

Company number: 4322409
Charity number: 1089678

Companies Acts 1985 and 2006

Certificate of passing of a special resolution

of

The Engineering and Technology Board ("the Company")

At an Annual General Meeting of the Company held on 30 September 2019 at 5th Floor, Woolgate Exchange, 25 Basinghall Street, London EC2V 5HA, the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

That the Articles tabled at the Company's Annual General Meeting 2019, and circulated in advance with the Notice of the meeting, are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association ("Existing Articles").

Signed: Rachel Pan

~~Chair/Director~~/Secretary *

Date: 30/9/19

* delete as appropriate



THE COMPANIES ACTS 1985 TO 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

THE ENGINEERING AND TECHNOLOGY BOARD
(trading as ENGINEERINGUK)

(incorporating amendments adopted by special resolution at an
extraordinary general meeting held on 8 November 2002, the Annual General Meeting
on 11 July 2007, the Annual General Meeting on 18 September 2014, the Annual General
Meeting on 1 November 2017 and the Annual General Meeting on 30 September 2019)

INCORPORATED ON 14 November 2001

ALLEN & OVERY
London
CMG/RPB/PC:214141.1

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE ENGINEERING AND TECHNOLOGY BOARD

We, the Subscriber[s] to this Memorandum of Association, wish to be formed into a charitable company pursuant to this Memorandum

NAMES AND ADDRESSES OF SUBSCRIBER(S)

A Walsh Engineering Council, 10, Maltravers Street, London WC2R 3ER

Signed *Date*

Witnessed *Date*

R P Bulling Allen & Overy, One New Change, London EC4M 9QQ

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING SHARE CAPITAL
ARTICLES OF ASSOCIATION

**OF
THE ENGINEERING AND TECHNOLOGY BOARD**

INTERPRETATION

1. The interpretation of these articles is governed by the provisions set out in article 50 of these articles.

OBJECTS AND POWERS

2. The objects for which the Company is established ("the objects") are:
 - (a) to promote for the public benefit the art and science of engineering in all its applications in the context of modern technology;
 - (b) to advance education in engineering and technology.
3. In carrying out its objects the Company shall have and may exercise, to the extent to which the same may be exercised by a company having exclusively charitable objects, all or any of the following powers:
 - (1) to promote economic prosperity and improved quality of life in the United Kingdom and elsewhere.
 - (2) to charge and collect subscriptions, levies, fees and other payments from any person, association or body corporate, whether as a requirement for admission to membership of the company or otherwise, to solicit contributions to the funds of the Company and to invite and receive subscriptions, donations, endowments, grants (whether governmental, municipal, or from any statutory or charitable body or otherwise) or funds and to accept gifts of money and other property of any kind whether real or personal and whether or not subject to any specific charitable trusts or conditions;
 - (3) to acquire any copyright, patent, translation, publication, right of publication or reproduction or other intellectual property right which may appear useful to the Company and to protect, prolong, register, exercise, develop, turn to account, use or manufacture the same;
 - (4) subject to such consents as may be required by law, to acquire, dispose of, and enter into every other kind of transaction in relation to land, buildings, equipment, goods and other assets;
 - (5) to employ, or accept on secondment, staff, and, subject to the provisions of article 4, to make arrangements for the payment to any person employed or

engaged by the Company or for their benefit of such remuneration, fees and benefits as may be thought expedient;

