

## **MINUTES**

### **of the Annual General Meeting of NICC STANDARDS LIMITED**

**held on Wednesday, 19 November 2020 at 12:00**

**by electronic means in accordance with Section 37 and Schedule 14 of the Corporate Insolvency and Governance Act 2020 as amended by Statutory Instrument 2020 No. 1031.**

Present: Chairman: Sir John O'Reilly

Company Secretary & Director: Mr Andrew Rawnsley

Directors: Mr Paul Beaumont  
Mr Steve Cantrill  
Mr Andy Cook  
Mr Chris Croot  
Ms Jane Humphrey  
Mr Nick Kelly  
Mr Steve Kingdom  
Mr Ian Lawrence  
Mr Justin Orde  
Mr Paul Rosbotham

Board Secretary: Mr Nick Ireland

Observers: Mr Clive Hillier (Ofcom)  
Mr Simon Hicks (DCMS)

And Ms Ruth Wilson, Mr Peter Head, Mr Mike Dolan & Mr Mark Ashworth being representatives of Member organisations.

The Chairman welcomed all to the virtual Annual General Meeting which was taking place in somewhat different circumstances to those to which we are accustomed.

#### **1. Notice of Meeting**

The notice convening the meeting as sent to all members was taken as read.

#### **2. Report of votes lodged prior to the AGM.**

The Company Secretary presented a record of the Members' votes on all the resolutions that had been lodged prior to the AGM. All such votes were valid and all resolutions were therefore passed without this meeting having to take further action. The record of these votes is annexed to these Minutes.

The Company Secretary to an action to lodge the revised Articles of Association with Companies House.

#### **3. Chairman's Report**

The Chairman took the opportunity to thank the Technical Steering Group, the Chairs of the Working Groups, Subject Matter Experts, Nick Ireland, Clive Hillier and Simon Hicks for their efforts over the past year. He stated that it was pleasing to see so much work being progressed within the NICC Working Groups despite being unable to meet physically because of the Coronavirus Pandemic.

The Chairman's Report on the activities of NICC Standards Limited over the preceding year was received.

#### **4. Election of Directors**

A report was received on the election of Directors. It was noted that five Directors were due to retire by rotation: Mr Kingdom, Mr Orde, Mr Cook, Mr Beaumont and Mr Rosbotham. All were nominated to serve for further term. Additionally, Mr Croot, having been co-opted to the Board after the 2019 Annual General Meeting was willing to stand for election and no further nominations had been received. It was noted that the number of nominations was fewer than the number of vacancies and no election was required. Therefore, Mr Kingdom, Mr Orde, Mr Cook, Mr Beaumont, Mr Rosbotham and Mr Croot were each appointed for a term of three years.

#### **5. Closure**

There being no other business the Chairman closed the meeting at 12:17 pm.

Annex A – Record of votes lodged prior to the 2020 Annual General Meeting

Ordinary Resolution	For	Against	Abstention
1. To receive the Minutes of the AGM held on the 19 <sup>th</sup> November 2019.	13	0	9
2. To receive and adopt the accounts of the Company for the period ended 31 March 2020.	13	0	9
3. To authorise the Directors to appoint the Auditors of the Company.	13	0	9
4. To authorise the Directors to determine the Auditors' remuneration.	13	0	9
5. To re-appoint the Company Secretary The Directors propose that Andrew Rawnsley of Gamma be re-appointed as Company Secretary.	13	0	9
6. To approve the membership fees of the Company for the period from 1 April 2021 to 31 March 2022 as follows: (a) for Full Members - £3,500 plus VAT (b) for Associate Members – £1,500 plus VAT (c) for Academic Institution Members – £nil	13	0	9

Special Resolution	For	Against	Abstention
<p>1. THAT the existing Articles of Association of the Company be modified as follows:</p> <p>1) Article 1 to be amended by deleting these definitions:</p> <p>BERR means the Department for Business Enterprise and Regulatory Reform, including any successor Government department.</p> <p>Then inserting these definitions:</p> <p>CPNI means The Centre for the Protection of National Infrastructure including any successor organisation.</p> <p>DCMS means the Department for Digital, Culture, Media and Sport including any successor Government Department</p> <p>Electronic General Meeting has the meaning set out in Article 8.4</p> <p>NCSC means the National Cyber Security Centre</p> <p>Principal Place has the meaning set out in Article 8.3</p> <p>Satellite Meeting Place has the meaning set out in Article 8.3</p> <p>Then amending this definition to read:</p> <p>Relevant UK Bodies means government and departments and agencies, industry bodies and other organisations in the UK whose responsibilities and functions are relevant to the interconnection and interoperability in the UK of Electronic Communications Networks and Electronic Communications Services including CPNI, NCSC, the emergency and security services, DCMS and Ofcom (including any successor department, agency, body or organisation of each of them).</p> <p>2) Article 2.5 (a) to be amended to read: the DCMS</p> <p>3) Article 8.1 to have these words inserted at the end of this article: The Board will decide whether a general meeting is to be held as a physical general meeting or an Electronic General Meeting.</p> <p>4) Article 8.3 to be replaced with: Meeting Place</p>	13	0	9

The Board may designate a place or places as a Satellite Meeting Place or Satellite Meeting Places where persons may attend the general meeting physically by attending at a place or places other than the place specified in the notice of a general meeting at which the chairman of the meeting is to preside (the Principal Place), provided persons attending the Principal Place and the Satellite Meeting Place(s) are able to participate in the business of the general meeting, and to hear and see all persons who speak at the Principal Place or any Satellite Meeting Place (whether by means of microphones, loudspeakers, audio-visual equipment or otherwise) and when speaking may be heard and seen by all other persons present at the Principal Place and any Satellite Meeting Place.

5) A new Article 8.4 to be inserted:

**Electronic General Meeting**

The Board may resolve to enable persons entitled to attend a general meeting hosted on an electronic platform (an Electronic General Meeting) to do so by simultaneous attendance by electronic means and applications with no member necessarily in physical attendance at the Electronic General Meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and the meeting will be duly constituted and its proceedings valid while the chairman of the general meeting is satisfied that adequate facilities are available throughout the Electronic General Meeting to enable members attending the Electronic General Meeting who are not present together at the same place to attend and speak and vote at it contemporaneously by electronic means or applications.

Where the Company holds a general meeting which is an Electronic General Meeting references to “general meeting” in these Articles include Electronic General Meetings, references to the “place” of the general meeting include electronic platforms and references to a “show of hands” include electronic means or applications.

A general meeting can be held both physically and electronically. This includes arrangements for the chairman and some or all of those members necessary to constitute a quorum attending from the Principal Meeting Place and any Satellite Meeting Place while others participate using an electronic platform.

and the numbering of the subsequent articles be amended accordingly.