

# File Copy



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **9805375**

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

CREST (INTERNATIONAL)

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on **2nd October 2015**



\*N09805375O\*

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

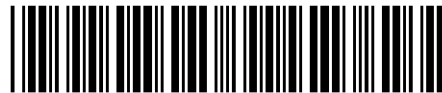


Companies House

# IN01(ef)

## Application to register a company

Received for filing in Electronic Format on the: 01/10/2015



X4H3XNC0

Company Name  
in full: CREST (INTERNATIONAL)

*I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternative*

Company Type: Private limited by guarantee

Situation of Registered  
Office: England and Wales

Proposed Register  
Office Address: ABBEY HOUSE 18-24 STOKE ROAD  
SLOUGH  
BERKSHIRE  
UNITED KINGDOM  
SL2 5AG

*I wish to adopt entirely bespoke articles*

## Proposed Officers

### *Company Secretary 1*

*Type:* **Person**  
*Full forename(s):* **ROWLAND**

*Surname:* **JOHNSON**

*Former names:*

*Service Address:* **ABBAY HOUSE 18-24 STOKE ROAD  
SLOUGH  
BERKSHIRE  
UNITED KINGDOM  
SL2 5AG**

*Consented to Act:* **Y**      *Date authorised:* **02/10/2015**      *Authenticated:* **YES**

*Company Director*    ***1***

*Type:*                      **Person**

*Full forename(s):*        **MR ROWLAND**

*Surname:*                **JOHNSON**

*Former names:*

*Service Address:*        **ABBAY HOUSE 18-24 STOKE ROAD  
SLOUGH  
BERKSHIRE  
UNITED KINGDOM  
SL2 5AG**

*Country/State Usually Resident:*    **UNITED KINGDOM**

*Date of Birth:*    **04/09/1973**

*Nationality:*    **BRITISH**

*Occupation:*    **DIRECTOR**

*Consented to Act:*    **Y**

*Date authorised:*    **02/10/2015**

*Authenticated:*    **YES**

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*Company Director* 2

*Type:* **Person**  
*Full forename(s):* **MR JOHN**

*Surname:* **BEALE**

*Former names:*

*Service Address:* **ABBAY HOUSE 18-24 STOKE ROAD  
SLOUGH  
BERKSHIRE  
UNITED KINGDOM  
SL2 5AG**

*Country/State Usually Resident:* **UNITED KINGDOM**

*Date of Birth:* **09/01/1968** *Nationality:* **BRITISH**

*Occupation:* **DIRECTOR**

*Consented to Act:* **Y** *Date authorised:* **02/10/2015** *Authenticated:* **YES**

## Statement of Guarantee

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*I confirm that if the company is wound up while I am a member , or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for :*

- payment of debts and liabilities of the company contracted before I cease to be a member;*
- payments of costs, charges and expenses of winding up, and;*
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.*

*Name:* ROWLAND JOHNSON

*Address:* ABBEY HOUSE  
SLOUGH  
BERKSHIRE  
UNITED KINGDOM

*Amount Guaranteed:* 1

*Name:* JOHN BEALE

*Address:* ABBEY HOUSE  
SLOUGH  
BERKSHIRE  
UNITED KINGDOM

*Amount Guaranteed:* 1

## Statement of Compliance

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*I confirm the requirements of the Companies Act 2006 as to registration have been complied with.*

