



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6505485

The Registrar of Companies for England and Wales hereby certifies that
UKTB

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 15th February 2008



NO 6505485E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Companies House

— *for the record* —

Electronic statement of compliance
with requirements on application
for registration of a company
pursuant to section 12(3A) of the
Companies Act 1985

Company number

6505485

Company name

UKTB

I,

SECRETARIAL APPOINTMENTS LIMITED

of

16 CHURCHILL WAY
CARDIFF
CF10 2DX

a

person named as a secretary of the company in the
statement delivered to the registrar of companies
under section 10(2) of the Companies Act 1985

make the following statement of compliance in pursuance of section
12(3A) of the Companies Act 1985

Statement:

I hereby state that all the requirements of the
Companies Act 1985 in respect of the registration of
the above company and of matters precedent and
incidental to it have been complied with.

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies
electronically and authenticated in accordance with the registrar's
direction under section 707B of the Companies Act 1985.

WARNING: The making of a false statement could result in liability to
criminal prosecution

30(5)(a)

Electronic declaration on application for the registration of a company exempt from the requirement to use the word "limited" or its Welsh equivalent

| | |
|----------------|---|
| Company number | 6505485 |
| Company name | UKTB |
| I, | SECRETARIAL APPOINTMENTS LIMITED |
| of | 16 CHURCHILL WAY CARDIFF CF10 2DX |
| a | person named as a secretary of the above named company in the statement delivered to the registrar of companies under section 10(2) of the Companies Act 1985 |

make the following statement of compliance in pursuance of section 30(5)(a) of the Companies Act 1985

| | |
|------------|--|
| Statement: | I do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the above act. And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835. |
|------------|--|

Confirmation of electronic delivery of information

This statement of compliance was delivered to the registrar of companies electronically and authenticated in accordance with the registrar's direction under section 707B of the Companies Act 1985.

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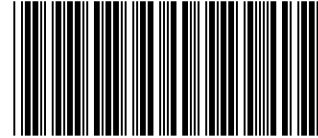
Companies House

— for the record —

10(ef)

**First directors and secretary and
intended situation
of registered office**

Received for filing in Electronic Format on the: **15/02/2008**



XHMF6X8Q

*Company Name
in full:* **UKTB**

*Proposed Registered
Office:* **114-116 CURTAIN ROAD
LONDON
EC2A 4JB**

memorandum delivered by an agent for the subscriber(s): **Yes**

Agent's Name: **BLACKMORE STEVEN**
Agent's Address: **16 CHURCHILL WAY
CARDIFF
SOUTH GLAMORGAN
WALES
CF10 2DX**

Company Secretary

Name **SECRETARIAL APPOINTMENTS LIMITED**

Address: **16 CHURCHILL WAY
CARDIFF
CF10 2DX**

Consented to Act: **Y** *Date authorised* **15/02/2008** *Authenticated:* **Y**

Director 1:

Name **CORPORATE APPOINTMENTS LIMITED**

Address: **16 CHURCHILL WAY
CARDIFF
CF10 2DX**

Consented to Act: **Y** *Date authorised* **15/02/2008** *Authenticated:* **Y**

Authorisation

Authoriser Designation: **AGENT** *Date Authorised:* **24/01/2008** *Authenticated:* **Yes**

THE COMPANIES ACTS 1985-2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF UKTB

- 1** The name of the company is 'UKTB' (hereinafter called the UKTB). The UKTB is the body defined in the ISTQB (International Software Testing Qualification Board) Constitution as the UK National Board.
- 2** The registered office of the UKTB will be situate in England and Wales.
- 3** The objects for which the UKTB is established are as follows:
 - a. To promote software testing in the United Kingdom by any appropriate means.
 - b. To support a single, universally accepted, international qualification scheme, known as the "ISTQB Certified Tester" scheme (hereinafter called CT), aimed at software and system testing professionals.
 - c. To provide UK input to the CT scheme.
 - d. To determine the UK response to processes and syllabi issued by the ISTQB for the CT scheme.
 - e. To ensure that processes and syllabi issued by the ISTQB for the CT scheme and accepted for UK use are effectively implemented in the UK
 - f. To represent the UK in all matters relating to ISTQB
 - g. To represent the UK user community and training providers on ISTQB working parties
 - h. To assist UK-authorized Exam Providers in understanding, agreeing and where appropriate implementing ISTQB deliverables
 - i. To act as the ISTQB change control board for the UK e.g. reviewing and agreeing changes raised by the UK to the various agreed deliverables such as the Foundation Syllabus
- 4** Directors not to have a personal interest. The income and property of the company shall be applied solely towards the promotion of the objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the company: Provided that nothing in this document shall prevent any payment in good faith by the company:
 - (i)** Of reasonable and proper remuneration for any services rendered to the company by any member, officer, servant or director of the company;
 - (ii)** To any director for reasonable out of pocket expenses;
 - (iii)** Of any premium in respect of any indemnity insurance to cover the liability of the directors which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in respect of the company: Provided that any such insurance shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed by the directors in reckless disregard to whether it was a breach of trust or

breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company

- 5** The liability of the members is limited.
- 6** Every member of the UKTB undertakes to contribute to the assets of the UKTB, in the event of the same being wound up while s/he is a member, or within one year after s/he ceased to be a member, for payment of the debts and liabilities of the UKTB contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment or the rights of the contributories among themselves, such amount as being requires not exceeding GBP1.
- 7** If upon the winding up or dissolution of the UKTB there remains, after the satisfaction of all its debts and liabilities, and any property whatsoever, the same shall not be paid to or distributed among the members of the UKTB but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the UKTB, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the UKTB under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the Members of the UKTB at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some charitable object.
- 8** True accounts shall be kept of the sums of money received and expended by the UKTB, and the matters in respect of which such receipts and expenditure shall take place, and of the property, credits and liabilities of the UKTB; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the UKTB for the time being, such accounts shall be open to the inspection of the Members. When the turnover of the UKTB reaches a level at which statutory requirements dictate, once at least in every year the accounts of the UKTB shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

I, the person whose name and address is subscribed is desirous of being formed into a Company in pursuance of this Memorandum of Association.

Graham Stephens
16 Churchill Way
CARDIFF
South Glamorgan
WALES
CF10 2DX

Dated this day of 24/1/2008

ARTICLES OF ASSOCIATION

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THE COMPANIES ACTS 1985-2006

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

ARTICLES OF ASSOCIATION OF UKTB

General

- 1** In these articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

| Words | Meanings |
|----------------|--|
| The Act | The Companies Act 1985-2006 |
| These Articles | These Articles of Association and the regulations of the UKTB from time to time in force |
| UKTB | The above-named Company |
| The Board | The Board of Directors for the time being of the UKTB |
| The Office | The registered office of the UKTB |

- 2** The number of members with which the UKTB is proposed to be registered is unrestricted.
- 3** The UKTB must keep a register of members.
- 4** The subscribers to the Memorandum of Association shall be members of the UKTB.
- 5** The UKTB Board comprises Directors and a Secretary
- 6** Membership of the UKTB is open to any interested party by invitation of the Board.
- 7** A member is deemed no longer a member of the UKTB in the following circumstances:
- (a)** A member states in writing that s/he is resigning from the UKTB; or
 - (b)** A member fails to pay any sum due in respect of membership; or exceptionally,
 - (c)** A member is removed from the membership by resolution of the Board, provided that the member has previously been invited to present his/her case personally at a Board meeting, or if s/he prefers, in writing.

Board of Directors

- 8** The UKTB Board shall have not less than 3 and not more than 7 members.
- 9** The first members of the Board shall be appointed by the Subscribers to the Memorandum and Articles of Association of the UKTB.
- 10** The Board may from time to time and at any time appoint any member of the UKTB who has been a member of the UKTB for not less than 12 months at the date of his/her appointment as a member of the Board, either to fill a casual vacancy or by way of addition to the Board provided that the prescribed maximum be not thereby exceeded.

Powers of the Board

- 11** The business of the UKTB shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the UKTB as they think fit, and may exercise all such powers of the UKTB and do on behalf of the UKTB all such acts as may be exercised and done by the UKTB, subject nevertheless to these Articles, to the provisions of the statutes for the time being in force and affecting the UKTB.
- 12** The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the UKTB, or filling up vacancies in their body, but for no other purpose.

Secretary

- 13** The Secretary shall be appointed by the Board for such time and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.

Proceedings of the Board

- 14** The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Three shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of equality the Chairperson shall have a second or casting vote.
- 15** The Board shall elect a Chairperson and Vice Chairperson and may determine for what period each is to hold office. The Chairperson shall preside at all meetings of the Board, at which s/he is present or, in his/her absence, the Vice Chairperson. If at any meeting neither the Chairperson nor the Vice Chairperson is present within five minutes after the time appointed for holding the meeting, the members of the Board shall choose one of their number to be Chairperson for the meeting.
- 16** A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the UKTB for the time being vested in the Board generally.
- 17** The Board may delegate any of their powers to committees consisting of such member or members of the Board as they think fit and any other persons as the directors might think fit provided that the committee is chaired by a director, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any

such regulations made by the Board. Provided that all acts and proceedings of all such Committees shall be reported back to the Board as soon as possible.

- 18** The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Board and the UKTB and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

Accounts

- 19** The Board shall cause proper records of account to be kept with respect to:

- (a)** All sums of money received and expended by the UKTB and the matters in respect of which such receipts and expenditure take place;
- (b)** The assets and liabilities of the UKTB.

Proper records shall not be deemed to be kept if there are not kept such records of account as are necessary to give a true and fair view of the state of affairs of the UKTB and to explain its transactions.

- 20** The records of account shall be kept at the office, or, subject to section 147(3) of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of members of the Board.

Audit

- 21** When the turnover of the UKTB reaches a level at which statutory requirements dictate, once at least in every year the accounts of the UKTB shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditors.
- 22** In association with clause 21 above, Auditors shall be appointed and their duties regulated in accordance with the Act, the members of the Board being treated as the Directors mentioned in those sections.

Dissolution

- 23** Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the UKTB shall have effect as if the provisions thereof were repeated in these Articles.

Graham Stephens
16 Churchill Way
CARDIFF
South Glamorgan
WALES
CF10 2DX

Dated this day of 24/1/2008