- (6) to appoint and (subject to the provisions of article 4) pay upon such reasonable terms as may be thought fit, solicitors, accountants, bankers, brokers and other agents to transact any business required to be done in the administration of the Company (including the receipt and payment of money): provided that any business transacted by any such agent shall be reported as soon as practicable to the Board;
- (7) subject to the provisions of article 4, to pay reasonable annual sums or premiums for or towards the provision of pensions, insurances or other benefits for officers and employees for the time being of the Company or their widows, widowers or dependants;
- (8) for the purposes of increasing public knowledge of the Company and to further its objects, to publish, or promote or contribute towards the publication of, papers, reports, periodicals, circulars, articles or other materials relating to the objects, and to the work of the Company, to establish, and maintain libraries, to hold conferences, seminars, meetings, lectures, courses and discussions, and to encourage, carry out or commission any kind of investigation or research relating to the objects;
- (9) to make representations to and to enter into arrangements with governmental or other bodies or persons on matters affecting the objects;
- (10) subject to such consents as may be required by law to borrow or raise any money and obtain any form of credit or finance;
- (11) to secure the discharge of any of the Company's liabilities and obligations in any manner;
- (12) to draw, make, accept, endorse, discount, execute, issue and deal with promissory notes, bills of exchange and other instruments of any kind, whether or not negotiable or transferable and to operate bank accounts in the name of the Company;
- (13) to establish, become a member of, manage or support any bodies (whether incorporated or not) whose objects may seem capable of furthering the objects; and in particular to transfer such amounts drawn from the annual income of the Company as may from time to time be agreed in consultation with the Regulatory Body annually or at other times to the Regulatory Body provided, and for so long as, the objects of the Regulatory Body are regarded by the Board as consistent with the objects.
- (14) to amalgamate or affiliate with (by joining or co-operation or some other means) or to acquire or take over all or part of the undertaking or assets of any charitable association, institution or other body or organisation having objects altogether or in part similar to that of the Company and not formed for profit, which the Company may lawfully acquire or take over so that any steps so taken shall not enlarge the objects or involve any activity of disbursement of funds not conducive to those objects;

- (15) to procure the Company to be registered or recognised in any foreign country or place as appropriate;
- (16) to pay all expenses arising in connection with the formation or registration of the Company and in connection with the transfer to the Company of any undertaking or part of an undertaking, assets, liabilities of any association, institution or other body or organisation;
- (17) to advertise in such manner as may be considered expedient for furthering the attainment of the objects;
- (18) to invest any monies of the Company in such manner as may be thought expedient, subject nevertheless to such conditions (if any) as may be imposed or required by law;
- (19) to appoint as the Company's investment manager ("the Manager") such person as may be thought fit who is either:
 - (a) an individual of repute with at least 15 years' experience of investment management who is an authorised person within the meaning of the Financial Services and Markets Act 2000; or
 - (b) a company or firm of repute which is an authorised or exempted person within the meaning of the Financial Services and Markets Act 2000;

and to delegate to the Manager the exercise of the power contained in paragraph (18) above, provided that:

- (a) the terms of appointment of the Manager are reasonable and in particular shall enable the appointment to be determined or its terms varied on reasonable notice;
 - (b) the Board shall authorise the Manager to exercise such delegated power only within clear investment policy guidelines laid down from time to time by the Board, and the Board shall use its best endeavours to ensure that those guidelines are observed;
 - (c) the Board shall ensure that it is kept informed on a regular basis on the performance of its investment portfolio managed by the Manager and on the exercise by the Manager of its delegated authority and shall also review such performance and such exercise on a regular basis; and
 - (d) the Board shall review the appointment of the Manager and its terms at such intervals not exceeding 24 months as it thinks fit;
- (20) to insure the property of the Company against any foreseeable risks and take out other insurance policies to protect the Company as required;
 - (21) to insure against the costs of a successful defence to criminal or civil proceedings brought against the Board as trustees or against personal liability incurred in respect of any negligence, default, breach of trust or breach of duty: provided that such insurance shall not extend to any claim arising from any act

or omission which the trustee concerned knew that or was reckless whether, it was negligent or a default, breach of trust or breach of duty;

- (22) to undertake and carry out any charitable trusts or agencies;
- (23) to appoint an honorary President of the Company, the first of whom shall be His Royal Highness the Duke of Kent, in accordance with such provisions as may from time to time be made in regulations;
- (24) to make, hold, use, and from time to time renew, a Common Seal;
- (25) to do all other lawful things as shall further the attainment of the objects.

