

**Company Number 02525516**

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

**WRITTEN RESOLUTION**

**of**

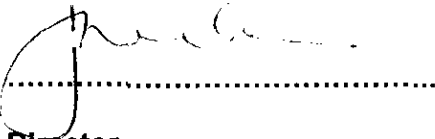
**INSIGHT CERTIFICATION LIMITED (Company)**

Passed this 8<sup>th</sup> day of May 2019

We, the undersigned, being the sole member of the above named Company for the time being entitled to attend and vote at general meetings of the Company **HEREBY RESOLVE** that the following resolution be passed as a Special Resolution:-

**SPECIAL RESOLUTION**

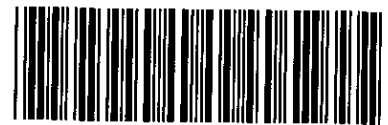
"THAT the draft regulations attached to this resolution be and are hereby adopted as the Articles of Association of the Company with immediate effect in substitution for, and to the exclusion of, the existing Articles of Association".



**Director  
for and on behalf of  
S.C.R. SECRETARIES LIMITED**

**Date:** 8th May 2019

FRIDAY



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COMPANIES HOUSE

THE COMPANIES ACTS 1985 to 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

NEW  
ARTICLES OF ASSOCIATION

- of -

INSIGHT CERTIFICATION LIMITED

(As adopted by Special Resolution dated 8<sup>th</sup> May 2019)

**NAME**

1. The name of the Company (hereinafter called "the Organisation") is INSIGHT CERTIFICATION LIMITED.
2. No addition, alteration, or amendment shall be made to or in the provisions of these Articles of Association for the time being in force, which would have the effect that the Organisation shall cease to be a company to which Sections 60 or 62 of the Companies Act 2006 applies.

**REGISTERED OFFICE**

3. The Organisation's registered office will be situate in England.

**INTERPRETATION**

4. 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 2006.

"These Articles"

These Articles of Association, and the regulations of the Organisation from time to time in force.

"Certificate of Approval"	A Certificate of Approval as defined by Article 7(i) of these Articles of Association.
"Certification Panel"	The Panel appointed pursuant to Article 57(D)
"Clear Days"	In relation to a period of notice means 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.
"Finance & General Purposes Committee"	The Committee appointed pursuant to Article 57(B)
"Impartiality Committee"	The Committee appointed pursuant to Article 57(E)
"In writing"	Written, printed, lithographed, or transmitted electronically or partly one or partly another, and other modes of representing or producing words in a visible form.
"The Board"	The Board of Directors for the time being of the Organisation (and for the purposes of this definition "a Director" shall have the meaning thereto ascribed by Section 250 of the Act).
"Member"	Has the meaning given in section 112 of the Act.
"Month"	Calendar month.
"The Office"	The registered office of the Organisation.
"Approved Company"	Any person firm or company to whom a Certificate of Approval as an Approved Company has been issued in accordance with the terms of the Rules Regulations and Bye-Laws of the Organisation and whose name appears in the Register of Approved Companies of Security Systems and/or Services established by the Organisation or by agents, trustees, subsidiary companies and undertakings or otherwise in conjunction with the Organisation.
"The Seal"	The common seal of the Organisation.

"Sector Committee"	A Committee appointed pursuant to Article 57(C)
"The Statutes"	The Act and every statutory modification and re-enactment thereof for the time being in force.
"The Systems and The Services"	The systems and services as defined in Article 7 of these Articles of Association.
"The United Kingdom"	Great Britain and Northern Ireland.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender and the neuter gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act and/or in the Memorandum of Association shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

#### **LIABILITY OF MEMBERS**

5. The liability of members is limited.
6. Every member of the Organisation undertakes to contribute to the assets of the Organisation, 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 payment of the debts and liabilities of the Organisation contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding one pound.

