

THE COMPANIES ACT 1985
A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
THE SAFETY AND RELIABILITY SOCIETY

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1. Regulations 2 to 35 inclusive, 54, 55, 57, 59, 102 to 108 inclusive, 110, 114, 116 and 117 of Table A, shall not apply to the company but the articles hereinafter contained and, subjects to the modifications hereinafter expressed, the remaining regulations of Table A shall constitute the articles of association of the company.

INTERPRETATION

In these articles:-

“the Act” means “The Companies Act 1985”

“the Society” means “The Safety and Reliability Society”

“the Council” means “The Council of the Society”

“the seal” means “the common seal of the Society”

“Secretary” means “any person appointed to perform the duties of the Secretary of the Society”

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing words or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date which these Articles become binding on the Society.

OBJECTS

2. The Society is established for the Objects expressed in the Memorandum of Association.

BYLAWS

3. The society may publish Bylaws with the approval of a simple majority of members voting in person at a general meeting of the Society and shall be entitled to amend the same Bylaws under the same conditions. In the event of any conflict between the Bylaws and the Articles of Association, the Articles will take precedence.

MEMBERS

4. The number of members with which the Society proposes to be registered does not exceed five hundred, but the Council may from time to time register an increase of members.

5. The subscribers to the Memorandum of Association, all members of the Council and other such persons as the Council shall admit to membership shall be members of the Society. Every member of the Society shall sign a written consent to become a member. Members shall be either corporate or non-corporate. A corporate member is one accepted as such by experience and qualification as specified in detail by the Bylaws.

6. The members of the Council may in their absolute discretion permit any member of the Society to retire provided that after retirement the number of members is not less than two.

MEETINGS

7. The Society shall in each year hold a meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the dates of one Annual General meeting and the next. Provided that so long as the Society holds its first Annual General meetings within eighteen months of its incorporation or in the following year. The Annual General Meeting shall be held at such a time and place as the Council shall appoint. All meetings other than Annual General Meetings shall be Special Branch meetings, General Meetings or Ordinary Meetings.

8. The Council may at any time convene a Special General Meeting of corporate members.

9. The Council shall convene a General meeting on receipt of a requisition in writing of twenty corporate members.

10. Ordinary Meetings shall be held on such days and at such hours as may be appointed by the Council. The business of ordinary Meetings shall be Technical Papers and Discussions and such other business as is not specifically reserved for Annual General Meetings. Non- members of the Society may be permitted to attend Ordinary meetings under the conditions laid down by the Council from time to time.

NOTICE OF GENERAL MEETINGS

Not less than twenty one days notice in writing shall be given of any Annual General Meeting, Special general meeting or General Meeting. The notice shall state the nature of the business to be transacted, the place, the day, and the hour of the meeting. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and it shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in a general meeting, to such persons as are, under the Articles of the Society, entitled to receive such notices from the Society. Provided that a meeting of the Society shall, notwithstanding that it is called by a shorter notice than that specified in this article be deemed to have been duly called if so agreed:-

(a) in the case of a meeting called as the Annual General meeting, by all members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in numbers of the members having a right to attend and to vote at the meeting, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all members.

12. The accidental omission to give notice of a meeting to, or the non- receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

13. All business shall be deemed special that is transacted at a Special general meeting, and also all that is transacted at an Annual General meeting, with the exception of the consideration of accounts, balance sheets, and the reports of the Council and auditors, the election of the members of the Council in the place of those retiring and the appointment of, and fixing of the remuneration, of the auditors.

14. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, twenty corporate members, or 1/20 of the corporate members whichever is greater, present in person shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned until

the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Council may determine.

15. The chairman, if any, of the Council shall preside as chairman at every general meeting of the Society, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present should elect one of their number to be chairman of the meeting.

16. If at any general meeting no member of the Council is willing to act as chairman or if no member of the Council is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

17. The chairman 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 left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. At any general meeting a resolution, and any amendment to it moved by the meeting, which is put to the vote of the meeting shall be decided on a show of hands unless (before, or on, the declaration of the result of the show of hands) a ballot is directed by the chairman or demanded by any ten corporate members present at the meeting. In the event of a ballot, both the original resolution and the amendments to it, if any, moved by the meeting shall be voted upon. Unless a ballot be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a ballot may be withdrawn but this must be done before the conclusion of the meeting.

19. Except as provided in Article 21, if a ballot is duly demanded it shall be taken in such a manner as the chairman directs, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was deemed.

20. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairman of the meeting at which the show of hands takes place or at which the ballot is demanded, shall be entitled to second or casting vote.

21. A ballot demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A ballot demanded on any other question shall be taken at such a time as the chairman of the meeting directs, and any business other than that upon

which a ballot has been demanded may be proceeded with pending the taking of the ballot.

22. subject to the provisions of the Act 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 Society duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

VOTES OF MEMBERS

23. Every corporate member shall have one vote.

24. Every non-corporate member shall be entitled to one vote in any election of a non-corporate member to serve on the Council.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

25. Any corporation which is an affiliate member of the Society may by resolution of its Board or any other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Society.

COUNCIL OF MANAGEMENT

26. The maximum number of the members of the Council shall be determined by the Society in the general meeting, but unless and until so fixed there shall be no maximum number. The minimum number of members of the Council shall be two.

27. The Council shall consist initially of the subscribers to the Memorandum of Association and such other persons as they may appoint during the period of three months following incorporation of the Society.

28. The Council shall have power at any time, and from time to time, to appoint any person to be a member of the Council, either to fill a casual vacancy or as an addition to the existing members of the Council, but, so that the total number of members of Council shall not at any time exceed any maximum number fixed in accordance with these articles.