LIMITATION ON PRIVATE BENEFITS

4. The income and property of the Company shall be applied solely towards the promotion of the objects and shall not be paid or distributed directly or indirectly howsoever to any member of the Company and, subject as hereinafter provided, no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or moneys worth from the Company: on the condition that, provided that payments made under the following paragraphs (1) to (8) do not apply to more than half of the directors in any financial year, nothing in this article 4 shall prevent any payment in good faith by the Company:
- (1) of reasonable and proper remuneration to any member, officer or employee of the Company, for any services rendered to it;
 - (2) subject to the approval of the Charity Commission, of reasonable remuneration to the Chairperson of the Board, provided that such remuneration shall be approved by the Board at a meeting from which the Chairperson shall be excluded for the item of business in question, and shall be confirmed by the members in general meeting;
 - (3) of interest at a reasonable rate on money lent by any member or director;
 - (4) of reasonable rent for premises leased or let by any member or director;
 - (5) of reasonable out of pocket expenses to any member or director;
 - (6) of professional fees to any member or director, or to any firm or body corporate in which any such member or director is beneficially interested, for services rendered when instructed to act in a professional capacity: provided that:
 - (a) such director shall not be present at or take part in any discussion or decision relating to such fees or remuneration;
 - (b) the other directors are satisfied that the level of fees or remuneration is reasonable having regard to the services rendered;
 - (c) the other directors are satisfied that the engagement of such services is expedient in the interests of the Company;

- (7) of reasonable premiums in respect of indemnity insurance effected in accordance with article 3(21) above.

EXCLUSION OF MODEL ARTICLES

5. The relevant model articles for a company limited by guarantee are hereby expressly excluded.

MEMBERS OF THE COMPANY

6. The members of the Company shall be the persons who are for the time being the directors established under article 25, the members of the electoral colleges, and such other persons who may be admitted as members of the Company by the members of the Company in general meeting.

Organisational Members

An organisation admitted to membership which is an incorporated body (an “Organisational Member”) may appoint a person or persons to act as its authorised representative or representatives at any meeting of the Company. The name of such representative(s) and, in each case, the fact that he or she is the representative of such member shall be noted in the register of members. An Organisational Member shall be able to replace any representative with another individual by giving notice in writing to the Company.

A person authorised under this provision may exercise (on behalf of the Organisational Member) the same powers as the Organisational Member could exercise if it were an individual member.

TERMINATION OF MEMBERSHIP

7. Termination of membership
- (1) Membership is not transferable.
 - (2) A member shall cease to be a member:
 - (a) if the member, being an individual, dies;
 - (b) if the member, being an individual, has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
 - (c) if the member, being an Organisational Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up, or otherwise ceases to exist;
 - (d) on the expiry of at least seven clear days’ notice given by the member to the Company of his, her or its intention to withdraw;

- (e) if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid at the end of the period of six calendar months beginning with the due date. The Board may re-admit to membership any person who ceases to be a member on this ground on him, her or it paying such reasonable sum as the Board may determine; or
- (f) if, at a meeting of the Board at which at least half of the directors are present, a resolution is passed resolving that the member be expelled on the ground that his, her or its continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board. A member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by him, her or it.

ORGANISATION OF GENERAL MEETINGS

- 8. The Company must hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the directors think fit. The annual general meeting shall be held for the following purposes:
 - (1) to receive from the Board a full statement of account;
 - (2) to receive from the Board a report of the activities of the Board since the previous annual general meeting;
 - (3) to appoint the Company's auditors (as applicable);
 - (4) to confirm the appointment of directors; and
 - (5) to transact such other business as may be brought before it.
- 9. General meetings
 - (1) The directors may call a general meeting at any time.
 - (2) The directors must call a general meeting if required to do so by the members under the Act.
- 10. Length of notice

All general meetings must be called by at least 14 clear days' notice (unless shorter notice is agreed by the members in accordance with the provisions of the Act).