#### **OBJECTS**

7. The objects for which the Organisation is established are to promote and encourage high standards of integrity, ethics, service, equipment and professional and commercial competence and reliability and to endeavour to procure the protection of purchasers, hirers and users of security systems, security services and fire protection systems and services, relevant to the protection and preservation of people, property (physical, intellectual and including without limitation money) and the environment and equipment pertinent thereto of all kinds and all parts thereof and whether now or

hereafter subsisting (hereinafter together referred to as "the Systems and the Services") against defective or inappropriate installations and equipment and defective or inappropriate provision of services.

## **POWERS**

8. The promotion of the objects set out in Article 7 but without prejudice to the generality thereof:

- (i) to set up, issue, publish, maintain, and from time to time add to and amend a Register or Registers of approved persons firms, companies and organisations who install service maintain and monitor the Systems and/or provide the Services or some part or parts thereof (hereinafter collectively referred to as "Approved Companies" and singularly as an "Approved Company") who shall satisfy the Organisation (in such manner as the Organisation shall in its sole discretion from time to time require) as to their competence and integrity, and who shall undertake to observe and comply with the conditions of enrolment and the Rules, Regulations and Bye-Laws hereinafter referred to. To issue to each such Approved Company a Certificate of Approval returnable to the Organisation on withdrawal of the name thereof from such Register or Registers or at such other time or times (if any) or on the happening of such other events as may be provided in the said Rules, Regulations and Bye-Laws or any one or more of them. To publish the names and addresses of Approved Companies in such manner and by such means as shall be deemed by the Organisation to further its objects;
- (ii) to encourage and promote the study of techniques, maintenance or servicing relating to the making, manufacture and efficacy of the Systems and the Services and the methods of communicating information; to set out requirements as to design, workmanship, efficacy, materials and other matters relating to the Systems and the Services; and to issue from time to time Standards and Codes of Practice in relation to the Systems and the Services. Such requirements, Standards and Codes of Practice shall be in accordance with any criteria issued and published by The British Standards Institution or other like Body;
- (iii) to inspect and procure the inspection of such of the Systems and the Services as the Organisation shall deem proper and as shall have been provided by Approved Companies as aforesaid and to procure the issue by Approved Companies of Certificates of Compliance in respect of all Systems and Services provided by them in such form as the Organisation shall from time to time direct;
- (iv) to make and issue from time to time Rules and Regulations and Bye-Laws (including Rules, Regulations and Bye-Laws as to the payment of fees and charges) in respect of:-

- (a) the registration in the said Register of Approved Companies, and the issuing to and withdrawal from them of the Certificates of Approval hereinbefore referred to;
  - (b) the purchase from the Organisation and the issue by Approved Companies of the Certificates of Compliance aforesaid;
  - (c) the use by Approved Companies of any design, device or mark belonging to the Organisation.
- (v) to promote encourage guide and co-operate in the education and training of those who wish to be or are concerned with or employed by those engaged in the industries of installing, servicing, maintaining and monitoring the Systems and providing the Services (hereinafter called "the Industries").
- (vi) to provide opportunities for those engaged in the Industries or any one or more of the Industries, their employees and other persons and organisations concerned or interested in the Industries, or any one or more of them to meet and to become familiar with the problems of each other and to find solutions thereto and for that purpose to facilitate discussions amongst such persons;
- (vii) to invite the exhibition of and to exhibit any new improved or other Security Systems and Services. To make, assist in and/or support such experiments or research as the Organisation shall consider to be necessary or desirable for the fulfilment of its objects or any of them;
- (viii) to maintain a review of all legislation and legislative or other proposals likely to affect either the industries or the Systems or the Services, and to initiate, promote, support or assist in any legitimate manner, the carrying into effect of any legislation, bye-laws or regulations considered necessary or desirable for promoting or protecting the objects of the Organisation;
- (ix) to protect by publicity, legal action or any other lawful means any attempt to do anything which would in the opinion of the Organisation be contrary to the interests of Organisation and/or the Public;
- (x) to make grants or loans of money, books, apparatus, devices or other matters or things for the purpose of promoting invention research and education and in methods of making, installing and the operation and efficiency of the installations and the equipment or any part or parts thereof and in like subjects connected therewith;