29. Without prejudice to the powers of the Council under these Articles the Society in general meeting may appoint any person to be a member of the Council either to fill a casual vacancy or as an additional Member of Council.

BORROWING POWERS

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

POWERS AND DUTIES OF THE COUCIL

31. The business of the Society shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not, by the Act or by these articles, required to be exercised by the Society in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such Bylaws or regulations, being not inconsistent with the aforesaid provisions. As may be prescribed by the Society in general meeting; but no Bylaw or Regulation made by the Society in general meeting shall invalidate any prior act of the Council which would have been valid if that Bylaw or Regulation had not been made.

32. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Society, shall be signed, drawn and accepted, endorsed or otherwise executed, as the case may be, in such a manner as the Council shall from time to time by resolution determine.

33. The Council shall cause minutes to be made in writing:

- a) of all appointments of officers made by the Council
- b) of all the names of the members of Council present at each meeting of the Council and of any committee of the Council
- c) of all resolutions and proceedings at all meetings of the Society, and of the Council and of committees of the Council.

34. Any member of the Council shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote will not be counted.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

35. The office of member of the Council shall be vacated if the member:

- a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- b) he becomes prohibited from being a member of Council by reason of any order made under the Company Directors Disqualification Act 1986; or
- c) he becomes incapable by reason of a mental disorder, illness or injury of managing and administering his property and affairs; or
- d) he resigns his office in writing to the Society; or

- e) he is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in manner required by Section 317 of the Act; or
- f) he is requested to resign by a resolution of the Council passed by a three-fourths majority of the members present at a meeting of which at least twenty-one days notice in writing indicating the intention to propose such resolution shall have been given.
- g) He ceases to be a member of the Society
- h) He absents himself from meetings of the Council without reasonable excuse for a period of six months; or
- i) He breaches privileged information without the authority of the Council.

36. The Society may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the act, remove any member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such member of Council.

PROCEEDINGS OF THE COUNCIL

37. THE Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have the casting vote. A member of Council may, and the secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council.

38. the quorum, which shall be not less than two corporate members, or one third of the multiple of the three next above the total number of members for the time being entitled to attend and vote whichever is the greater, necessary for the transaction of the business of the Council may be fixed by the Council, and until so shall be fixed at seven.

39. The continuing members of the Council may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the fixed by or pursuant to the Articles of the Society as the necessary quorum of members of the Council, the continuing member or members of the Council may act for the purpose of increasing the numbers of members of the Council to that number, or of summoning a general meeting of the Society, but for no other purpose.

40. the Council may elect a chairman and chairman-elect of their meetings and determine the period for which they are to hold office; but, if no such chairman or chairman-elect is elected, or if at any meeting the chairman or chairman-elect is not present within five minutes after the time appointed for holding the meeting, the members of the Council present may choose one of their number to be chairman of the meeting.

41. The Council may delegate any of their powers to committees consisting of such member or members of their body or co-opted members of the Society as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any Bylaws and Regulations imposed on it by Council s soon as it is reasonably practicable.

42. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

43. A committee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairman shall have the casting vote.

44. All acts done by the meeting of the Council or of a committee of the Council, or by any person acting as a member of the Council shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be valid as if every such person had been duly appointed and was qualified to be a member of Council.

45. A resolution in writing, signed by all members of the Council for the time entitled to receive notice of a meeting of the Council, shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more of such members.

46. In addition to its power to establish committees comprising members of Council, the Council may establish advisory committees comprising persons some or all of whom are not members of the Council. The Council may not delegate any of its powers to any such advisory committee which shall act merely in an advisory capacity.

SECRETARY

47. Subject to the provisions of the Act the secretary shall be appointed by the Council for such a term, at such a remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by it. Provided always that no member of the Council may occupy the salaried position of secretary.

48. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Council and the secretary shall not be satisfied by its being done by or to the same person acting both as a member of Council and, s or in place of, the secretary.

THE SEAL

49. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Council and shall be countersigned by the secretary or by a

second member of the Council or by some other person appointed by the Council for that purpose.

ACCOUNTS

50. The Council shall cause accounting records to be kept in accordance with the provisions of the Act. The accounting records shall be kept at the registered office of the Society or, subject to Sections 222(1) and 222(2) of the Act at such other place or places as the Council thinks fit, and shall always be open to the inspection of the officers of the Society.

51. The Council shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Society except as conferred by statute or authorised by the Council or by the Society in general meeting.

52. The Council shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Society in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

53. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in general meeting, together with a copy of the auditor's report, and the Council's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Society. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Society is not aware or to more than one of the joint holders of any debentures.

AUDIT

54. Auditors shall be appointed and their duties regulated in accordance with the relevant provisions of the Act.

55. A notice may be given by the Society to any member either personally or by sending it by post to him or to his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a meeting at the expiration of four days after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of the post.

56. Notice for every general meeting shall be given in any manner hereinbefore authorised to:

- a) every member except those members who (having no registered address in the United Kingdom) have not supplied to the Society an address within the United Kingdom for the giving of notices to them;
- b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- c) the auditor for the time being of the Society; and
- d) each member of Council

No other person shall be entitled to receive notices of general meetings.

DISSOLUTION

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

Names and Addresses of Subscribers

DAVID JOHN SMITH

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CHARTERED ENGINEER

NIGEL JOHN LOCKE

BEECH LODGE
BEECHEN CLIFF ROAD
BATH BA2 4QL

CHATTERED ENGINEER

Dated the 9th day of November 1988

Witness to the above signatures:

RON DYSON

34 PARK GROVE
BEXLEYHEATH
KENT DA7 6AA

CHARTERED ENGINEER