

**Articles of Association**

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE

Company Number 2383396

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# INTERPRETATION

1. The regulations in Table C in The Companies (Tables A to F) Regulations 1985 shall not apply to the Association.

**DEFINED TERMS**

1. In these Articles (unless this is inconsistent with the subject or context) the following words and expressions shall bear the following meanings:

|  |  |
| --- | --- |
| The Association | The above-named company. |
| The Acts | The 2006 Act or the 1985 Act, as the context requires and references throughout these Articles to “the Act” shall be deemed as references to “the Acts”. |
| These Articles | These Articles of Association as from time to time altered. |
| The Charter | The Charter defining the Association’s mission and organisation as from time to time altered. |
| Office | The registered office of the Association for the time being. |
| Seal | The common Seal of the Association. The WANO Seal is a blind-embossed imprint of the Associations legal name, and provides additional evidence that an agreement or a document was executed on behalf of the Association by its authorised officers. |
| Biennial General Meeting   Extraordinary General Meeting | The routine General Meeting held in alternate years in accordance with these Articles.  Any general meeting called outside of the routine Biennial General Meeting. |
| Governor | A member for the time being of the governing board. |
| Governing Board | The governing board of the Association constituted in accordance with these Article s. |
| Inaugural Meeting | The inaugural meeting of the Association attended by the prospective Members held for the purpose, inter alia, of ratifying the Charter. |
|  |  |
| Members | Members and Associate Members for the time being of the Association. |
| Associated Members | Regional Centres shall constitute associate members. |
| Executive Leadership Team | The Chief Executive Officer and the Regional Centre Directors. |
| WANO London Office | The location in which the Chief Executive Officer and his staff operate to fulfil their powers, obligations and responsibilities. |
| Nuclear Fuel Reprocessing Facility | A facility operated to extract or separate from source material or special nuclear material that has been subjected to radiation, those constituents that have undergone transmutations as a result of the radiation or those constituents that have not undergone transmutations and are reusable. For the purposes of membership in the Association, the definition of nuclear fuel reprocessing facility does not extend to activities related to decommissioning, research laboratories or facilities, or military purposes. |
| Operator Organisation  Operator representative organisation | An organisation of nuclear power plant operators and/or nuclear fuel reprocessing facility operators which represents other Members.  *(Define – consistent with PD5)* |
| President | The President for the time being of the Association as defined in these Articles. |
| Regional Centres | The organisations established under local law in Paris (France); Moscow (Russia); Atlanta, Georgia (USA); and Tokyo (Japan) as Regional Centres. They are Associate Members of the Association. |
|  |  |
| Ordinary Resolution | A Resolution passed by a simple majority of members of the governing board validly voting at a governing board meeting. |
| Special Resolution | A Resolution passed by at least 75% of Members validly voting at a Biennial General Meeting or Extraordinary General Meeting of the Association of which the notice (i) was given at least 14 days before the meeting and (ii) specified that it was intended to propose the Resolution as a Special Resolution. |
|  |  |
| Month | Calendar month. |
| Year | Calendar year. |
| In writing | Written or produced by any substitute for writing or partly one and partly another. |
| 1985 Act | The Companies Act 1985 as amended by the Companies Act 1989. |
| 2006 Act | The Companies Act 2006. |

Subject to the above, any words or expressions defined in the Act shall (unless this is inconsistent with the subject or context) have the same meanings in these Articles.

A Special Resolution shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under the Act or any provision of these Articles. Subject to the Act, the governing board may at its discretion table any proposed Resolution as a Special Resolution.

# LIMITATION OF LIABILITY

1. Member liability is limited by guarantee as prescribed in the Memorandum of Association, dated 3 May 1989.

# MEMBERSHIP

1. The Association is comprised of Members and Associate Members. For the purpose of registration, the number of Associate Members is declared to be a minimum of 4 and the number of Members is declared to be a minimum of 10.

A nuclear power plant owner/operator or operator representative organisation or an operator of a nuclear fuel reprocessing facility may apply to join the Association as a Member and any Regional Centre may apply to join the Association as an Associate Member. The application shall be in writing in such form as shall be required by the governing board.