- (xi) from time to time to hold such Meetings and organise such conferences exhibitions and other activities as may be considered necessary or desirable to achieve the objects or any one or more of the objects of the Organisation.
- (xii) To promote the objects of the Organisation with, appoint representatives to, and/or become a member of any organisation, committee or other body set up by the Government or Government departments, the Police or representatives of the insurance industry, and/or other such Industries as the Organisation shall from time to time determine.
- (xiii) to pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Organisation and to contract with any person firm or company to pay the same.
- (xiv) to draw, make, accept, endorse and exchange promissory notes, Bills of Exchange, cheques and other negotiable instruments and to give guarantees where requisite for the furtherance of the Organisation's objects.
- (xv) to borrow any monies required for the purposes of the Organisation upon such terms and on such securities as may be determined and from time to time to invite gifts and appeal for subscriptions to assist in the carrying out of the Organisation's objects or any one or more of them.
- (xvi) to invest the monies of the Organisation not immediately required for its purposes in or upon such investments securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may from time to time be imposed or required by Law.
- (xvii) to do all or any of the above things in any part of the world, and either as principals, agents, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subsidiary companies and undertakings or otherwise.
- (xviii) to do all such other things as may be deemed to be ancillary, incidental or conducive to the attainment of the above objects or any of them.

PROVIDED THAT in case the Organisation shall take or hold any property which may be subject to any trusts, the Organisation shall only deal with or invest the same in such manner as allowed by the law, having regard to such trusts.

## **APPLICATION OF INCOME AND PROPERTY**

9. The income and property of the Organisation shall be applied solely towards the promotion of its objects as set forth in these Articles of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Organisation.

Provided that nothing herein shall prevent any payment in good faith by the Organisation:-

- (a) of reasonable and proper remuneration to any member, officer, employee or contractor of the Organisation for any services rendered to the Organisation.
- (b) of interest on money lent by any member of the Organisation at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater.
- (c) of reasonable and proper rent for premises demised or let by any member of the Organisation.
- (d) to any member of Board and any committees established in accordance with these Articles of out-of-pocket expenses reasonably and properly incurred.

## **MEMBERSHIP**

10. The Member of the Organisation at the date of adoption of these Articles is S.C.R. Secretaries Limited.
11. Every consent to be admitted as a Member and every application for membership of the Organisation shall be accompanied by a remittance for the entrance fee (if any) and the first year's subscription (if any).
12. A Member may (subject to there always being at least one Member of the Organisation remaining) at any time withdraw from the Organisation by giving at least seven days' notice to the Organisation. Membership shall not be transferable and shall cease on death. Where a Member shall be adjudicated bankrupt or enter into any composition or arrangement with his creditors or being a Corporation shall have a receiver administrative receiver or administrator appointed of some part or all of its assets or shall enter into liquidation (whether voluntary or compulsory) the Board may decide that his membership shall be terminated and such decision shall have immediate effect and the Secretary shall send notice of such termination of membership to the Member.



## **GENERAL MEETINGS**

13. The Organisation shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
14. The Board may whenever it thinks fit convene a General Meeting, or in default a General Meeting may be convened by such requisitionists or by the court, as provided by Sections 303 to 306 of the Act.
15. At least fourteen clear days' notice in writing of every General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Organisation; but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those Members may think fit.
16. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding taking place, at any meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

17. (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 it considers appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it.
  - (4) In determining attendance at a General Meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
  - (5) Two or more persons who are not in the same place as each other attend a General Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
18. No business other than the appointment of the chairman of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum. If and so far as there is only one Member of the Organisation, that Member present personally or by proxy shall be a quorum but subject thereto and save as herein otherwise provided two Members present personally or by proxy shall be a quorum.
19. (1) If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (a) the directors present, or
  - (b) (if no directors are present), the meeting,
- must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.
20. (1) Directors may attend and speak at general meetings, whether or not they are shareholders.
- (2) The chairman of the meeting may permit other persons who are not—
- (a) shareholders of the company, or

- (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting.
- 21.
  - (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
  - (2) The chairman 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 chairman 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.
  - (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
  - (4) When adjourning a general meeting, the chairman 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 directors, and
    - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
  - (5) 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 (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
    - (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.
  - (6) 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.