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

*Agent's Name:* **FOERSTER BUSINESS SOLUTIONS LTD**

*Agent's Address:* **FERHILLS BUSINESS CENTRE TODD STREET  
BURY  
GTR MANCHESTER  
UNITED KINGDOM  
BL9 5BJ**

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## *Authorisation*

*Authoriser Designation:* **agent**

*Authenticated:* **Yes**

*Agent's Name:* **FOERSTER BUSINESS SOLUTIONS LTD**

*Agent's Address:* **FERHILLS BUSINESS CENTRE TODD STREET  
BURY  
GTR MANCHESTER  
UNITED KINGDOM  
BL9 5BJ**

## **COMPANY NOT HAVING A SHARE CAPITAL**

Memorandum of association of *CREST (INTERNATIONAL)*

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

### **Name of each subscriber**

Mr Rowland Johnson

Mr John Beale

Dated: 1st October 2015



**A PRIVATE COMPANY LIMITED BY GUARANTEE  
EXEMPT UNDER SECTION 60 OF THE  
COMPANIES ACT 2006**

- of -

**CREST (INTERNATIONAL)**

1. In these Articles and the Memorandum the following words shall have the following meanings if not inconsistent with the subject or context:
- 1.1 "The Act" shall mean the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
- 1.2 "Bye-Laws" the Bye-Laws made from time to time by the Executive;
- 1.3 "CREST" shall mean the Directors and the Executive
- 1.4 "CREST" shall mean CREST (International);
- 1.5 "Director" a legal director of CREST;
- 1.6 "electronic communication" has the meaning given to it in section 1168(3) and section 1168(4) of the Companies Act 2006
- 1.7 Executive an individual fulfilling a role on the Executive
- 1.8 "The Executive" a body elected by the member companies' nominated representatives to whom operational responsibility has been delegated by the Directors. The Executive shall be restricted to a one person from each Member Company;
- 1.9 "in writing" shall mean written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form whether sent or supplied by electronic communication or otherwise;
- 1.10 "Member Company" means a company who has passed the relevant CREST requirements and has paid any fees associated with membership;
- 1.11 "Member Company Representative" is the person nominated by CREST Member company to be the prime contact point for CREST;
- 1.12 "month" shall mean calendar month
- 1.13 "Objects" shall mean the objects of the Company set out in the Memorandum;

- |      |                      |                                                                    |
|------|----------------------|--------------------------------------------------------------------|
| 1.14 | “The office”         | shall mean the registered office of the Company from time to time; |
| 1.15 | President            | means an individual appointed in accordance with Article 77        |
| 1.16 | “The Seal”           | shall mean the common seal of the Company; and                     |
| 1.17 | “the United Kingdom” | shall mean Great Britain and Northern Ireland.                     |

- a. Words importing the masculine gender only shall include the feminine gender;
- b. Words importing persons shall include unincorporated associations and corporations.
- c. Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof shall, if not inconsistent with the subject or context, bear the same meanings in the memorandum and these articles.

1. The name of the Company is “CREST (International)” (hereinafter called “CREST”).
2. The registered office of CREST shall be situated in England and Wales.

### **Objects**

3. CREST's principal objective is to represent the Information Security Industry working closely with government and binary community.

### **Limitation on private benefits**

4. The income and property of CREST shall be applied solely towards the promotion of the objects of CREST as set forth at Article 3.

### **Permitted Private Benefits**

5. No part of the income and property of CREST may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member Company or Director of CREST. This shall not prevent any payment in good faith by CREST of:
  - 5.1 any benefit given to any Member Company that are available to other Member Companies of CREST;
  - 5.2 reasonable and proper remuneration to any Member Company or Director or member of the Executive for any goods or services supplied to CREST (including services performed by a Director under a contract of employment with CREST);
  - 5.3 interest at a reasonable and proper rate on money lent by any Member Company or Director to CREST;
  - 5.4 any reasonable and proper rent for premises let by any Member Company or Director to CREST; and
  - 5.5 any payments under Article 92.

## **Limited Liability**

6. The liability of the Member Company is limited.
7. Every Member Company undertakes to contribute to the assets of CREST, in the event of the same being wound up while they are a Member Company, or within one year after he or she ceases to be a Member Company, for payment of the debts and liabilities of CREST contracted before they ceased to be a Member Company, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound (£1).
8. If upon the winding up or dissolution of CREST 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 Member Companies, but shall be given or transferred to some other institution or institutions having objects similar to the objects of CREST, and shall prohibit the distribution of its or their income and property among its or their Member Companies to an extent at least as great as is imposed on CREST under or by virtue of Article 6 hereof such institution or institutions to be determined by the Executive at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