1. Admission as a Member is
2. subject to the absolute discretion of the governing board who may impose such conditions of membership as it deems appropriate or reject the application without being required to state the reasons for its decision and;
3. conditional on the applicant becoming affiliated with one or more Regional Centres. The applicant may affiliate to whichever Regional Centre or Centres it considers appropriate to its needs.
4. The Association shall keep a register of its Members containing:
   * + 1. the full name, email address, registered address and telephone or telefax number of each Member
       2. the date on which each Member was entered in the Register and the date on which any Member ceased to be a Member
5. Each Member shall be solely responsible for the use of any information that it receives through the Association; information will be managed in accordance with prescriptions of the governing board.
6. Membership shall be personal to the Member and shall not be capable of assignment or transfer except that, in the case of the bona fide corporate restructuring of a Member, the governing board may at its absolute discretion permit the membership of the original company to be transferred to a successor company subject to such conditions as the governing board deems appropriate.
7. A Member may withdraw from the Association by giving not less than three months’ notice in writing to the governing board, and upon the expiry of such notice, the Member concerned shall cease to be a Member.
8. Any Member or Associate Member who ceases to satisfy the conditions for membership set out in these Articles shall withdraw from the Association.
9. The Association by a vote of at least 75% of Governing Board members may terminate the membership of any Member or Associate Member who:
   * + 1. has failed to pay any amount due to the Association as subscription or otherwise within six months of receiving written notice of the amount due; or
       2. fails to comply with the provisions of Memorandum or Articles of Association, the Charter or approved Policy Documents of the Association; or
       3. in the opinion of the governing board and 75% of the other Members is in breach of its undertakings given in accordance with its application for membership; or
       4. ceases to be affiliated to a Regional Centre or the London Office as required by these Articles.
10. A former Member who has withdrawn or has been terminated from the Association shall remain liable for payment in full of all monies due from them to the Association by way of subscription or otherwise.

# GENERAL MEETINGS

1. All General Meetings shall be called Extraordinary General Meetings or Biennial General Meetings as the case may be.
2. The governing board may whenever it thinks fit, and shall on requisition in accordance with these Articles, proceed with proper expedition to convene an Extraordinary General Meeting.
3. The governing board shall convene, and the President shall promote the organisation of a Biennial General Meeting approximately every alternate year, at such time and place as may be determined by the governing board. At the Biennial General Meeting, the following business shall be transacted:
   * + 1. the Members shall vote on the election as President of the Association, normally until the end of the next Biennial General Meeting, of the person nominated by the governing board. Such nomination is in recognition of the contributions towards the mission of the Association and the nuclear power industry
       2. the governing board shall present a review of the activities and progress of the Association during the previous two years.

If the President is unable to complete the normal two year term between Biennial General Meetings, a WANO regional governing board may propose candidate(s), and a successor may be elected by the WANO governing board, to serve on an interim basis until the next Biennial General Meeting.

1. In accordance with Section 303 of the 2006 Act, Members representing at least 10% of the total voting rights of Members may at any time require the governing board to convene an Extraordinary General Meeting. A requisition under this Article shall state the objects of the meeting so requisitioned, and such meeting shall not transact any business or deal with any Resolution not included in such objects.

## Notice of General Meetings

18. Any General Meeting at which it is proposed to pass a Special Resolution or (except as provided by the Act) a Resolution of which special notice has been given to the Association, shall be called with at least 14 days’ notice in writing in accordance with section 307(1) of the Act. The period of notice shall in each case be exclusive of the day of service and the day on which the meeting is to be held and shall be given in the following manner to all Members (provided that a General Meeting, even if it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed).The manner in which notice may be given is in either hard copy, electronic form, or by means of a website (section 308 and 309 of the Act).

19.Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and shall clearly contain a statement that a Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of them. The notice shall specify the nature of such business; and describe the Special Resolution requiring consideration at the meeting.