## **VOTES OF MEMBERS**

- 22. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

23.
  - (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 chairman of the meeting, whose decision is final.
24.
  - (1) A poll on a resolution may be demanded
    - (a) in advance of the general meeting where it is to be put to the vote, or
    - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
  - (2) A poll may be demanded by—
    - (a) the chairman of the meeting;
    - (b) the directors;
    - (c) two or more persons having the right to vote on the resolution; or
    - (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
  - (3) A demand for a poll may be withdrawn if—
    - (a) the poll has not yet been taken, and
    - (b) the chairman of the meeting consents to the withdrawal.
  - (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs.
25.
  - (1) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which—
    - (a) states the name and address of the shareholder appointing the proxy;
    - (b) identifies the person appointed to be that shareholder’s proxy and the general meeting in relation to which that person is appointed;

- (c) is signed by or on behalf of the shareholder 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 the general meeting to which they relate.
- (2) *The Organisation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.*
- (3) 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.
- (4) 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.
- 26.
  - (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting 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.
  - (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
  - (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
  - (4) 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.
- 27.
  - (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 before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
    - (b) the proposed amendment does not, in the reasonable opinion of the chairman 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 chairman 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 chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.
28. Subject to the provisions of the Statutes a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting of the Organisation duly convened and held.

#### **THE BOARD**

29. The Board shall initially consist of such persons, who are as at the date of the adoption of these Articles already Members of the Board previously known as the Management Board or who subsequently are appointed pursuant to the provisions hereinafter contained. Subject to Article 32, there shall be no general requirement for any Members of the Board to retire from the Board at any Annual General Meeting. The Members of the Board shall not be less than five nor more than twenty in number or such higher number as the Board shall from time to time resolve.
30. Subject to Article 29 a majority in number of the Members shall be entitled at any time and from time to time by notice in writing:-
- (a) to appoint one or more persons to be Members of the Board by giving written notice to the Organisation; and
  - (b) to remove any Member of the Board from office by serving written notice of removal on the Member of the Board and giving notice thereof to the Organisation.

31. Subject to Article 30 the Board shall have power at any time, and from time to time, to appoint any person to be a Member of the Board either to fill a vacancy or as an additional Member of the Board.
32. (1) A Member of the Board shall retire at the third Annual General Meeting following his election or appointment but may at such General Meeting offer himself (subject to the remainder of these Articles) for re-election but he shall in any event retire at the sixth Annual General Meeting following his election or appointment without offering himself for re-election and (subject to Article 32.2) shall then no longer be eligible to be a Member of the Board unless a majority vote of the Members of the Board determines otherwise, in which event such Member of the Board shall retire at each following Annual General Meeting but may offer himself for re-election at every such Annual General Meeting.
- (2) Any person who retires and who is not re-elected as a Member of the Board at any such Annual General Meeting shall become eligible to be nominated and elected again as a Member of the Board after a period of three years has elapsed following the date of their retirement as a Member of the Board.
33. Subject to the provisions of Article 34 hereof, the Members of the Board shall at all times be representative of those interested in the promotion and furtherance of the objects of the Organisation but at no time shall any single interest predominate. Subject thereto, those interested as determined by the Board, who shall include for this purpose Government Departments, the Police, Professional Bodies, Users and others who, in the opinion of the Board, have relevant specialist and/or academic experience, may be given the opportunity to nominate a person or persons for appointment to the Board.
34. No person shall be appointed as a Member of the Board whose appointment would prejudice the independence of the Board and the Board's application for accreditation by the UK Accreditation Service or any body succeeding thereto or its status as an accredited body by the UK Accreditation Service or any body succeeding thereto.
35. The Board shall designate one of the Members of the Board as Chairman of the Organisation and any Chairman so appointed may from time to time be removed from the office of Chairman by the Board and replaced by the Board as Chairman by another Member of the Board. The Chairman shall be entitled to receive such remuneration for his services and other emoluments as may from time to time be voted to him by the Organisation in general meeting.
36. No Member of the Board may be counted in estimating a quorum or be entitled to vote in respect of any resolution to appoint him to or remove him from the office of Member of the Board.