11. Contents of notice

- (1) Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- (2) If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- (3) In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Company.
- (4) If the Company gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

12. Service of notice

Notice of general meetings must be given to every member, to the Board and to the auditors of the Company.

13. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when:
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

14. Quorum for general meetings

- (1) No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- (2) The quorum shall be five persons entitled to vote on the business to be transacted (each being a member, an authorised representative of an Organisational Member or a proxy for a member).
- (3) If two or more persons are authorised representatives of the same Organisational Member they shall together count as one person for the purposes of article 14(2).

- (4) If a quorum is not present within half an hour from the time appointed for the meeting:
 - (a) the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
 - (b) failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

15. Chairing general meetings

- (1) *The Chairperson (if any) or in his or her absence some other director nominated by the Board shall preside as chair of every general meeting.*
- (2) If neither the Chairperson nor any director nominated in accordance with article 15(1) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board present shall elect one of their number to chair the meeting and, if there is only one director present and willing to act, he or she shall be chair of the meeting.
- (3) *If no director is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person, or via their authorised representative if an Organisational Member, or by proxy and entitled to vote must choose one of the members or authorised representatives of Organisational Members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this article 15(3).*

16. Attendance and speaking by non-members

The chair of the meeting may permit other persons who are not members of the Company (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

17. Adjournment

The chair of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) *the meeting consents to an adjournment; or*
- (b) *it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.*

- (2) The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (3) When adjourning a general meeting, the chair of the meeting must:
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board; and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (4) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it:
 - (a) to the same persons to whom notice of the Company's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- (5) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

18. Voting

- (1) On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:
 - (a) each member present in person;
 - (b) (subject to article 22(3)) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and
 - (c) each authorised representative of an Organisational Member present,

provided that if a person attending the meeting falls within two or more of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.
- (2) On a vote on a resolution at a meeting, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
 - (a) has or has not been passed; or
 - (b) passed with a particular majority

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a

declaration in minutes of the meeting recorded in accordance with article 41 is also conclusive evidence of that fact without such proof.

19. Votes: general

- (1) In the case of an equality of votes, whether on a show of hands or otherwise, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
- (2) If applicable, no member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid.

20. Errors and disputes

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the chair of the meeting whose decision is final.

21. Proxies

Power to appoint

- (1) A member (including an Organisational Member) is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Company. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

- (2) Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the Company in accordance with the articles and any instructions contained in the notice of general meeting to which they relate.
- (3) The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- (4) Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

- (5) Unless a Proxy Notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

22. Delivery of Proxy Notices

- (1) The Proxy Notification Address in relation to any general meeting is:
 - (a) the registered office of the Company; or
 - (b) any other Address or Addresses specified by the Company as an Address at which the Company or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
 - (c) any electronic Address falling within the scope of article 22(2).
- (2) If the Company gives an electronic Address:
 - (a) in a notice calling a meeting;
 - (b) in an instrument of proxy sent out by it in relation to the meeting; or
 - (c) in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this article 22(2) Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

- (3) A person who is entitled to attend, speak or vote (whether on a show of hands or otherwise) at a general meeting (including an authorised representative of an Organisational Member) remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person (or the Organisational Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

- (4) Subject to articles 22(5) and 22(6), a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

Interpretation

- (5) Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this article 22.

Revocation

- (6) An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- (7) A notice revoking the appointment of a proxy only takes effect if it is received before the start of the meeting or adjourned meeting to which it relates.

Execution

- (10) If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

23. Amendments to resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (a) notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

24. Written resolutions

General

- (1) Subject to this article 24 a written resolution agreed by:
 - (a) members representing a simple majority; or
 - (b) (in the case of a special resolution) members representing not less than 75%;of the total voting rights of eligible members shall be effective.
- (2) On a written resolution each member shall have one vote.
- (3) A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- (4) A members' resolution under the Act removing a director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

Circulation

- (5) A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his, her or its agreement and the date by which the resolution must be passed if it is not to lapse.
- (6) In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- (7) The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- (8) Communications in relation to written resolutions must be sent to the Company's auditors in accordance with the Act.