## Proceedings at General Meetings

1. The President and the Governors, shall be entitled to receive notice of, and may attend General Meetings in an observer or voting capacity. The Chief Executive Officer and the Directors of the Regional Centres may attend in an observer capacity, and shall be entitled to receive notice of, attend and speak, thereat.
2. The Chair of the governing board or, if he is not present, a Deputy Chair, shall preside as Chair at a General Meeting. If there is no such Chair or Deputy Chair, or if at any meeting neither is present within five minutes of the time appointed for holding the meeting and willing to act, the governors present shall choose one of their number (or, if no governor is present or willing to take the chair, the Members present shall choose one of their number) to be Chair of the meeting.
3. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Members present in person or by proxy and representing 80% of the total voting rights of Members shall be a quorum for all General Meetings. A Special Resolution requires at least 75% of the votes cast by the members’ in favour of it in order to pass.
4. If the persons attending a General Meeting within half an hour (or such longer interval as the Chair of the meeting may think fit) of the time at which the meeting was due to start do not constitute a quorum, the meeting shall be either dissolved or adjourned as determined by the following:
   * + - 1. If the meeting was convened on the requisition of Members, it shall be dissolved.
         2. If the meeting was convened in any other case it shall be adjourned to such other day and such time and place as may have been specified for the purpose in the notice convening the meeting or, if not so specified, as the Chair of the meeting may determine and, in the latter case, not less than 14 days’ notice of the adjourned meeting shall be given in the same way as the original meeting. The quorum requirements set out in the WANO Articles of Association shall apply to an adjourned meeting.
5. The Chair of any meeting at which a quorum is present may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time (or sine die) and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. Where a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the governing board. When a meeting is adjourned for 30 days or more or sine die, not less than 14 days’ notice of the adjourned meeting shall be given in the same way as for the original meeting.
6. Except as expressly provided above, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
7. If an amendment shall be proposed to an Ordinary Resolution under consideration at the governing board but shall in good faith be ruled out of order by the Chair of the meeting, the proceedings on the substantive Resolution shall not be invalidated by any error in such ruling.
8. In the case of a a Special Resolution at a General Meeting, no amendment thereto (other than a mere clerical amendment to correct a patent error) may in any event be considered or voted upon.
9. At any General Meeting a Special Resolution put to the vote of the meeting shall be decided by a poll. A General Meeting will be subject to the quorum requirements set out in these Articles, and may be (on the declaration of the result of the show of hands) demanded by:
   * + 1. the Chair of the meeting; or
       2. not less than three Members present in person or by proxy and entitled to vote; or
       3. a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting
10. A demand for a poll may be withdrawn only with the approval of the meeting. Unless a poll is demanded, a declaration by the Chair of the meeting that a Resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such Resolution. If a poll is demanded, it shall be taken in such a manner (including the use of ballot or voting papers or tickets) as the Chair of the meeting may direct, and the result of the poll shall be deemed to be the Resolution of the meeting at which the poll was demanded. The Chair of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to a place and time fixed by them for the purpose of declaring the result of the poll.
11. A poll demanded on the choice of a Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such subsequent time (not being more than 30 days from the date of the meeting) and place as the Chair may direct. No notice need be given of a poll not taken immediately. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

## Votes of Members at General Meetings

1. On a poll, every Member who is present in person or by proxy shall have five votes plus an additional vote for each unit the Member operates, owns or represents. Associate Members shall have no vote in any event.
2. The votes of Members represented by an operator organisation at meetings of the Association shall be cast by the operator organisation in accordance with the instructions of the Members it represents.
3. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the Chair of the meeting whose decision shall be final and conclusive.
4. On a poll, votes may be given either personally or by proxy.
5. A proxy shall be a Member or an officer or employee of the Association.
6. An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the governing board may approve and:
   * + 1. in the case of an individual shall be signed by the appointer or his attorney
       2. in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation

The signature on such instrument need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointer by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Association) be lodged with the instrument of proxy pursuant to the next following Article, failing which the instrument may be treated as invalid.

