

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE WASTE MANAGEMENT INDUSTRY AND TRAINING ADVISORY BOARD

1. The name of the Company is The Waste Management Industry Training and Advisory Board ("the Board").
2. The registered office of the Board will be situate in England and Wales.
3. The objects for which the Board is established ("the objects") are to advance education in the sciences of waste management and waste disposal (including waste contracting, processing, management, recycling and transportation) for the public benefit in both the United Kingdom and worldwide.
4. In furtherance of the objects but not otherwise the Board shall have the power in both the United Kingdom and worldwide (subject always to applicable legislation):
 - 4.1 to determine and advise upon the policy and standards of education, training and qualification for persons engaged in the waste management industry;
 - 4.2 to promote and support the education, training and qualification of all persons employed or seeking employment in the waste management industry;
 - 4.3 to decide on the educational, training and experience content of the educational courses to be undertaken by such persons and arranging, supporting and approving such courses together with any assessment and/or examinations based on those courses which the Board determine to be requisite for such qualifications or certificates as the Board may approve;
 - 4.4 to hold classes, conducting examinations, award certificates and diplomas, grant prizes and by any similar means assist in the education and training of persons engaged in the waste management industry or persons carrying out research or study in the waste management industry;
 - 4.5 to determine and supervise the award of any such qualification or certificate, including



monitoring and controlling the assessments and/or examinations and the awarding of the appropriate qualification certificates to such persons as the Board deems fit to hold the same;

- 4.6 to approve the applications of other institutions submitting education and training courses for approval by the Board as the Board from time to time thinks fit;
- 4.7 to promote and commission research into any matter relating to training for employment or other engagement in the waste management industry and to make the results of such research generally available for the benefit of the public;
- 4.8 to facilitate the interchange of knowledge respecting the waste management industry and provide for the publication, dissemination and acquisition of information connected with the waste management industry;
- 4.9 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and rights;
- 4.10 to construct, maintain and alter any houses, buildings or installations;
- 4.11 to accept any gift of property, whether subject to any special trust or not, for any purpose which is consistent with the foregoing objects;
- 4.12 to make levies on members of the Board on such terms as the Board may from time to time determine;
- 4.13 to raise funds by subscriptions, donations, grants, loans or otherwise for the purposes of the Board; to invite and accept gifts of all sorts and whether inter vivos or by will and whether or not subject to any conditions; and to carry out any condition imposed on any gift which may be accepted provided always that such condition is consistent with the objects of the Board provided that the Board shall not undertake any permanent trading activities in raising funds for its objects;
- 4.14 to print and publish any newspapers, periodicals, books or leaflets and to commission or make films, audio, visual and other programmes for sale or lease;
- 4.15 subject to such consents as may be required by law to sell, lease, mortgage or otherwise deal with all or any part of the property or assets of the Board;
- 4.16 to borrow money for the purposes of the Board on such terms and on such security (if any) as may be thought fit and subject to such consents (if any) as are required by law;
- 4.17 to invest the funds of the Board in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter mentioned;
- 4.18 to undertake and execute any trusts or any contracts which the Board think fit for the

purpose of attaining any of the objects;

- 4.19 to confer and co-operate with other organisations and individuals who are engaged in work with the same or similar charitable objectives as those of the Board;
- 4.20 to subscribe to any local or other charities, and to make grants for any public purpose;
- 4.21 to establish and support, and to aid in the establishment and support of, any other company or organisation formed to promote all or any of the objects;
- 4.22 to acquire or amalgamate with any charitable companies, institutions, societies or associates having objects wholly or in part similar to those of the board and which prohibit payment of any dividend or profit to the distribution of any of their assets among their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Board by this Memorandum of Association;
- 4.23 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any body which the Board is authorised to amalgamate with or acquire;
- 4.24 to pay, grant, send and advance money or give credit to such persons, firms or companies and on such terms as may seem necessary;
- 4.25 to make grants to facilitate the attendance by persons employed or otherwise engaged in the waste management industry or intending to be engaged in the waste management industry in the United Kingdom or elsewhere at courses organised by or on behalf of the Board;
- 4.26 to enter into any guarantees, contract or indemnity or suretyship and in particular, but not limited to, to guarantee or secure, whether by personal obligation or by charging all or any part of the property or assets of the Board, the performance of any obligations or commitments of any person;
- 4.27 to transfer all or any part of the property, assets, liabilities and engagements of the Board to any body which the Board is authorised to amalgamate with or acquire;
- 4.28 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like;
- 4.29 to draw, make accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- 4.30 to engage and pay any person or persons (not being a member of members of the Executive Committee of the Board) whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Board and subject to the provisions of Clause 5, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees

or former employees and their wives, husbands and other dependents;

