



**MINUTES OF THE TWENTY FIRST ANNUAL GENERAL MEETING
HELD ON TUESDAY 2 OCTOBER 2018 AT
NQA, WARWICK HOUSE, HOUGHTON HALL PARK,
HOUGHTON REGIS, DUNSTABLE, BEDFORDSHIRE, LU5 5ZX**

Members present:

Mr Steve Russell	NQA
Ms Nonn Reynolds	BSI
Ms Karen Green	BSI
Mr Jim Speirs	System Certification
Mr Gary Charlesworth	Avalon Certification
Mr David Hill	Avalon Certification
Mr James Gibb	Advanced Certification
Mr Andrew Ten-Broeke	NMO

In attendance:

Mr Trevor Nash	Chief Executive
Mr Wayne Terry	Chief Executive Designate

Apologies were received from Dr Jeremy Hodge (BASEC), Ms Tracey Barber (BAB) and Mr Wayne Thomas (CSA/SIRA)

Trevor Nash confirmed that the meeting was quorate.

1. To receive and adopt the Directors' Report and the Statement of Accounts for the period ended 31 March 2018.

Trevor Nash provided a summary of the Association's accounts and explained that, in accordance with the budget, and in order to continue with the planned reduction in reserves, there had been a loss of £9799 over the year, which was slightly less than the budgeted loss.

The adoption of the Directors' Report and Statement of Accounts was proposed by Jim Speirs, seconded by James Gibb and carried unanimously.

2. To confirm the appointment of the Chairman and Directors of the Association.

The following were nominated as Members of the Management Committee and Director of the Association:

Mr Wayne Thomas, proposed by James Gibb, seconded by Steve Russell and carried unanimously;

Mr James Gibb, proposed by Nonn Reynolds, seconded by Steve Russell and carries unanimously.

Ms Nonn Reynolds and Mr Steve Russell were confirmed as the Directors representing the two Members who pay the maximum annual subscription.

The appointment of Mr Steve Russell as Chairman of the Association was proposed by Nonn Reynolds, seconded by James Gibb and carried unanimously.

3. To approve any amendments to the Rules of the Association

Trevor Nash informed the meeting that the Rules of the Association currently require that the Management Committee will comprise:

- A representative of each ABCB member paying the maximum subscription and who wishes to be represented, if that member is not already represented and
- Four representatives elected by eligible voting Members to represent the interests of all ABCB members.

Membership of the Association has reduced since this Rule was agreed and only two representatives had been nominated. Noting that with the current level of Association membership, a Management Committee of four should be adequate to represent Member's interests, Trevor Nash proposed that the requirement for four representatives elected by eligible voting Members be reduced from four to a minimum of two. It was agreed that the Management Committee be given the mandate to review membership of the Management Committee. The AGM agreed that the number of elected representatives could be reduced to two, but would need to be reviewed, should the number of Members paying the maximum subscription increase.

Post meeting note: The Management Committee agreed this change.

The proposed policy on Consultancy and Certification was agreed with the following amendments:

- Deletion of the fifth bullet of Clause (5)
- Clause (6) to read 'Members do not use an individual to audit clients, to whom they have provided management systems consultancy, for a at least two years, following completion of the consultancy'.

This will now be incorporated in the Code of Practice.

4. **To appoint Dyke Yaxley, Chartered Accountants, as Accountants of the Company to hold office until the end of the next general meeting of the Company at which accounts are considered at a fee to be agreed with the directors of the Company.**

Trevor Nash explained that Dyke Yaxley have been the Association's accountants for a number of years and provide registered office, accounting and payroll services. The total annual costs are currently approximately £3,750. They provide a good service and there have been no issues with them. The appointment of Dyke Yaxley as the Association's accountants was proposed by James Gibb, seconded by Jim Speirs and carried unanimously.