1. An instrument appointing a proxy must be left at such a place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified, at the office) not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purpose of any subsequent meeting to which it relates.
2. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll but shall not confer any further right to speak at the meeting, except with the permission of the Chair of the meeting.
3. A vote cast by proxy shall not be invalidated by the previous death or insanity of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, insanity or revocation shall have been received by the Association at the office at least one hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

## Representatives and Observers at General Meetings

1. Any corporation which is a Member may by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Association. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.
2. Each Member individually may appoint observers to General Meetings. Such observers shall be entitled to attend, but not vote, at such General Meetings.

# GOVERNING BOARD

1. The Association and its business affairs and property shall be overseen and directed by a governing board. The governing board shall be comprised of the following members: the Chair of each Regional Governing Board, one sitting Regional Centre Governor nominated by each Regional Governing Board, the sitting governor in each Regional Centre operating the largest number of units, the Chief Executive Officer, the President, and the Chair.
2. The Directors of the four Regional Centres shall be entitled to receive notice of, and attend and speak at meetings of the governing board, but they shall not be members of the governing board, or have a vote.
3. The governors shall elect a Chair from among existing governors or from outside the governing board.
4. A governor may be party to or in any way interested in any contract or arrangement or transaction to which the Association is a party or in which the Association is in any way interested and they may hold and be remunerated in respect of any office or place of profit under any company in which the Association is in any way interested and they (or any firm of which they are a member) may act in a professional capacity for the Association or any such other company and be remunerated therefore and in any such case aforesaid (save as otherwise agreed by them) they may retain for their own absolute use and benefit all profits and advantages accruing to them thereunder or in consequence thereof. Governors who are party to such contracts, arrangements or transactions are required to formally declare these interests in writing to the Secretary.
5. The governing board may entrust to and confer upon any governor holding any executive office any of the powers exercisable by them as Governor upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with or to the exclusion of its own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

## Appointment and Retirement of Governors

1. A sub-committee of the governing board shall be charged with overseeing the process for governing board appointments and re-appointments in collaboration with both the regional and WANO governing boards, and make recommendations to the governing board relating to such appointments. The governing board is required to ensure no company has more than one of its officers or employees sitting on the governing board, except for the positions of Chair and President.
2. The office of a governor shall be vacated if:
   * + 1. They shall become prohibited by law from acting as governor
       2. They shall resign by writing under his hand left at with the Secretary, or if they shall in writing offer to resign, and the governing board shall resolve to accept such offer
       3. They shall have a bankruptcy order made against them or shall compound with their creditors generally or shall apply to the court for an interim order under Section 253 of the Insolvency Act 1986 (as amended by the 2000 Act C 39, s.3) in connection with a voluntary arrangement under that Act
       4. An order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for their detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to their property or affairs
       5. They shall be removed from office by notice in writing served upon them on behalf of the governing board of the relevant Regional Centre but so that if they hold an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Association and shall have effect without prejudice to any claim for damages for breach of any contract of service between them and the Association
3. A governor removed from office by notice on behalf of a Regional Centre in accordance with Article 50(e) above may be replaced by a governor nominated by such Regional Centre.

## Alternate Governors

1. A governor may by writing under their hand and deposited at the Office, or delivered at a meeting of the governing board, appoint any other governor or any other member of the governing board of their Regional Centre to be their alternate governor and may in the same way at any time terminate such appointment.

53. The practice of appointing an alternate governor is to provide continuity for the occasional absence of the appointed governor. Permanent alternates are not within the spirit of effective board conduct.

54. An alternate governor shall be entitled to receive notices of meetings of the governing board, and shall be entitled to attend and vote as a Governor at any such meeting at which the governor appointing them is not personally present, and generally at such meeting to perform all functions of his appointor as a governor and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if they (instead of their appointor) were a governor. If they shall be themselves a governor, their voting rights shall be cumulative. If their appointor is temporarily unable to act through ill health or disability, their signature to any Resolution in writing of the governing board shall be as effective as the signature of their appointor. To such extent as the governing board may from time to time determine in relation to any committees of the Governing Board, the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which their appointor is a member. An alternate governor shall not (save as aforesaid) have power to act as a governor nor shall they be deemed to be a governor for the purpose of these Articles.

