

SIBA

BOARD RESERVED MATTERS

Under the terms of SIBA's articles of association (**Articles**) and the SIBA Handbook (together the **Constitution**), the Board has delegated authority to the Executive for the operations, deliverables and administrations of SIBA and as a result the Executive is able to exercise all powers of SIBA on behalf of the Board (**Delegated Authority**).

The Board (pursuant to its authority under the Constitution) wish to limit the scope of the Executive's Delegated Authority such that the Executive cannot, without the prior consent of the Board, undertake the following actions in relation to SIBA:

1. take any steps to wind up or appoint a receiver or administrator in respect of SIBA or any of its assets (subject to directors' obligations under insolvency litigation)*;
2. sell or transfer or dispose of any material part of SIBA's business, undertaking, property or assets with an individual or aggregate value in excess of £25,000;
3. dispose of all or any intellectual property or granting of any licence in relation thereto;
4. undertake any material alteration in the nature of SIBA's business;
5. acquire any freehold or leasehold property (which has not been provided for or anticipated in the annual budget agreed by the Board (**Annual Budget**) other than necessary leasehold office accommodation up to a value of £10,000 per annum;
6. create or acquire an interest in any company, partnership, joint venture;
7. dispose of any part of the share capital of any subsidiary;
8. enter into any agreement for the benefit of any director or any connected person which has not been provided for or anticipated in the Annual Budget, other than necessary consultancy charges for specific business projects / purposes up to a value of £10,000 in any one year;
9. appoint or remove the chief executive;
10. vary materially the terms of the chief executive's service agreement;
11. enter into or vary a profit sharing, bonus or other incentive arrangement for the benefit of SIBA's employees or vary any such arrangement except where formally approved by SIBA's Remuneration committee;
12. incur any obligations in respect of debt or other borrowings (other than those agreed in any budget etc) outside the ordinary course of business;
13. create any security interest (including any guarantee) outside the ordinary course of business;
14. issue any loan capital above £5,000;
15. make any loans to any person other than to staff for essential costs such as travel, relocation, family emergency up to a maximum of £5,000;
16. incur any capital expenditure in excess of £25,000 which has not been provided for or anticipated in the Annual Budget;
17. enter into contracts which is outside the ordinary course of the business for a value in excess of £25,000 and which has not been provided for or anticipated in the Annual Budget;
18. instigate, settle, compromise any litigation, administrative, mediation, arbitration or other proceedings with a estimated value in excess of £20,000;
19. alter or amend SIBA's memorandum or articles of association*;

20. remove the auditors* or any material change in accounting policy except where forced upon us by changes in legislation or in accepted Accounting Guidelines or the accounting reference date of SIBA;
21. enter into formal arrangements for the sale of SIBA or the refinancing of the company or the admission of the company's share capital to any stock exchange*.

*** These matters require as a minimum the approval of shareholders (in some instances, holding 50% and other instances, holding 75% of the voting rights) under companies legislation**

