating Bodies, except the Relevant Body, to recommend within 30 days of the First Notice being given a person to become a Nominating Body in place of the Relevant Body.
- 2.6 After the expiry of the period of 30 days referred to in article 2 5, the Secretary shall notify all Nominating Bodies (the "Second Notice"), except the Relevant Body, of the recommendations received and, subject to article 2.4, those Nominating Bodies may by written notice in accordance with article 2 7 elect another person to be a Nominating Body in substitution for the Relevant Body.
- 2 7 Any written notice given under article 2 6 must be executed by, or by a duly authorised person on behalf of, a majority of not less than 75 per cent in number of those Nominating Bodies and given to the Secretary or lodged at the Office within 30 days of the Second Notice.

- 2.8 Any election under article 2.6 shall take effect when the written notice concerned is given to the Secretary or lodged at the Office (whichever is the later). If the Nominating Bodies do not so elect a substitute Nominating Body, the vacancy in the number of Nominating Bodies shall remain open for the time being, but may be filled at any time by the Nominating Bodies under article 2.3.
- 2.9 Whenever a Nominating Body is elected as, or ceases to be, a Nominating Body, notice of such election or cessation shall be given by the Secretary to all the Members within 30 days of such election or cessation.
- 2.10 Each of the notices from Nominating Bodies referred to in articles 2.3, 2.4.2 and 2.6 may be a single instrument executed by, or by a duly authorised person on behalf of, each of the Nominating Bodies concerned or may consist of several instruments, in like form, each executed by, or by a duly authorised person on behalf of, one or more of such Nominating Bodies.

### **3 MEMBERSHIP**

- 3.1 Subject to article 3.9, each Nominating Body shall appoint either itself or another person to be a Member and, where such appointment is not of itself, it shall have the right from time to time to remove a Member so appointed and appoint another person to be a Member in his place. A Member appointed under this article 3.1 shall cease to be a Member on his appointor Nominating Body ceasing to be a Nominating Body.
- 3.2 Any appointment or removal of a Member by a Nominating Body under article 3.1 shall be effected by written notice executed by, or by a duly authorised person on behalf of, such Nominating Body and received at the Office or by the Secretary.
- 3.3 Any appointment as a Member of a person other than the relevant Nominating Body shall be accompanied by a consent in writing to such appointment executed by, or by a duly authorised person on behalf of, the proposed Member. A Nominating Body shall not appoint as a Member any person who has either ceased to be a Nominating Body under any of articles 2.4.1, 2.4.2, 2.4.3 or 2.4.5, or who has ceased to be a Member under any of articles 3.5.1, 3.5.3 or 3.5.4, or who is, for the time being, a director of the Company. Upon receipt by the Company at the Office of an instrument appointing a Member, accompanied, if required, by his consent to that appointment, the person so appointed shall become a Member, following which the Secretary shall enter the name of such person in the books of the Company as a Member.
- 3.4 If a Member ceases to be a Member pursuant to article 3.5, the Nominating Body shall appoint another Member in his place in accordance with this article 3.
- 3.5 A Member shall forthwith cease to be a Member upon the happening of any of the following events.
- 3.5.1 an ordinary resolution (of which at least 14 clear days' notice has been duly given) is passed at a general meeting of the Company that the membership of such Member be terminated, or
- 3.5.2 he resigns as a Member by notice in writing to the Company, or
- 

- 3.5.3 in the case of a Member being an individual, he dies or becomes bankrupt or makes a composition or arrangement with his creditors or he is or may be suffering from mental disorder and either is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960 or an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 3.5.4 In the case of a Member being a body corporate, such Member goes into liquidation whether compulsory or voluntary or a petition is presented or an order made for the appointment of an administrator in relation to that Member or a receiver, administrative receiver or manager is appointed over any part of the assets or undertaking of such Member or that Member does or suffers any act or event of equivalent effect under any other system of national law, or
- 3.5.5 he is removed by his appointor Nominating Body, or the latter ceases to be a Nominating Body, in each case in accordance with article 3.1; or
- 3.5.6 he becomes a director of the Company.
- 3.6 Any person admitted to membership which is a body corporate:
- 3.6.1 shall be so admitted in the name of that body corporate,
- 3.6.2 may act at general meetings by its duly authorised representative appointed pursuant to section 323 of the Act (representation of corporations at meetings), and
- 3.6.3 otherwise may act through any director, other officer or executive of such body corporate as the directors of the Company may decide
- 3.7 Any person admitted to membership which is a corporation sole shall be so admitted in the name of that corporation sole and may act by any duly authorised representative appointed for the purpose by the corporation sole concerned
- 3.8 None of the rights and privileges of a Member in relation to the Company nor the membership itself shall be chargeable, transferable or transmissible by such Member's own act or by operation of law or otherwise
- 3.9 No person shall be admitted to membership who is a partnership or an unincorporated association.
- 3.10 Every Member shall from time to time notify to the Secretary a place of business or residence to be registered as his address and the Secretary shall maintain in the Company's register of members such details together with the names of all Members from time to time