55. An alternate governor shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be indemnified to the same extent mutatis mutandis as if they were a governor but they shall not be entitled to receive from the Association in respect of their appointment as alternate governor any remuneration.

## Meetings and Proceedings of Governing Board

1. Subject to the provisions of these Articles, the governing board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as it thinks fit. At any time, any governor may, and the Secretary on the requisition of a governor shall, summon a meeting of the governing board. Any governor may waive notice of any meeting and any such waiver may be retroactive.
2. The quorum necessary for the transaction of business of the governing board may be fixed from time to time by the governing board and unless so fixed at any other number shall be eight governors, of whom two represent each Regional Centre. A maximum of four alternate governors may be applied to the quorum requirements. A meeting of the governing board at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the governing board.
3. Routine Business is transacted by the governing board and extends to all business affairs excluding those specified in the Act or these Articles and shall be passed by Ordinary Resolution.
4. Ordinary Resolutions placed before the governing board shall be determined by a majority of votes. In case of an equality of votes, the Chair shall have a second or casting vote, except where the business concerns the Chairs succession, and they are standing to be re-elected. The Chair and Chief Executive Officer may not exercise a vote in matters pertaining to their own succession where they are standing to be re-elected.
5. Save as herein provided, a governor shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which they have any material interest. A governor shall not be counted in the quorum at a meeting in relation to any resolution on which they are debarred from voting.

61. Subject to the provisions of the Act, a governor shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any Resolution concerning any of the following matters, namely:

* 1. the giving of any security or indemnity to them in respect of money lent or obligations incurred by them at the request of or for the benefit of the Association or any of its subsidiary undertakings
  2. the giving of any security or indemnity to a third party in respect of a debt or obligation of the Association or any of its subsidiary undertakings for which they have assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security
  3. any proposal concerning any other body corporate in which they are interested, directly or indirectly, and whether as an officer or shareholder or otherwise howsoever, provided that they (together with persons connected with them within the meaning of Section 252 of the 2006 Act) is not beneficially interested in 1% or more of the issued shares of any class of such body corporate (or of any third body corporate through which their interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances)

62. If any question shall arise at any time as to the materiality of such a governor’s interest or as to the entitlement of any governor to vote and such question is not resolved by their voluntary agreeing to abstain from voting, such question shall be referred to the Chair of the meeting and their ruling in relation to such governor shall be final and conclusive except in a case where the nature or extent of the interest of such governor has not been fairly disclosed.

63. The Association may by Ordinary Resolution suspend or relax the provisions of this preceding Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

1. The continuing governors may act notwithstanding any vacancies, but if and so long as the number of governors is reduced below the minimum number fixed by or in accordance with these Articles the continuing governor or governors may act for the purpose of filling such vacancies or of summoning General Meetings, but not for any other purpose. If there is no governor able or willing to act, then any two Members may summon a General Meeting for the purpose of appointing governors.
2. If at any meeting of the governing board, the Chair shall not be present within five minutes after the time appointed for holding the meeting, the governors may choose one of their numbers to be Chair of the meeting.
3. A Resolution in writing or electronic form signed by all the governors shall be as effective as a Resolution duly passed at a meeting of the governing board and may consist of several documents in the like form, each signed by one or more governors.
4. The governing board may delegate any of their powers or discretions to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations, which may from time to time be imposed by the governing board. Any such regulations may provide for or authorise the co-option to the committee of persons other than the governors and for such co-opted members to have voting rights as members of the committee, but so that:
   * + - 1. the number of co-opted members shall be less than one half of the total number of members of the committee
         2. no Resolution of the committee shall be effective unless a majority of the members of the committee present throughout the meeting are governors
5. The meeting and proceedings of any such committee consisting of two or more members shall be governed mutatis mutandis by the provisions of these Articles regulating the meetings and proceedings of the governing board, so far as the same are not superseded by any regulations made by the governing board under the last preceding Article.
6. All acts done by any meeting of the governing board, or of any such committee, or by any person acting as governor or as a member of any such committee, shall as regards all persons dealing in good faith with the Association, notwithstanding that there was some defect in the appointment of any of the persons acting as aforesaid, or that any such persons were disqualified or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a governor or member of the committee and had been entitled to vote.