- 4.31 to pay out of funds of the Board the costs, charges and expenses of and incidental to the formation and registration of the Board;
- 4.32 to do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects PROVIDED THAT:
 - 4.32.1 in case the Board shall take or hold any property which may be subject to any trusts, the Board shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
 - 4.32.2 the Board's objects shall not extend to the regulation of relations between workers and employees or organisations of workers and organisations of employers;
 - 4.32.3 in case the Board shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Board shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Directors of the Board shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Directors have been if no incorporation had been effected, and the incorporation of the Board shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Directors but they shall as regards any such property be subject jointly and separately to such control or authority as if the Board were not incorporated.
- 5. The income and property of the Board shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Board and no Director of the Board shall be appointed to any office of the Board paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the board PROVIDED THAT nothing herein shall prevent any payment in good faith by the Board:
 - 5.1 of reasonable and property remuneration to any individual (not being a member of the Executive Committee of the Board) who shall have personally undertaken for and on behalf of the board any teaching or instruction for any of the purposes specified in Clause 3 above;
 - 5.2 of reasonable and property remuneration to any member, officer or servant of the Board (not being a Director) for any services rendered to the Board and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Board;
 - 5.3 of interest on money lent by a member or Director of the Board at a rate per annum not exceeding two percentage point less than the base lending rate for the time being of the

Board's clearing bankers or 3% whichever is the greater;

- 5.4 to any Director of reasonable out-of-pocket expenses;
- 5.5 of reasonable fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board or a Director may be member holding not more than one hundredth part of the capital of such company;
- 5.6 of reasonable and property rent for premises demised or let by any member of the Board or any Director;
- 5.7 of usual professional or other charges to any member of the Executive Committee of the Board being a solicitor or any other person engaged in any profession for work done by him or his firm when instructed by his co-members of the said Executive Committee so to act in that capacity on behalf of the Board.
6. The liability of the members is limited.
7. Every member of the Board undertakes to contribute such amount as may be required (not exceeding £1) to the Board's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Board's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If on the winding up or dissolution of the Board there remains any property whatsoever after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Board, but shall be given or transferred to some other body (whether or not it is a member of the Board) having objects similar to those of the Board, or to another body the objects of which are charitable and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Board under or by virtue of Clause 5 hereof, such body or bodies to be determined by the members of the Board at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable body.
9. No addition, alteration or amendment shall be made to or in this provisions of this Memorandum of Association for the time being in force unless the same shall have been previously submitted to and approved by the Charity Commissioners and no addition, alteration or amendment shall be made to or in the provisions of such Memorandum which would cause the Board to cease to be a charity at law.
10. True accounts shall be kept of money received and expended by the Board and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Board and of the property, credits and liabilities of the Board, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association of the Board for the time being, such accounts shall be open to the inspection of the

members. Once at least in every year the accounts of the Board shall be examined and the correctness thereof ascertained by one or more properly qualified Auditor or Auditors.

We, the subscribers of this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum of Association.

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
WITHOUT A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE WASTE MANAGEMENT INDUSTRY TRAINING AND ADVISORY BOARD

1. **PRELIMINARY**

1.1 In these Articles:

- 1.1.1 "The Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
- 1.1.2 "The Articles" means these Articles of Association of the Board;
- 1.1.3 "Associate Member" means a member of the Board as defined in Article 2.5.3;
- 1.1.4 "The Board" means The Waste Management Training and Advisory Board;
- 1.1.5 "Clear Days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
- 1.1.6 "Executive Committee" means the Directors of the Board in whom the management of the Board is vested;
- 1.1.7 "Founder Member" means NAWD, IWM and RHA;
- 1.1.8 "Honorary Member" means a member of the Board as defined in Article 2.5.4;
- 1.1.9 "Member" means a member of the Board;
- 1.1.10 "Office" means the registered office of the Board;
- 1.1.11 "Ordinary Member" means a member of the Board as defined in Article 2.5.2;

- 1.1.12 "The Seal" means the common seal of the Board;
- 1.1.13 "Secretary" means the secretary of the Board or any other person appointed to perform the duties of the secretary of the Board, including a joint, assistance or deputy secretary; and
- 1.1.14 "The United Kingdom" means Great Britain and Northern Ireland.
- 1.2 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on the Board.
- 2. MEMBERS**
- 2.1 The Board is established for the purposes expressed in the Memorandum of Association.
- 2.2 The subscribers to the Memorandum of Association of the Board and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Board.
- 2.3 Every person or organisation, corporate or unincorporate, who wishes to become a Member shall deliver to the Board an executed application for membership in such form as the Executive Committee from time to time requires.
- 2.4 No person or organisation, corporate or unincorporate, shall be admitted a Member of the Board unless recommended and approved by the Executive Committee and approved by the Board, and the Board shall not be obliged to state any reasons for refusal of membership.
- 2.5 The Members of the Board shall consist of:
- 2.5.1 The Founder Members;
- 2.5.2 Ordinary Members who shall be those persons or organisations, corporate or unincorporate, carrying on business in, concerned with or otherwise engaged in the waste management industry;
- 2.5.3 Associate Members who shall be those persons or organisations, corporate or unincorporated, connected or concerned with or otherwise interested in education and training within the waste management industry;
- 2.5.4 Honorary Members who shall be those individuals nominated for membership by the Executive Committee for special service to the waste management industry and elected by a majority of Members in general meeting.
- 2.6 Honorary Members shall not be Members for the purpose of the Act, and particulars in relation to them shall not be entered in the Register of Members kept pursuant to the Act, so that Honorary Members will not be liable to the guarantee set out in Clause 7 of the

Board's Memorandum of Association.