#### **4 GENERAL MEETINGS**

- 4.1 The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year. Not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the directors shall appoint.
- 4.2 The directors may call general meetings and, on the requisition of Members pursuant to the provisions of the Act (which refers to a requisition of Members representing not less than one-tenth of the total voting rights of all the Members having at the date of deposit of the requisition a right to vote at a general meeting), shall forthwith proceed to convene a general meeting for a date not later than twelve weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any Member of the Company may call a general meeting.

#### **5 NOTICE OF GENERAL MEETINGS**

- 5.1 An annual general meeting and a general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least fourteen clear days' notice. All general meetings may be called by shorter notice if it is so agreed:
- 5.1.1 in the case of an annual general meeting, by all the Members entitled to attend and vote at it; and
- 5.1.2 in the case of any other meeting, by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the Members.
- 5.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the Members and to the directors and auditors. Each notice shall have attached to it a copy of the then current register of directors' interests as maintained by the Secretary pursuant to article 15.4.
- 5.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

#### **6 PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 No business shall be transacted at any meeting unless a quorum is present. Subject to article 6.2, a quorum shall be such number of persons entitled to vote upon the business to be transacted (each being a Member or a proxy for a Member or a duly authorised representative of a corporation or corporation sole), as represents a majority of the Members.



- 6.2 If and for so long as the Company has only one Member, that Member present in person or by proxy or, if that Member is a corporation or corporation sole, by a duly authorised representative shall be a quorum.
- 6.3 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may decide.
- 6.4 The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.
- 6.5 If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
- 6.6 A director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 6.7 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned, at least two clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.
- 6.8 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 6.8.1 by the chairman, or
  - 6.8.2 by at least two Members (present in person, by proxy or by a duly authorised representative) having the right to vote at the meeting, or
  - 6.8.3 in writing by a Member or Members (present in person, by proxy or by a duly authorised representative) representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 6.9 Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

JK

- 6 10 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 6 11 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 6.12 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made. At least seven clear days' notice shall be given of a poll not taken forthwith specifying the time and place at which the poll is to be taken
- 6.13 A resolution in writing of all the Members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened or held either
- 6 13 1 if it consists of an instrument executed by or on behalf of each such Member, or
- 6 13 2 If it consists of several instruments in the like form each either
- (a) executed by or on behalf of one or more of such Members and deposited or received at the Office or received by the Secretary; or
- (b) executed by or on behalf of one or more of such Members and sent by telex or facsimile transmission to and received at the Office or by the Secretary.
- Any such resolution in writing shall be deemed to be duly executed in the case of a body corporate if signed by a director or the secretary of it or another person duly authorised to act on behalf of the body corporate concerned and in the case of a corporation sole if signed by a duly authorised representative
- 6 14 If and for so long as the Company has only one Member and that Member takes any decision which is required to be taken in general meeting by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, except that this article 6 14 shall not apply to resolutions passed pursuant to sections 168 (removal of a director) and 510 (removal of auditors) of the Act.
- 6 15 Any decision taken by a sole Member pursuant to article 6.14 shall be recorded in writing and delivered by that Member to the Company for entry in the Company's minute book

## **7 VOTES OF MEMBERS**

7.1 Any Member entitled to attend and vote at a general meeting shall be entitled to appoint another person (whether a Member or not) as his proxy to attend and vote instead of him and any proxy so appointed shall have the same right as the Member to speak at the meeting concerned.

7.2 Subject to article 7.8:

7.2.1 on a show of hands every Member present in person or by a duly authorised representative shall have one vote;

7.2.2 on a poll every Member present in person, by proxy or by a duly authorised representative shall have one vote, and

7.2.3 in the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have

7.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive

7.4 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near to it as circumstances allow or in any other form which is usual or which the directors may approve):

" [name of Company]

I/We, , of

, being a Member/Members of the above-named Company, hereby appoint

of

, or failing him, of

, as my/our proxy to vote in my/our name[s] and on my/our behalf at the [annual] general meeting of the Company to be held on [date], and at any adjournment of that meeting.

Signed on [date]."