## Borrowing Powers

1. Subject to the provisions of the Act, the governing board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property (present and future) or any part or parts thereof, and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Association or of any third party.

## General Powers of the Governing Board

1. The business and affairs of the Association shall be overseen and directed by the governing board, who may resolve that the Association shall pay all expenses incurred in forming and registering the Association, and may exercise all such powers of the Association as are not by the Act or by these Articles required to be exercised by the Association in General Meeting subject nevertheless to these Articles and to the provisions of the Act. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the governing board by any other Article.
2. The governing board may establish any local boards or agencies for managing any of the affairs of the Association, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the governing board, with power to sub-delegate, and may authorise the members of any local boards, or any of them, to fill vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the governing board may think fit, and the governing board may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. In particular, the governing board may appoint a Chief Executive Officer and establish a staff for the coordination of the Regional Centres. The associated structure, powers, obligations, management and funding of such staff shall be in accordance with these Articles. Except where these Articles expressly provide for the powers, obligations and other matters concerning the WANO London Office, the provisions of these articles shall apply to such office as if it were “local boards or agencies”.
3. The governing board may from time to time, and at any time by power of attorney or otherwise, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the governing board, to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the governing board under these Articles) and for such period and subject to such conditions as they may think fit, and any such appointment may contain such provisions for the protection and convenience of persons dealing with any such attorney as the governing board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in them.
4. The governing board shall, at each Biennial General Meeting, nominate a President of the Association to be elected in accordance with these Articles. Such President will become a governor, will be responsible for promoting the organisation of the next Biennial General Meeting, and will assist the Chair in representing WANO in international activities and other activities as requested by the governing board or Chair.
5. Subject to and to the extent permitted by the Act, the Association, or the governing board on behalf of the Association, may cause to be kept a register of Members, and the governing board may make and vary such regulations as it may think fit concerning the keeping of any such register.
6. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the governing board shall from time to time by Resolution determine.

# WANO LONDON OFFICE

1. The WANO London Office provides governance, oversight and support to ensure the programmes and standards approved by the governing board are met in each Regional Centre, and assists the Regional Centres in their work and communicating effectively to carry out the mission of WANO. It also undertakes analysis, preparation and distribution of information and WANO products to the Regional Centre and the Members.
2. The powers and obligations of WANO shall be exercised by a Chief Executive Officer.
3. The Chief Executive Officer shall be appointed by the governing board.

**WANO RESOURCES**

1. WANO resource plans address all operating and capital costs, including the long-term and short-term staffing of WANO, and include:
2. WANO seconded personnel resource requirements are based on the known and projected needs of the Regional Centres and the WANO London Office to support consistent implementation of the activities in the WANO Long Term Plan.
3. An equitable process is established for determining the number of seconded personnel provided by each Member to the Regional Centre with which they are affiliated and the duration of assignments.
4. WANO financial resources are provided through Member subscriptions, assessed annually, based on an equitable process that takes into account factors such as number of units.
5. Fees determined for Members affiliated with a Regional Centre are based on support of that centre’s activities. Each Member will annually receive an assessment to support each Regional Centre with which the Member is affiliated.
6. Each Member will annually receive a separate assessment of fees to support WANO London Office activities.
7. The Members shall make payments to fund the Regional Centres and the WANO London Office as required by resolution of the governing board.

# SECRETARY

1. The Secretary shall be appointed by the governing board on such terms and for such period as it may think fit. If thought fit, two or more persons may be appointed as Joint Secretaries. The governing board may also appoint from time to time, on such terms as they may think fit, one or more Assistant Secretaries.