## **GENERAL MEETINGS**

9. CREST 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 Executive and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than 15 months after the holding of the last preceding annual general meeting.
10. All Meetings, other than annual general meetings, where Members are present in addition to Executives shall be called extraordinary general meetings.
11. The Executive may, following notice in writing of not less than 14 days, convene an extraordinary general meeting of CREST, or any ten Members or five percent of the membership, whichever is the greater, may convene an extraordinary general meeting as provided by section 303 of the Act.
12. The Annual general meeting and an extraordinary general meeting called to consider the making of the decisions described in Article 14 below shall be called by at least 14 days' clear notice. Any other general meeting shall also be called by at least 14 days' clear notice.
13. Notice of every general meeting shall be given in writing or by electronic communication to every Member Company through the Member Company Representative and to the Auditors and shall specify the exact time and place of the meeting. In the case of an extraordinary general meeting the nature of the business to be raised thereat shall be specified. The accidental omission to give notice of a meeting or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate proceedings at that meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

14. The business of an Annual general meeting shall include:

- 14.1 the receipt of the report of the Directors, the Executive and the Auditors;
- 14.2 the consideration and acceptance of the audited accounts;
- 14.3 the appointment and fixing of the remuneration of the Auditors.
15. Subject to Article 65 decisions involving an alteration to the Memorandum and Articles of Association and other decisions so required by statute shall be made by Special Resolution. A Special Resolution is one passed by a majority of not less than three-fourths of the Member Company Representatives of CREST present and voting at a General meeting. All other decisions shall be made by Ordinary Resolution requiring a simple majority.
16. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. A quorum will consist of a minimum of 10% of the Representatives of the Member Companies present and entitled to vote each being a representative of a member or a proxy for a member.
17. If within half an hour from the time appointed for the holding of a General meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Executive may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
18. The Chairman shall preside as Chair at every General meeting but if there be no such Chair, or if at any meeting he or she shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling to preside for any reason whatsoever, the members present shall choose some member of the Executive, or if no such member be present or if all members of the Executive present decline to take the chair, they shall choose a Member who shall be present to preside.
19. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
20. At any General meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair or by at least three Members having the right to vote at the meeting or a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of CREST shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
21. Subject to the provisions of Articles 48 to 57, if a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

22. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.
23. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
24. The proceedings at any meeting or on the taking of any poll 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 unless such specification is a requirement of the Act.
25. A record, in writing, will be made and kept for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken at a general meeting.

### **VOTING AND VOTES OF MEMBERS**

26. On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
  - 26.1 has or has not been passed; or
  - 26.2 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 25 is also conclusive evidence of that fact without such proof.
27. At any General meeting Member Company Representatives shall be entitled to vote as follows:
  - 27.1 on a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:
    - 27.1.1 each authorised representative of a Corporate Member present in person; and
    - 27.1.2 subject to Article 40 each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution.provided that if a person attending the meeting falls within both 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.
  - 27.2 on a vote on a resolution which is carried out by a poll, the following persons have one vote each:
    - 27.2.1 every authorised representative of a Corporate Member (subject to Article 36) present.
    - 27.2.2 every member present by proxy subject to Article 40.
28. No Member Company Representative other than a representative of a Member Company duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to CREST in respect of his or her membership, shall be entitled to vote on any question at any General meeting.

29. A Member Company may vote only by means of its Member Company Representative or proxy. Every Member Company shall appoint an individual to represent it at meetings of CREST and the name of such representative shall be noted in the register of members. A Member Company shall be able to replace its Member Company Representative with another individual by giving notice to CREST.

### PROXIES

30. A 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 CREST. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.
31. The appointment of a proxy shall be executed by the Member Company Representative and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Executive may approve) and shall be signed by or on behalf of the member appointing the proxy, or be authenticated in such manner as the Directors may determine and delivered to CREST in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate:

"[CREST (International) ],

I, \_\_\_\_\_

Of \_\_\_\_\_

Being a Representative of the above named Member Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, \_\_\_\_\_ of \_\_\_\_\_, as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the Company to be held on [date] and at any adjournment thereof.