7.5 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is used or which the directors may approve)

" [name of Company]

I/We, , of

, being a Member/Members of the above-named Company, hereby appoint

of

, or failing him,

of

, as my/our proxy to vote in my/our name[s] and on my/our behalf at the [annual] general meeting of the Company to be held on [date], and at any adjournment of that meeting.

*This form is to be used in respect of the resolutions mentioned below as follows*

*Resolution No 1 \*for \*against*

*Resolution No 2 \*for \*against.*

*\*Strike out whichever is not desired*

*Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.*

*Signed on [date] "*

7 6 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notari ally or in some other way approved by the directors may

7 6 1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

7.6.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as mentioned above after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

7 6.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

7.7 A vote given or poll demanded by a proxy or by the duly authorised representative of a corporation or corporation sole shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

7.8 On any vote taken on any resolution of the Company in general meeting, being a resolution the passing of which would be, or be deemed to be, a variation of the rights attached to the Secretary of State's membership of the Company, the

OL

Secretary of State shall have the right to cast such number of votes as shall exceed by one vote the number of votes which could be cast by all other Members of the Company and such right may be exercisable either by the Secretary of State or by his duly authorised representative.

7.9 For all of the purposes of these Articles the passing of any of the following kinds of resolution by the Company in general meeting shall be deemed to be a variation of the rights attached to the Secretary of State's membership of the Company.

7.9 1 any resolution the effect of which, if duly passed, would be to alter, or to replace, articles 2 4 2, 2 4 3, 7.8 or 7.9,

7.9 2 any resolution to wind up the Company voluntarily or pursuant to section 122(1)(a) of the Insolvency Act 1986 (circumstances in which a company may be wound up by the court),

7.9 3 an ordinary resolution pursuant to article 3 5 1 to terminate the Secretary of State's membership of the Company; and

7 9 4 any resolution to amend any such resolution as is described in any of articles 7.9 1 – 7.9.3

## **8 NUMBER OF DIRECTORS**

8.1 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be less than three nor more than nine and from among whom a majority shall be appointed as Non-Executive Directors.

8 2 No person shall be appointed as a Non-Executive Director unless a majority of the Members are reasonably satisfied that, following the appointment of the person concerned, the combined knowledge and experience of all directors would be relevant to the Company's conduct of its business activities for the time being.

## **9 ALTERNATE DIRECTORS**

9 1 Any director (other than an alternate director) may appoint any other director, or any other person (but not a Member) approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him

9 2 An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which the appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company for his services as an alternate director

9 3 An alternate director shall cease to be an alternate director if he becomes a Member or if his appointor ceases to be a director.

9 4 Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors

JL

- 9.5 Except as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

## **10 POWERS OF DIRECTORS**

- 10.1 Subject to the provisions of the Act, and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of these Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article 10.1 shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 10.2 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or other security over all or any part of its undertaking and property and to issue debentures, whether outright or as security for any debt, liability or obligation of the Company or of any third party
- 10.3 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they decide, including authority for the agent to delegate all or any of his powers

## **11 DELEGATION OF DIRECTORS' POWERS**

The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles which regulate the proceedings of directors so far as those provisions are capable of applying

## **12 APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 12.1 No director appointed to an executive office or employment pursuant to article 15.1 while holding such office or employment shall be subject to retirement by rotation or be taken into account in determining the rotation of retirement of directors
- 12.2 At every annual general meeting one third of the directors (other than those not subject to retirement by rotation) or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office
- 12.3 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors (and who are subject to retirement by rotation) on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

JL

- 12.4 A director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed (or deemed to have been reappointed pursuant to article 12.6) he shall retain office until the meeting appoints someone in his place, or, if earlier, until the end of the meeting.
- 12.5 If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy, the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
- 12.6 No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless,
- 12.6.1 he is recommended by the directors, or
- 12.6.2 not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed
- 12.7 Not less than ten nor more than twenty-eight clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a director retiring by rotation at the meeting) who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been duly given to the Company pursuant to article 12.7.2 of the intention to propose him at the meeting for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed (or reappointed), be required to be included in the Company's register of directors
- 12.8 Subject as set out above, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director and may also determine the rotation in which any additional directors are to retire

### **13 DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 13.1 The office of a director shall be vacated forthwith if
- 13.1.1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
- 13.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 13.1.3 he is, or may be, suffering from mental disorder and either
- (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health (Discrimination)

Act 2013 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or

- (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

13.1.4 he resigns his office by notice to the Company; or

13.1.5 he is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in the manner required by section 177 or 182 of the Act (directors to disclose interest in contracts), or

13.1.6 without permission of the directors, he shall for more than six consecutive months have failed to be present in person at meetings of directors held during that period and the directors resolve that his office be vacated, or

13.1.7 he becomes a Member; or

13.1.8 being an employee of the Company, his employment terminates.