Signifying agreement

- (9) A member signifies his, her or its agreement to a proposed written resolution when the Company receives from him, her or it (or from someone acting on his, her or its behalf) an authenticated Document:
 - (a) identifying the resolution to which it relates; and
 - (b) indicating the member's agreement to the resolution.
- (10) For the purposes of article 24(9):

- (a) a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - (b) a Document sent or supplied in Electronic Form is sufficiently authenticated if:
 - (i) the identity of the sender is confirmed in a manner specified by the Company; or
 - (ii) where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.
- (11) If the Company gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

COMPOSITION OF THE BOARD

25. Composition of the Board

- (1) The Board shall consist of:
 - (a) a Chairperson;
 - (b) the Chairperson of the Regulatory Body, ex officio;
 - (c) four persons elected through a system of electoral colleges specified in regulations;
 - (d) four persons nominated in accordance with regulations, one each by the three largest Engineering Institutions licensed by the Regulatory Body, and the other by the Royal Academy of Engineering; and
 - (e) up to six persons appointed by the Board.
- (2) The powers of appointment and election under article 25(1) shall, in so far as is possible, be exercised to provide a balance of expertise and experience on the Board and to ensure appropriate representation for the following groups: education and academia, business and industry in the wider engineering and technology community, communications (especially marketing and government relations), professional engineering institutions, experts in industrial and business training, and engineers registered with the Regulatory Body.
- (3) Casual vacancies on the Board may be filled by appointment made by the Board, subject to the provisions of article 26.
- (4) The (re-)election or (re-)appointment of any person to the Board, including the Chairperson and the person appointed under article 25(1)(c), shall be subject to ratification by majority vote of the members in general meeting, provided that

if the members decline to ratify any (re-)election or (re-) appointment, this shall not invalidate any prior action of such person or of the Board.

PERIOD OF BOARD MEMBERSHIP

26. The provisions in this Article 26 do not apply to the following directors:
- (a) Chairperson;
 - (b) Chair of the Regulatory Body;
 - (c) Those directors nominated in accordance with Article 25(1)(d);
- 26(1) Subject to Article 25(4), directors shall serve for a period of up to four years specified by the Board and shall be eligible for re-appointment or re-election to serve for a further period of up to four years. A person appointed to fill a casual vacancy shall serve for the remaining term of the person whose place he or she fills but shall then be eligible to serve for one or two periods of up to four years.

CHAIRPERSON

27. The Chairperson of the Board shall be appointed by the Board for a period of up to four years and shall be eligible for re-appointment in accordance with Article 27(1)
- 27(1) Subject to Article 25(4), the Chairperson may be reappointed by the Board, subject to a maximum total period of service on the Board of eight years. In exceptional circumstances, the Board has the discretion to extend this maximum total period of service.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

28. A person shall cease to be a director:
- (1) if he or she ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director or a trustee; or
 - (2) if he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - (3) if he or she is, or may be, suffering from mental disorder and in relation to that disorder is either admitted to hospital for treatment or is the subject of an order made by a court (whether in the United Kingdom or elsewhere) for his or her detention or for the appointment of some person to exercise powers with respect to his or her property or affairs; or
 - (4) if he or she resigns by notice to the Company (but only if at least two directors will remain in office when the notice takes effect);
 - (5) if he or she shall have been absent without the permission of the Board from three consecutive meetings of the Board;
 - (6) if at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice

that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors.

POWERS OF THE BOARD

29. Subject to provisions of the Act, these articles, and to any directions of a resolution of the Company in general meeting, the business of the Company shall be managed by the Board who may exercise all the powers of the Company. No alteration of these articles shall invalidate any prior act of the Board which would have been valid if that alteration had not been made.