37. The office of a Member of the Board shall be vacated:-

- (a) if he be removed from office in accordance with the provisions of these Articles; or
- (b) if he resigns his office by notice in writing to the Board; or
- (c) if he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) if he be directly or indirectly engaged, concerned or have any financial interest in any capacity, whether paid or unpaid, in any other business or other organisation which, in the reasonable opinion of the Board, may be considered to have objects or objectives that are conflicting with or in competition with the Organisation or which may unduly interfere, conflict or compete with the proper performance of his obligations or duties to the Organisation.
- (e) if a registered medical practitioner who is treating that person gives a written opinion to the Organisation stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
- (f) if by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; or
- (g) if that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law.

38. All service on the Board shall (except as herein specifically referred to) be honorary and without remuneration. This Article shall not prevent or otherwise limit payment of the agreed salary and benefits of any executive director, the payment of agreed expenses to any non-executive director or the agreed fee payable to the Chairman of the Organisation.

#### **ALTERNATES**

39. A Member of the Board may appoint a person to act as his alternate or substitute at meetings of the Board during his absence therefrom, and such appointee shall be entitled to attend and vote in the place of the Member of the Board.

40. An alternate Member of the Board shall (except as regards power to appoint an alternate Member of the Board) be subject in all respects to the terms and conditions existing with reference to the



other Members of the Board and shall be entitled to receive notices of all meetings of the Board and General Meetings and to attend speak and (at Board Meetings) vote at any such meeting at which his appointer is not present.

41. One person may act as alternate to more than one Member of the Board and while he is so acting shall be entitled to a separate vote for each Member of the Board he is representing and, if he is himself a Member of the Board, his votes as an alternate shall be in addition to his own vote.
42. Any appointment or removal of an alternate Member of the Board may be made in writing, by facsimile transmission, e-mail, or in any other manner approved by the Board. Any facsimile transmission or e-mail shall be confirmed as soon as possible by letter, but may be acted upon by the Organisation meanwhile.
43. If a Member of the Board making any such appointment as aforesaid shall cease to be a Member of the Board, the person appointed by him shall thereupon cease to have any power or authority to act as his or her alternate.
44. A Member of the Board shall not be liable for the acts or defaults of any alternate appointed by him.
45. An alternate shall not be taken into account in reckoning the minimum or maximum numbers of Members of the Board allowed for the time being and shall not be counted for the purpose of reckoning whether a quorum is present at any meeting of the Board attended by him at which he is entitled to vote.

#### **OBSERVERS**

46. Such bodies as the Board shall from time to time determine (including without limitation itself) shall be entitled to appoint an observer to attend Meetings of the Board. The body appointing the Observer shall be entitled to remove him and replace him from time to time with some other Observer.

Every such Observer shall be entitled to receive notice of and to attend every Meeting of the Board, but he shall not be entitled to vote thereat nor shall he be counted in estimating a quorum. The omission to give notice of any such Meeting to any such Observer shall not invalidate the Meeting.