13.2 Without prejudice to the provisions of the Act, the Company may by ordinary resolution remove any director before the expiry of his period of office

#### **14 DIRECTORS' REMUNERATION AND EXPENSES**

14.1.1 The Non-Executive Directors shall be entitled to such remuneration as the Company may by ordinary resolution decide and, unless the resolution provides otherwise, the remuneration shall accrue from day to day

14.1.2 The Non-Executive Directors from time to time shall be and are hereby constituted a committee, to be known as the Remuneration Committee, as permitted by article 11, with power on behalf of the Board to review the remuneration of the Executive Directors and senior executives of the Company from time to time and to make recommendations to the Board as to proposed changes.

14.1.3 A report of the Remuneration Committee's recommendations, if any, in respect of the Executive Directors, the rationale for them, and the Board's decision thereon shall be laid before the Members at the next annual general meeting of the Company

14.2 The directors may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of debentures of the Company or otherwise in connection with the discharge of their duties.

#### **15 DIRECTORS' APPOINTMENTS AND INTERESTS**

15.1 Subject to:



15 1.1 the provisions of the Act,

15.1.2 the provisions of Article 8, and

the directors may appoint one or more of their number to the office of managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any such director for his employment by the Company or the provision by him of any services outside the scope of the ordinary duties as a director on such terms and for such period as they think fit and, subject to the terms of any contract between such director and the Company, may at any time revoke any such appointment. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of any contract of service between the director and the Company. A managing director and a director holding any other executive office shall not be subject to retirement by rotation

15 2 Subject to the provisions of the Act, and provided that he has disclosed to the directors pursuant to article 15 3 the nature and extent of any interest of his, a director notwithstanding his office

15 2 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;

15 2.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and

15 2 3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit

15 3 For the purposes of article 15 2

15 3 1 a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall only be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified if the director concerned also specifically discloses the nature and extent of any interest of his to the directors at each meeting of the directors or a committee of directors on each occasion that the interest concerned is to be discussed, and

15.3 2 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his

TL

- 15.4 The Secretary shall maintain a register of directors' interests and shall enter in that register details of the nature and extent of any interest disclosed from time to time by any director in accordance with this article 15. The register will be available for inspection at the Office to any member of the Company without charge, during the Company's normal hours of business, upon application with reasonable notice to the Secretary.

## **16 DIRECTORS' GRATUITIES AND PENSIONS**

The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

## **17 PROCEEDINGS OF DIRECTORS**

- 17.1 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the directors. All directors (including alternate directors) shall be given notice of each meeting of directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

- 17.2 The quorum for the transaction of the business of the directors shall be a majority of the directors for the time being, or such other number as the Company may by ordinary resolution approve. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. For the purpose of determining whether a quorum exists for the transaction of business by the directors:

17.2.1 In the case of a resolution of directors, who would (if attending a meeting) comprise a quorum, who are in telephonic communication with one another so that all persons participating in the meeting can hear each other, any such resolution shall be as valid and effectual as if passed at a meeting of the directors duly convened and held,

17.2.2 In the case of a meeting of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting so that all persons participating in the meeting can hear each other shall be counted in the quorum and entitled to vote, and

17.2.3 any director attending a meeting of directors, or any director in telephonic communication with such a meeting so that all persons participating in the meeting can hear each other, shall, for the purposes of the quorum, be counted as present in person at the meeting.

- 17 3 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting
- 17 4 The directors shall appoint a chairman of the board of directors who shall also be or be appointed as a Non-Executive Director and may at any time terminate that appointment and appoint another Non-Executive Director in his place.
- 17 5 If the chairman for the time being is unable to attend any meeting of the directors or is not present within fifteen minutes after the time appointed for the meeting, then the directors present may appoint one of their number who is present to be chairman of the meeting concerned, but the latter shall not have a second or casting vote
- 17 6 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall (notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote) be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 17 7 A resolution in writing of all the directors or all the members of a committee of directors shall be as effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held either
- 17.7 1 If it consists of an instrument signed by each such director or committee member, or
- 17.7.2 If it consists of several instruments in the like form each either
- (a) signed by one or more of such directors and deposited or received at the Office or by the Secretary, or
- (b) signed by one or more of such directors or committee members and sent by telex or facsimile transmission to and received at the Office or by the Secretary

For any such signed resolution to be effective, it shall not be necessary for it to be signed by a director who is prohibited by these Articles or by law from voting on it