PANELS AND COMMITTEES

30. The Board may from time to time appoint such person or persons as it shall think fit (whether or not directors) to be a panel or committee for discharging in such manner and subject to such Regulations as the Board shall prescribe such functions as it shall decide: provided that all acts and proceedings of any such panel or committee shall be reported regularly to the Board. The Board may delegate its own powers and functions (except its fiduciary and trustee responsibilities and the power to make Regulations) to panels or committees appointed under this article.

PROCEEDINGS OF THE BOARD

31. Subject to the provisions of these articles, and to any directions of a resolution of the Company in general meeting, the Board may regulate its proceedings as it thinks fit. A director may, and the Secretary at the request of such a director shall, call a meeting of the Board. Not less than 48 hours' notice of Board meetings shall be given to all directors. The Chairperson, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting. Questions arising at the meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall have a second or casting vote. The quorum for a Board meeting shall be five.
32. Unanimous decisions without a meeting
- (1) A decision is taken in accordance with this article when all of the directors indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Board cannot rely on this article to make a decision if one or more of the directors has a conflict of interest which, under article 36, results in them not being entitled to vote.
 - (2) Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each director or to which each director has otherwise indicated agreement in writing.
 - (3) A decision which is made in accordance with this article shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

- (a) approval from each director must be received by one person being either such person as all the directors have nominated in advance for that purpose or such other person as volunteers if necessary (“the Recipient”), which person may, for the avoidance of doubt, be one of the directors;
- (b) following receipt of responses from all of the directors, the Recipient must communicate to all of the directors (by any means) whether the resolution has been formally approved by the directors in accordance with this article;
- (c) the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- (d) the Recipient must prepare a minute of the decision in accordance with article 41 (minutes).

33. Majority decisions without a meeting

- (1) The Board may, in the circumstances outlined in this article, make a majority decision without holding a Board meeting. If:
 - (a) a director has become aware of a matter on which the Board needs to take a decision;
 - (b) the circumstances are such that it is not reasonably practicable to make the decision within the required timeframe by either holding a Board meeting or unanimously without a meeting in accordance with article 32;
 - (c) that director has taken all reasonable steps to make all the other directors aware of the matter and the decision;
 - (d) each director has had a reasonable opportunity to communicate his or her views on the matter and the decision to the others; and
 - (e) a majority of the Board votes in favour of a particular decision on that matter.

34. The Board, or its sole remaining member, may act notwithstanding any vacancies in its number.

35. All acts done by a meeting of the Board or by a person acting in his capacity 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 been entitled to vote.

36. Director interests and management of conflicts of interest

Declaration of interests

- (1) Unless article 36(2) applies, a director must declare the nature and extent of:

- (a) any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Company; and
- (b) any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Company or his or her duties to the Company.

Participation in decision-making

- (2) If a director's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Company, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a director's interest or duty is likely to give rise to a conflict shall be determined by the Chairperson (or if the Chairperson him or herself is conflicted with respect to the matter in question, by a majority decision of the other non-conflicted directors taking part in the decision-making process).
- (3) If a director's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Company, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
 - (a) the decision could result in the director or any person who is Connected with him or her receiving a benefit other than:
 - (i) the payment of premiums in respect of indemnity insurance effected in accordance with article 4(7);
 - (ii) payment under the indemnity set out at article 47; and
 - (iii) reimbursement of expenses in accordance with article 4(5); or
 - (b) the Chairperson (or if the Chairperson him or herself is conflicted with respect to the matter in question, a majority of the other non-conflicted directors taking part in the decision-making process) decides to the contrary.
- (4) If a director has a conflict of interest or a conflict of duties with or in respect of the Company and either article 36(3)(a) or (b) applies, he or she must:
 - (a) take part in the decision-making process only to such extent as in the view of the other directors is necessary to inform the debate;
 - (b) not be counted in the quorum for that part of the process; and
 - (c) withdraw during the vote and have no vote on the matter.