Signed \_\_\_\_\_

Dated \_\_\_\_\_

32. Where it is desired to afford Members an opportunity of instructing the proxy how he or she shall act, the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive may approve):

I, \_\_\_\_\_

Of \_\_\_\_\_

Being a member of the above named Company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of the Company to be held on [date] and at any adjournment thereof.

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

Resolution No.1 For\* / Against\*

Resolution No.2 For\* / Against\*

Strike out whichever is not desired

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

Signed \_\_\_\_\_

Dated \_\_\_\_\_

33. CREST may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
34. Unless a Proxy Notice indicates otherwise, it must be treated as:
  - 34.1. 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
  - 34.2. 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.
35. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Executive may:
  - 35.1 In the case of an instrument in writing be deposited at the registered office of CREST or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by CREST in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - 35.2 In the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
    - 35.2.1. in the notice convening the meeting, or
    - 35.2.2. in any instrument of proxy sent out by CREST in relation to the meeting, or
    - 35.2.3. in any invitation contained in an electronic communication to appoint a proxy issued by CREST in relation to the meetingbe received at such address not less than 48 hours before the time of holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
  - 35.2.4. in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or
  - 35.2.5. where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or any Director;and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
36. If more than one authorised representative of a Corporate Member purports to vote on behalf of the same Corporate Member:

- 36.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and
  - 36.2 if they purport to vote in different ways they are treated as not having voted.
37. 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. Any such objection must be referred to the chair of the meeting whose decision is final.

#### DELIVERY OF PROXY NOTICES

38. The Proxy Notification Address in relation to any general meeting is:
- 38.1. the registered office of CREST; or
  - 38.2. any other Address or Addresses specified by CREST as an Address at which CREST 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
  - 38.3. any electronic Address falling within the scope of Article 39.
39. If CREST gives an electronic Address:
- i. in a notice calling a meeting;
  - ii. in an instrument of proxy sent out by it in relation to the meeting; or
  - iii. 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 39, 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.]
40. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including an authorised representative of a member company) remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to CREST by or on behalf of the Member Company 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.
41. Subject to Articles 42 and 43 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.
42. In the case of a poll taken more than 48 hours after it is demanded, the proxy notice must be received at a proxy notification address not less than 24 hours before the time appointed for the taking of the poll.
43. In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the proxy notice must be:
- 43.1. received in accordance with Article 41; or
  - 43.2. given to the chair, Secretary (if any) or any Director at the meeting at which the poll was demanded.



44. Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in Article 38 to 47.
45. 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.
46. A notice revoking the appointment of a proxy only takes effect if it is received before:
  - 46.1. the start of the meeting or adjourned meeting to which it relates; or
  - 46.2. (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.
47. 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.

### **POLL VOTES**

48. A poll on a resolution may be demanded:
  - 48.1 in advance of the general meeting where it is to be put to the vote; or
  - 48.2 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.
49. A poll may be demanded by:
  - 49.1 the chair of the meeting;
  - 49.2 the Directors;
  - 49.3 two or more persons having the right to vote on the resolution;
  - 49.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or
  - 49.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
50. A demand for a poll may be withdrawn if:
  - 50.1 the poll has not yet been taken; and
  - 50.2 the chair of the meeting consents to the withdrawal.
51. Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.
52. The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
53. The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.
54. A poll must be taken immediately on:
  - 54.1 the election of the chair of the meeting; or
  - 54.2 a question of adjournment.
55. Other polls must be taken within 30 days of their being demanded.