#### **POWERS OF THE BOARD**

47. Subject to Article 55 and the other provisions of these Articles, the business of the Organisation 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 Organisation as it thinks fit, and may exercise all such powers of the Organisation, and do on behalf of the Organisation all such acts as may be exercised and done by the Organisation, and as are not by the Statutes or these Articles required to be exercised or done by the Organisation in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Organisation in General Meeting; but no regulation made by the Organisation in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The Organisation shall not prescribe any regulation which would restrict the freedom of operation of the Board in such a way that it would prejudice its application for accreditation by the UK Accreditation Service or any body succeeding thereto or in any other way compromise the impartiality and independence or its status as an accredited body by the UK Accreditation Service or any body succeeding thereto of the certification activities of the Board or of the Certification Panel or of the Chief Executive.

48. 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 Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Organisation, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### **PROCEEDINGS OF THE BOARD**

49. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three Members of the Board (excluding any alternates appointed pursuant to Article 39) shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the Meeting shall have a second or casting vote.
50. Meetings of the Board shall be convened by the Chairman or any three Members of the Board or their alternates appointed pursuant to Article 39 or the Secretary. A Member of the Board or his alternate who is absent from the United Kingdom shall not be entitled to notice of a meeting.
51. The Chairman of the Organisation designated pursuant to Article 35 shall be entitled to preside at all meetings of the Board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present

within thirty minutes after the time appointed for holding the meeting and willing to preside, the Members of the Board present shall choose one of their number to be Chairman of the meeting.

52. 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 Organisation for the time being vested in the Board generally.
53. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Member of the Board, or as an alternate Member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the Board or such alternate (as the case may require).
54. 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 Organisation and of the Board 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 Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
55. A resolution in writing signed by all the Members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted PROVIDED ALWAYS that an alternate Member of the Board shall for such purposes have the power to sign any such resolution on behalf of the Member of the Board appointing him.

#### **COMMITTEES OF THE BOARD**

56. Subject to these Articles the Members of the Board may delegate any of their powers to any committee consisting of one or more members of the Board and may establish and appoint such committees as it may consider appropriate from time to time to exercise such powers as may be delegated by the Board to such committees. Any such delegation may be made subject to any conditions which the Board may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to these Articles and any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles regulating the proceedings of the Board so far as they are capable of applying.
57. (A) Without prejudice to the generality of Article 56 above, subject always thereto and to the

other provisions of these Articles, the Board may appoint Committees each of which may be designated a Panel or a Committee or in such other terms as the Board may consider to be appropriate and each of which shall consist of such persons as the Board shall from time to time decide and so that:-

- (i) it shall not be requisite for any member of any such Committee to be also a member of the Board; and
    - (ii) no member of the Board shall be precluded from being a Member of any such Committee.
  - (B) The Board shall subject to sub-clause (A) of this Article appoint a Finance & General Purposes Committee to advise upon the administration, finance and policies of the Organisation.
  - (C) The Board may subject to subclause (A) of this Article appoint committees (to be known as "Sector Committees") to advise upon technical aspects and policy issues within specific sectors of the security industry relating to the development and operation of specific Sector Certification Schemes and so that there shall be a separate Sector Committee for each separate sector as determined by the Board.
  - (D) The Board shall subject to sub-clause (A) of this Article appoint a Certification Panel to advise with regard to the admission of any person, firm, company or organisation as an Approved Company and to the removal of the same and including (without limitation) the issue and withdrawal of Certificates of Approval.
  - (E) The Board shall subject to sub-clause (A) of this Article appoint an Impartiality Committee, to advise in relation to maintaining the impartiality of certification activities and which shall be established and operated on an honorary basis and include members who are not directors or employees of the Organisation.
58. Each such Committee or Panel shall be constituted in such manner and shall have such terms of reference as the Board shall from time to time resolve (which shall not be inconsistent with any of the provisions of these Articles or with any bye-laws, rules and regulations or terms of reference made pursuant to them) and shall be responsible to and make regular reports and recommendations to the Board and may delegate such of its powers as it may think fit to any Sub-Committee consisting of such number of its Members as it may in its sole discretion think fit PROVIDED ALWAYS that at no time shall any single interest predominate on any Committee.