Continuing duties to the Company

- (5) Where a director or person Connected with him or her has a conflict of interest or conflict of duties and the director has complied with his or her obligations under these articles in respect of that conflict:
- (a) the director shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
 - (b) the director shall not be accountable to the Company for any benefit expressly permitted under these articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

Conflicts of interest policy

- (6) The Company shall at all times have in place a conflicts of interest policy for the directors, drawn up and revised from time to time by the Board, which is consistent with the provisions of this article 36. Each director must adhere to such policy in addition to complying with the above provisions.

EXPENSES

37. Directors, and members of any panel or committee appointed pursuant to article 30 may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with discharge of their duties.

CHIEF EXECUTIVE

38. Subject to the provisions of the Act and of these articles, the Board shall appoint a Chief Executive for such term, at such remuneration and upon such conditions as to notice and otherwise as it may think fit; and any person so appointed may be removed by the Board. Subject to the directions of the Board, the Chief Executive shall be responsible for the appointment of the staff of the Company and for all matters of day to day management of the Company.

TREASURER AND OTHER OFFICERS

39. Subject to the provisions of the Act and of these articles, the Board may appoint a Treasurer and such other officers as it may decide for such term, at such remuneration and upon such conditions as to notice and otherwise as it may think fit; and any Treasurer or other officer so appointed may be removed by the Board.

IRREGULARITIES

40. The proceedings at any meeting or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

MINUTES

41. The Board shall cause written minutes to be made of all appointments made by the Board and of all proceedings at meetings of the Board, or any panels or committees appointed under article 30, including the names of persons present at each such meeting.

ACCOUNTS, REPORTS AND RETURNS

42. The Company shall comply with the requirements of the Act and of the Charities Act 2011 with respect to the keeping of accounting records, the audit or independent examination of accounts and the preparation and transmission of annual accounts, reports, and returns.

COMMUNICATIONS

43. Communications by the Company
 - (1) Subject to the articles and the Act, any Document or information (including any notice, report or accounts) sent or supplied by the Company under the articles or the Act may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Company, including without limitation:
 - (a) in Hard Copy Form;
 - (b) in Electronic Form; or
 - (c) by making it available on a website.
 - (2) Where a Document or information which is required or authorised to be sent or supplied by the Company under the Act is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Act (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the directors may decide what agreement (if any) is required from the recipient.
 - (3) Subject to the articles, any notice or Document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means which that director has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- (4) A member present in person or by proxy (or via their authorised representative if an Organisational Member) at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.
- (5) Where any Document or information is sent or supplied by the Company to the members:

- (a) where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
 - (b) where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
 - (c) where it is sent or supplied by means of a website, it is deemed to have been received:
 - (i) when the material was first made available on the website; or
 - (ii) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- (6) Subject to the Act, a director or any other person (other than in their capacity as a member) may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- (7) Where any Document or information has been sent or supplied by the Company by Electronic Means and the Company receives notice that the message is undeliverable:
- (a) if the Document or information has been sent to a member or director and is notice of a general meeting of the Company, the Company is under no obligation to send a Hard Copy of the Document or information to the member's or director's postal address as shown in the Company's register of members or directors, but may in its discretion choose to do so;
 - (b) in all other cases, the Company shall send a Hard Copy of the Document or information to the member's postal address as shown in the Company's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
 - (c) the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- (8) Copies of the Company's annual accounts and reports need not be sent to a person for whom the Company does not have a current Address.
- (9) Notices of general meetings need not be sent to a member who does not register an Address with the Company, or who registers only a postal address

outside the United Kingdom, or to a member for whom the Company does not have a current Address.

44. The provisions of the Act shall apply to communications to the Company.

MEMBERS' LIABILITY

45. The liability of members is limited.
46. Every member undertakes to contribute to the assets of the Company, 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 the payment of the debts and liabilities of the Company 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 amongst themselves, such amount as may be required not exceeding £1.00.