56. If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
57. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

### **POWERS OF CREST**

58. Subject to the provisions of the Statutes, CREST Memorandum and these Articles, the business of CREST will be managed by CREST who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of CREST as they think fit and may exercise all such powers of CREST and do on behalf of CREST all such acts as may be exercised and done by CREST.
59. CREST may exercise all powers of CREST to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of CREST or of any third party.
60. CREST will convene meetings of the Executive not less than every three months and those meetings shall be minuted.
61. CREST will maintain a publicly available list of the Directors of CREST and the members of CREST Executive.
62. For the avoidance of doubt, CREST will have the following powers:
- 62.1 To enter into commercially practicable and beneficial contracts on behalf of CREST with a view to providing services to or on behalf of other bodies;
  - 62.2 To enter into commercial practicable and beneficial international agreements with overseas partners;
  - 62.3 To acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
  - 62.4 To dispose of or deal with all or any of its property with or without payment and subject to such conditions as CREST thinks fit;
  - 62.5 To borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds for or on behalf of CREST;
  - 62.6 To set aside funds for special purposes or as reserves against future expenditure;
  - 62.7 To invest CREST's money not immediately required for its objects in or upon any investments, securities or property;
  - 62.8 To delegate the management of investments to a financial expert to be nominated by the Directors;
  - 62.9 To open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
  - 62.10 To raise funds by way of subscription, donation or otherwise;
  - 62.11 To incorporate subsidiary companies to carry on any trade;
  - 62.12 To engage and pay employees, consultants and professional or other advisers and make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

- 62.13 To become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation;
  - 62.14 To amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of CREST;
  - 62.15 To co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
  - 62.16 To pay out of the funds of CREST the costs of forming and registering CREST;
  - 62.17 To insure the property of CREST against any foreseeable risk and take out other insurance policies as are considered necessary by CREST to protect CREST;
  - 62.18 Subject to the Companies Act 2006, to arrange for sufficient and proper 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 relation to CREST; and
  - 62.19 To do all such other lawful things as shall further CREST's objects.
63. CREST shall be entitled to delegate any of their powers or functions to an individual or a committee. The composition of such committee shall be at the absolute discretion of the other members of CREST and may comprise such of their numbers or members as they see fit. All such delegations shall be revocable at any time.
64. CREST may act regardless of any vacancy in their body but if and so long as their number is less than the minimum prescribed in CREST Articles of Association, CREST may act for the purposes of increasing their number or of summoning a General meeting of CREST but for no other purpose.

### **RESOLUTIONS**

65. Written resolutions of the Members of CREST shall be passed in accordance with the Companies Act 2006.

### **VIRTUAL MEETINGS**

66. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Directors in which all participants may communicate simultaneously with all other participants.

### **EXECUTIVE**

67. The number of Executive members shall be a minimum of three and a maximum of thirteen.
68. The Executive shall comprise the following roles as a minimum:
- 68.1 One President;
  - 68.2 A maximum of seven Executive;
  - 68.3 One Assessors' Representative
  - 68.4 Up to four co-opted Members of the Executive appointed in accordance with Article 73.
69. Of the eight elected Executive, a maximum of three shall be invited to be Directors of CREST.

70. The Executive shall be appointed and removed in accordance with the Bye-Laws.
71. The responsibilities of the Executive shall be documented as part of CREST's Bye-Laws.
72. The Executive may at any time appoint a representative of any member of CREST as a member of the Executive to fill a vacancy. A representative of any member so appointed shall retire at the Annual general meeting following their appointment and shall then be eligible for re-election thereafter.
73. The Executive may at any time co-opt any person to the Executive, provided that not more than four such co-options shall be made between one Annual general meeting and the next unless required to comply with Article 67. All persons so co-opted shall retire at the Annual general meeting following their co-option and shall be eligible to be re-appointed thereafter.
74. Other than the President, all Directors and members of the Executive must work for a Member Company to be eligible to hold office as a member of the Executive.
75. CREST may from time to time in general meeting increase or reduce the number of members of CREST and shall have the power to make regulations for dealing with the appointment and elections to CREST as it shall consider expedient, provided that such regulations are not inconsistent with the provisions of these Articles.
76. All acts bona fide done by any meeting of the Executive or by any committee of the Executive or by any person acting as a member of the Executive shall, even if it is 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 Executive.

### **PRESIDENT**

77. A President will be appointed by the Executive at such remuneration and upon such conditions as they may think fit and any President so appointed may be removed by them. He shall automatically cease to hold office as President if:
  - 77.1 upon the occurrence of an event provided by the Bye-Laws;
  - 77.2 if requested by CREST following the occurrence of an event provided by the Bye-Laws.