59. No acts done by the Board or by any Committee appointed by the Board or by any person acting as a Member of the Board or any such Committee shall be invalidated by reason only of any disqualification or defect in the appointment of any Member thereof.
60. A Committee which does not consist entirely of Members of the Board shall only have power to make recommendations and report to the Board upon such recommendations and to keep the Board informed of matters referred by the Board to such Committee.

#### **BYE-LAWS**

61. The Board shall, subject to the other provisions of these Articles, have power to make, enforce, alter or revoke bye-laws, rules and regulations with regard to the setting up and publication and carrying on of the Register of Approved Companies, and the terms and conditions of inclusion therein, or registration thereunder; exclusion therefrom or excision of any entries therein, and the granting, issuing, cancellation of and withdrawal to and from Approved Companies and customers, certificates and licences to use any design, device or mark of the Organisation. No bye-laws shall be made which would amount to such an alteration of these Articles as could only legally be made by Special Resolution.

#### **ADDITIONAL POWERS OF THE BOARD**

62. The Board shall in addition to all the other powers and so as not in any way to limit or restrict those powers and without prejudice to any other power conferred by these Articles have the following powers:-
- (a) to obtain from Approved Companies and from any person or body agreeing to contribute, funds for the purpose of furthering the objects of the Organisation or any of them and to apply the same for the furtherance of such objects;
  - (b) to set up, issue and maintain for the United Kingdom and any other Country or Territory as the Board may consider fit, a Register of Approved Companies qualified for approval under the rules and regulations of the Organisation and to charge to Approved Companies such annual registration and other fees in connection therewith as the Board shall from time to time deem proper or expedient;

### **THE CHIEF EXECUTIVE**

63. The Board shall have power to appoint any person (whether or not a person appointed a Member of the Board under these Articles) to the office of Chief Executive upon such terms as to the duties to be performed, the powers to be exercised and all other matters as the Board thinks fit.

### **EXPENSES**

64. Notwithstanding the other provisions of these Articles the Members of the Board and any committees established in accordance with these Articles may be paid all travelling hotel and other expenses reasonably and properly incurred by them in attending and returning from Meetings of the Board, and such Committees and General Meetings of the Organisation and all expenses reasonably and properly incurred by them in connection with the business of the Board, such committees and General Meetings.

### **BORROWING POWERS**

65. The Members of the Board may exercise all the powers of the Organisation to borrow money and to mortgage and charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the Organisation or of any third party.

### **SECRETARY**

66. Subject to the provisions of the Statutes the Secretary may be appointed by the Board for such time at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it.

### **THE SEAL**

67. (1) Any common seal may only be used by the authority of the directors.
- (2) The directors may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

- (a) any director of the company;
- (b) the company secretary (if any); or
- (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

### **NOTICES**

68. A notice may be served by the Organisation upon any Member, either personally or by sending it through the post in a prepaid letter, addressed to such Member at his registration address as appearing in the Register of Members.
69. Any Member described in the Register of Members by an address not within the United Kingdom, who shall from time to time give the Organisation an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Statutes, only those Members who are described in the Register of Members by an address within the United Kingdom shall be entitled to receive notices from the Organisation.
70. A notice may be served by the Organisation upon any Member of the Board, Certification Panel or Sector Committee or any other Committee by serving it through the post in a prepaid letter addressed to such member at his last known residential or business address or by facsimile transmission or by email to any fax number or email address held by the Organisation for that member.
71. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter. Any notice served by facsimile transmission or by email and received by the addressee shall be deemed to have been served upon receipt.

### **DISSOLUTION**

72. If upon the winding up or dissolution of the Organisation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Organisation, but shall be transferred either to some other institution (whether or not a member of the Organisation) the objects of which are similar to the objects of the Organisation or which are the promotion of charity and anything incidental or conducive thereto,

such institution or institutions to be determined by the Members of the Organisation at or before the time of dissolution or failing which shall be determined by the Board.