DIRECTORS' LIABILITY

47. Directors' Liability
- (1) Without prejudice to any indemnity to which a director may otherwise be entitled, every director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Acts; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Act.
- (2) In the management of the affairs of the Company, no director shall be liable for any loss to the property of the Company arising by reason of an improper investment made in good faith (so long as he shall have sought professional advice before making such investment), or for the negligence or fraud of any agent employed in good faith (provided reasonable supervision shall have been exercised) although the employment of such an agent was not strictly necessary, or by reason of any mistake or omission made in good faith or by reason of any other matter or thing other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

REGULATIONS

48. The Board may from time to time make, alter or revoke such regulations consistent with the articles, and the Act as they deem necessary for the proper conduct and administration of the Company, including the regulation of the admission of members of the Company and of procedure at general meetings, meetings of the Board, and of any committee appointed by virtue of the articles.

WINDING UP OR DISSOLUTION

49. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid or distributed among the members but shall be given or transferred to some other charitable institution or institutions having objects similar to the object and which

shall prohibit the distribution of its or their income and property to an extent at least as great as imposed on the Company under these articles, such institution or institutions to be determined by the members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other charitable object. Nothing in the articles shall authorise an application of the property of the Company for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

INTERPRETATION

50. (1) In these articles:

"the Act" means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;

"Address" includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;

"articles" means the Company's articles of association, as from time to time amended;

"the Board" means the Board of the Company, established under article 25, who shall be the directors of the Company for the purposes of the Act, and charity trustees;

"Chairperson" has the meaning in article 27;

"charitable" means a purpose that is regarded as charitable according to the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005. For the avoidance of doubt, the system of law governing the constitution of the Company is the law of England and Wales.

"Chief Executive" means the chief executive of the Company;

"Circulation Date" in relation to a written resolution, has the meaning given to it in the Act;

"clear days" in relation to a period of notice means that period excluding the date 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;

"the Company" means The Engineering and Technology Board (trading as EngineeringUK) constituted and regulated by the articles;

"Connected" means any person falling within one of the following categories:

- (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a director; or
- (b) the spouse or civil partner of any person in (a); or
- (c) any other person in a relationship with a director which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or
- (d) any company, partnership or firm of which a director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;

"Organisational Member" has the meaning given in article 6;

"director" means a director of the Company, and includes any person occupying the position of director, by whatever name called;

“Document” includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;

"electoral colleges" means the electoral colleges referred to in article 25(1);

“Electronic Means” and “Electronic Form” have the meanings respectively given to them in Section 1168 of the Companies Act 2006;

"executed" includes any mode of execution;

“Hard Copy” and “Hard Copy Form” have the meanings respectively given to them in the Companies Act 2006;

"member" unless the context otherwise requires means a person who is a member of the Company for the purposes of the Act;

"office" means the registered office of the Company;

“Proxy Notice” has the meaning given in article 21;

“Proxy Notification Address” has the meaning given in article 22;

“Public Holiday” means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;

"regulations" means regulations made by the Board under article 48;

"Regulatory Body" means the Engineering Council incorporated by Royal Charter or the same body by whatever name subsequently known, and includes any successor body approved for this purpose by the Board;

“Secretary” means the secretary of the Company (if any);

"Statutes" means the Act and every other Statute, statutory instrument, regulation or order for the time being in force covering companies registered under the Act;

"United Kingdom" means Great Britain and Northern Ireland.

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.

(2) Any reference in these articles to an enactment includes a reference that an enactment as re-enacted or amended from time to time and to any subordinate legislation so made under that enactment.

(3) Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory *modification of it not in force when these articles become binding on the Company.*

- (4) Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (5) Headings to these articles are inserted for convenience and shall not affect construction.
- (6) Any reference to a named organisation shall include the same organisation if known by another name, and any successor organisation with the same or similar functions.
- (7) If and for so long as the Company is a single member company, provisions in these articles relating to general meetings of the Company shall be in abeyance and any action or decision of the Company which would have been taken or made at such a meeting shall be validly taken or made if given effect by decision of the single member, evidenced by a document witnessed by the Chief Executive.