### **CHAIRMAN**

78. A Chairman of CREST shall be appointed by the Executive for such time and upon such conditions as they may think fit and any Chairman so appointed may be removed by them. Upon his appointment, the Chairman shall be invited to become a Director of CREST at the discretion of the Executive. He shall automatically cease to hold office as Chairman upon the occurrence of an event provided by Articles 77.1 or 77.2.

## **SECRETARY**

79. Subject to the provisions of the Act, a Secretary, if any, may be appointed by the Executive for such time, at such remuneration and upon such conditions as they may think fit, and the Secretary so appointed may be removed by them.

## **SEAL**

80. The Seal of CREST shall only be used by the authority of the Executive and every instrument to which the Seal shall be applied shall be signed by an Executive Member. Every such application of the Seal shall be minuted.

## **RECORDS AND ACCOUNTS**

81. The Directors shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 81.1. annual reports;
  - 81.2. annual returns; and
  - 81.3. annual statements of account.]
82. Except as provided by law or authorised by the Directors or an ordinary resolution of CREST, no person is entitled to inspect any of CREST's accounting or other records or Documents merely by virtue of being a member.

## **NOTICES**

83. A notice may be served by CREST upon any Member Company in writing, either personally or by sending it through the post in a prepaid letter, addressed to the Member Company Representative to such Member Company at his or her registered address as appearing in the register of Member Companies or shall be given using electronic communication to an address for the time being notified for such purpose to the person giving the notice or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.
84. Any Member Company described in the register of members by an address not within the United Kingdom, who shall from time to time give CREST an address within the United Kingdom at which notices may be served upon him or her shall be entitled to have notices served upon him or her at such address but, save as aforesaid and as provided by the Act, only those Member Companies who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from CREST.
85. Notice of all meetings shall be given exclusive of the day on which it is effected. Where notice is sent by post the notice shall be deemed to have been served 48 hours after the notice has been posted, provided that it was properly addressed and prepaid or in the case of an electronic communication 48 hours after transmission.
86. A Member Company present by its Member Company Representative at any meeting of CREST shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

87. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given.
88. Where any Document or information has been sent or supplied by CREST by electronic communication and CREST receives notice that the message is undeliverable:
- 88.1. if the Document or information has been sent to a member or Director and is notice of a general meeting of CREST, CREST 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 CREST's register of members or Directors, but may in its discretion choose to do so;
- 88.2. in all other cases, CREST shall send a hard copy of the document or information to the member's postal address as shown in CREST'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
- 88.3. 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.
89. Copies of CREST's annual accounts and reports need not be sent to a person for whom CREST does not have a current address.
90. Notices of general meetings need not be sent to a member who does not register an Address with CREST, or who registers only a postal address outside the United Kingdom, or to a member for whom CREST does not have a current address.

## **DISSOLUTION**

91. Article 8 relating to the winding up and dissolution of CREST shall have effect as if the provisions thereof were repeated in these Articles.

## **INDEMNITY**

92. Every member of the Executive, Secretary, Auditor or other officer of CREST shall be indemnified out of the assets of CREST against any liability incurred by him or her arising from their activities in relation to the Company in accordance with the Act.

## **BYE-LAWS**

93. CREST may, from time to time, make, alter and repeal Bye-Laws, rules and regulations relating to the conduct of CREST, its affairs and its business as they think fit provided that no such Bye-Laws, rules and regulations are inconsistent with the Memorandum and Articles of Association of CREST nor amount to an alteration of or addition to the Articles of Association as could only be lawfully made by Special Resolution. The Bye-Laws, rules and regulations shall be binding on all Members of CREST. As part of the Bye-Laws the Executive shall be entitled to establish Codes of Conduct for its Member Companies and those who work utilising their CREST qualification and to which the Member Companies shall be bound and those shall be made publicly available upon their publication.

94. For the avoidance of doubt, should difficulties arise with any Member Company, those difficulties may be raised with CREST who shall refer any complaints internally in accordance with its applicable Bye-Laws.

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

**Name and Address of Subscriber**

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