# THE SEAL

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1. The governing board shall provide for the safe custody of the Seal, which shall not be used without the authority of the governing board or of a committee authorised by the governing board for the purpose.
2. Every instrument to which the Seal shall be affixed shall be signed autographically by one governor and the Secretary or by two governors. The governing board confers on the Secretary the right to use the Seal for business purposes in the presence of the Chief Executive Officer.
3. The Association may exercise the powers conferred by the Act with regard to having an official Seal for use abroad and such powers shall be vested in the governing board.

# AUTHENTICATION OF DOCUMENTS

1. Any governor or the Secretary or any person appointed by the governing board for the purpose shall have power to authenticate any documents affecting the constitution of the Association and any Resolutions passed by the Association or the governing board or any committee, and any books, records, documents and accounts relating to the business of the Association, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the office, the local manager or other officer of the Association having the custody thereof shall be deemed to be a person appointed by the governing board as aforesaid. A document purporting to be a copy of a Resolution, or an extract from the minutes of a meeting of the Association or of the governing board or any committee which is so certified, shall be conclusive evidence in favour of all persons dealing with the Association upon the faith thereof that such Resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

# RESERVES

1. The governing board may from time to time set aside any budgetary surpluses of the Association and carry to reserve such sums as they think proper which, at the discretion of the governing board, shall be applicable for any purpose to which the profits of the Association may properly be applied and pending such application may either be employed in the business of the Association or be invested. The governing board may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The governing board may also, without placing the same to reserve, carry forward any profits. In carrying sums to reserve and in applying the same, the governing board shall comply with the provisions of the Act.

# ACCOUNTS

1. Accounting records sufficient to show and explain the Association’s transactions and otherwise complying with the Act shall be kept at the office, or at such other place as the governing board think fit, and shall always be open to inspection by the officers of the Association. Such accounting records shall be applicable to the financial transactions of the WANO London Office and shall not normally deal with the transactions of the Members. Subject to this, no Member or other person shall have any right of inspecting any account or book or document of the Association other than any right conferred by any Act of Parliament or ordered by a court of competent jurisdiction or authorised by the governing board.
2. A copy of every balance sheet and profit and loss account (including every document required by law to be comprised therein or attached or annexed thereto) shall, be sent to every Member of the Association and to every other person who is entitled to receive notices of meetings from the Association under the provisions of the Act or of these Articles. Provided that this Article shall not require a copy of these documents to be sent to Members or to any person of whose address the Association is not aware, but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.

# AUDITORS

1. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Association, be valid, notwithstanding that there was some defect in his appointment or that he was, at the time of his appointment, not qualified for appointment or subsequently became disqualified.
2. An Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting on any part of the business of the meeting, which concerns them as Auditor.

# NOTICES

1. Any notice or document may be served on or delivered to any Member by the Association either personally, electronically, or by sending it through the post in a prepaid cover addressed to such Member at his registered address, or by delivering it to such address in aforesaid manner, or by sending a r telefax if relevant details have been given by the Member to the Association. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted and in proving such service or delivery, it shall be sufficient to prove that such cover was properly addressed, stamped and posted. The accidental failure to send, or the non-receipt by any person entitled to, any notice of or other document relating to any meeting or other proceeding shall not invalidate the relevant meeting or other proceeding.
2. Nothing in the preceding Article shall affect any requirement of the Act that any particular offer, notice or other document be served in any particular manner.

# INDEMNITY

1. Subject to the provisions of and so far as may be consistent with the Act, every governor, Auditor, Secretary or other officer of the Association shall be entitled to be indemnified by the Association against all costs, charges, losses, expenses and liabilities incurred by him/her in the execution and/or discharge of his/her duties and/or the exercise of his/her powers and/or otherwise in relation to or in connection with his/her duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him/her in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him or her as an officer or employee of the Association, and in which judgment is given in his/her favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his or her part) or in which he or she is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him or her by the Court.

This is a true copy of the Articles of Association as altered by special resolutions passed on

Signed by Jade A. Knowles

Company Secretary

Date: