



IOSH Services Limited

Statement of Directors' Responsibilities

Interpretation

Without prejudice to any other definitions contained elsewhere herein, the following words and expressions have the meanings set out or referred to opposite each respectively (unless the context otherwise requires):

“**director**” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“**the Act**” means the Companies Act 2006;

“**the Articles**” means the Articles of Association of IOSH Services Limited (as adopted by written resolution on XXX 2019);

“**the Company**” means IOSH Services Limited;

“**members**” means members of IOSH Services Limited.

General Duties

Directors must always act in accordance with the general duties of directors as set out in the Act. Save as otherwise specifically provided in the Articles and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in the Articles.

Duty to act within powers

A director of the company must act in accordance with the Company's Articles, and only exercise powers for the purposes for which they are conferred.

Duty to promote the success of the Company

1. A director of the Company must act in the way he/she considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to: the likely consequences of any decision in the long term; the interests of the Company's employees; the need to foster the Company's business relationships with suppliers, customers and others; the impact of the Company's operations on the community and the environment; the desirability of the Company maintaining a reputation for high standards of business conduct; and the need to act fairly as between members of the Company.
2. Where or to the extent that the purposes of the Company consist of or includes purposes other than the benefit of its members, subsection (A) has effect as if the reference to promoting the success of the Company for the benefit of its members were to achieve those purposes.

3. The duty imposed by this section has effect subject to any enactment or rule of law requiring directors, in certain circumstances, to consider or act in the interests of creditors of the Company.

Duty to exercise independent judgment

1. A director of the Company must exercise independent judgment.
2. This duty is not infringed by his/her acting in accordance with an agreement duly entered into by the Company that restricts the future exercise of discretion by its directors, or in a way authorised by the Company's Articles.

Duty to exercise reasonable care, skill and diligence

1. A director of the Company must exercise reasonable care, skill and diligence.
2. This means the care, skill and diligence that would be exercised by a reasonably diligent person with the general knowledge, skill and experience that may reasonably be expected of a person carrying out the functions carried out by the director in relation to the Company, and the general knowledge, skill and experience that the director has.

Duty to avoid conflicts of interest

1. A director of the Company must avoid a situation in which he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.
2. This applies in particular to the exploitation of any property, information or opportunity (and it is immaterial whether the Company could take advantage of the property, information or opportunity).
3. This duty does not apply to a conflict of interest arising in relation to a transaction or arrangement with the Company.
4. This duty is not infringed if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or if the matter has been authorised by the directors.
5. The authorisation is effective only if any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.
6. Any reference in this section to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

Duty not to accept benefits from third parties

1. A director of the Company must not accept a benefit from a third party conferred by reason of his/her being a director, or his doing (or not doing) anything as director.
2. A "third party" means a person other than the Company, an associated body corporate or a person acting on behalf of the Company or an associated body corporate.
3. Benefits received by a director from a person by whom his services (as a director or otherwise) are provided to the Company are not regarded as conferred by a third party.
4. This duty is not infringed if the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
5. Any reference in this section to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

Duty to declare interest in proposed transaction or arrangement

1. If a director of a company is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company, he/she must declare the nature and extent of that interest to the other directors in accordance with the Conflict of Interests policy.
2. The declaration may (but need not) be made at a meeting of the directors, or by notice to the directors in accordance with section 184 (notice in writing), or section 185 (general notice) of the Act.
3. If a declaration of interest under this section proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
4. Any declaration required by this section must be made before the Company enters into the transaction or arrangement.
5. This section does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question.

For this purpose a director is treated as being aware of matters of which he ought reasonably to be aware.

6. A director need not declare an interest if it cannot reasonably be regarded as likely to give rise to a conflict of interest; if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware); or if, or to the extent that, it concerns terms of his service contract that have been or are to be considered by a meeting of the directors, or by a committee of the directors appointed for the purpose under the Company's Articles.

Company Accounts

The directors of the Company must prepare accounts for the Company for each of its financial years (unless the Company is exempt from that requirement under section 394A of the Act. Those accounts are referred to as the Company's "individual accounts".

The directors of the Company must not approve accounts unless they are satisfied that they give a true and fair view of the assets, liabilities, financial position and profit or loss in the case of the Company's individual accounts.