- 17.8 Except as otherwise provided by these Articles and subject to article 15 2, a director shall not vote at, nor be present at (unless the other directors present at the meeting concerned agree to the contrary and then only subject to compliance with the other provisions of these Articles) a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company unless his interest or duty arises only because the case falls within one or more of the following paragraphs

- 17 8 1 the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or any obligation incurred by him for the benefit of, the Company or any of its subsidiaries,

- 17.8.2 the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,
- 17.8.3 his interest arises by virtue of his subscribing or agreeing to subscribe for any debentures of the Company or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such debentures by the Company or any of its subsidiaries for subscription, purchase or exchange,
- 17.8.4 the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes,
- 17.8.5 the resolution relates to the purchase or maintenance for the benefit of any director of insurance against liability

For the purposes of this article 17.8, an interest of a person who is, for any purpose of the Act (excluding any statutory modification of the Act not in force when these Articles become binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise

- 17.9 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 17.10 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive

## **18 SECRETARY**

Subject to the provisions of the Act, the Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

## **19 MINUTES**

The directors shall cause minutes to be made in books kept for the purpose:

- 19.1 of all appointments of officers made by the directors; and
- 19.2 of all proceedings at meetings of the Company and of the directors, and of committees of directors, including the names of the directors present at each such meeting

## **20 THE SEAL**

- 20.1 The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may decide who shall sign any

Instrument to which the seal is affixed and unless otherwise so decided it shall be signed by a director and by the Secretary or by a second director

- 20.2 Where the Act permits, any Instrument signed by a director and by the Secretary or by a second director and expressed to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended to have effect as a deed without the authority of the directors or of a committee of the directors authorised by the directors.

## **21 ACCOUNTS**

- 21.1 The directors shall cause accounting records to be kept in accordance with the provisions of the Act.
- 21.2 The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the officers of the Company.
- 21.3 The directors shall from time to time decide whether and to what extent and at which times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members and no Member shall have any right to inspect any account or book or document of the Company except as conferred by statute or authorised by the directors or by the Company in general meeting.
- 21.4 The directors shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions
- 21.5 A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Company in general meeting, together with a copy of the auditor's report (if any), and directors' report, shall not less than twenty-one days before the date of the meeting be sent to every Member and every person entitled to receive notice of general meetings of the Company

## **22 ADVISORY COMMITTEES**

- 22.1 The directors shall establish an advisory committee the purpose of which will be to ensure that the directors are aware of the views of interested parties on policy issues affecting the Company's activities, including the development, interpretation and application of national, European and international standards, guidelines, procedures, regulations, practices and agreements applicable to accreditation bodies and conformity assessment bodies. The directors shall establish such other advisory committees as from time to time they may think fit
- 22.2 The membership, duration, terms of reference and procedural rules of each advisory committee will be decided upon by the directors following reasonable consultation with the Members. The membership of each advisory committee shall be chosen, where practicable, so as to provide impartiality through a balance of interests where no single interest predominates

06

## **23 NOTICES**

- 23 1 Any notice to be given to or by any person pursuant to these Articles shall be in writing, except that a notice calling a meeting of the directors need not be in writing
- 23 2 Except where otherwise required by any provision of these Articles, any notice may be given to the Company either by delivering it by hand or by sending it by first class post in a prepaid envelope addressed to the Company at the Office or by leaving it at the Office.
- 23 3 The Company may give any notice to a Member either personally or by sending it by first class post in a prepaid envelope addressed to the Member at his address in the Company's register of members (or to such other address, within or outside the United Kingdom, as he may supply to the Company for that purpose) or by leaving it at that address.
- 23 4 A Member present, either in person, by proxy or by a duly authorised representative, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 23.5 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

## **24 INDEMNITY**

- 24 1 Subject to the provisions of and so far as may be consistent with the Act, but without prejudice to any indemnity to which a director may be otherwise entitled, every director, auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the court. No director, Secretary or other officer of the Company shall be liable for any costs, charges, losses, expenses and liabilities incurred by the Company pursuant to the proper execution of the duties of his office
- 24.2 Without prejudice to any other provisions of these Articles and subject to the provisions of and so far as may be consistent with the Act, the directors shall have the power to purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or of any other company in which the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at

any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without limitation) insurance against any liability incurred by such persons in respect of any negligence, default, breach of duty or breach of trust in relation to the Company or any such other company, subsidiary undertaking or pension funds. For the purposes of this article 24.2 "subsidiary undertaking" shall have the same meaning as in the Act.

## **25 WINDING UP**

Upon the winding up of the Company the provisions of clause 10 of the memorandum of association shall have effect as if those provisions were repeated in these Articles.