- 2.7 An organisation, corporate or unincorporate, shall nominate a person to act as its representative in the manner provided in the Act. The representative shall have the right on behalf of the organisation (to the extent to which the organisation would if a person be entitled to do so) to attend general meetings of the Board and vote thereat, and generally to exercise all rights of membership on behalf of the organisation. An organisation may from time to time revoke the nomination of its representative. All such nominations and revocations shall be in writing and be delivered to the Secretary at the Office.
- 2.8 A Member may at any time resign from the Board by giving at least 30 Clear Days' notice to the Board. If such notice is given after and including the first day of any financial year of the Board, the Member shall be obliged to pay the full subscription or levy in respect of that year. Such resignation shall not entitle the Member to any repayment of any subscription or levy paid in respect of the financial year in which such Member resigns.
- 2.9 Membership shall not be transferable and shall cease on death.
- 2.10 The Executive Committee may at its discretion recommend the termination of the membership of any Member subject to the approval of the Board but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Executive Committee or a duly appointed sub-committee.
- 2.11 It shall be lawful for the Executive Committee subject to the approval of the Board to provide for the admission of such persons as they may think fit to be friends of the Board and to provide for the rights, duties and liabilities (if any) of such friends. However, such persons shall not by virtue of being friends be Members of the Board, and their rights shall include the right to attend general meetings but shall not include a right to speak or vote at general meetings of the Board. The Secretary shall keep an accurate register of such friends of the Board.
- 2.12 No Member other than a Founder Member or an Ordinary member shall be entitled to vote at general meetings. Members other than Founder Members and Ordinary Members shall be entitled to attend and speak, but not vote, at general meetings.
- 2.13 Every Member shall pay to the Board such annual subscription or levy as shall from time to time be fixed by the Executive Committee and approved by the Board and notified to the Members. All such payments shall be made at the times and in the manner prescribed by the Executive Committee.

3. GENERAL MEETINGS

- 3.1 The Board shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it.

- 3.2 Not more than 15 months shall lapse between the date of one annual general meeting of the Board and that of the next, provided that so long as the Board holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year.
- 3.3 The annual general meeting in each year shall be held at such time and place as the Executive Committee shall appoint.
- 3.4 All general meetings other than annual general meeting shall be called extraordinary general meetings.
- 3.5 The Executive Committee may call general meetings and, on the requisition of Members pursuant to the provisions of the Act, shall forthwith proceed to convene on an extraordinary general meeting for a date not later than 8 weeks after receipt of the requisition.

4. NOTICE OF GENERAL MEETINGS

- 4.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 4.1.1 in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
 - 4.1.2 in the case of any other meeting, by majority in number of the Members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting all the Members.
- 4.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 4.3 The notice shall be given to all the Members and friends and to the Directors and auditors.
- 4.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

5. PROCEEDINGS AT GENERAL MEETINGS

- 5.1 No business shall be transacted at any meeting unless a quorum is present. Four or at least one quarter (whichever is the greater) or the Members entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.

- 5.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting if convened upon a requisition of Member shall be dissolved, and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such other time as the Executive Committee may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present and entitled to vote shall be a quorum.
- 5.3 The Board shall each year appoint a Chairman, Vice-Chairman, and a Treasurer of the Board who shall retire at the next annual general meeting following their appointment. The Board shall each year appoint the two Joint-Chairmen of the Executive Committee as Deputy-Chairmen of the Board. The Chairman, or in his absence the Vice-Chairman, or in his absence the Deputy-Chairman shall preside as chairman of the meeting, but if neither the Chairman nor such other Vice or Deputy-Chairman is present within 15 minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman.
- 5.4 If no Director is willing to act as chairman, or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
- 5.5 A Director shall, notwithstanding that he is not a Member, be entitled to attend and speak at any general meeting.
- 5.6 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 5.7 A resolution put to the vote of a meeting shall be decided on show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- 5.7.1 by the chairman;
- 5.7.2 by at least two Members having the right to vote at the meeting; or
- 5.7.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

A demand by a person as proxy for a Member shall be the same as a demand by the Member.

- 5.8 Unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.9 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of show of hands declared before the demand was made.
- 5.10 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 5.11 In the case of equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to casting vote in addition to any other vote he may have.
- 5.12 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 5.13 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 5.14 A resolution in writing executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

6. VOTES OF MEMBERS

- 6.1 On a show of hands, every Member present in person and entitled to vote shall have one vote. On a poll, every Member present in person or by proxy and entitled to vote shall have one vote.
- 6.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

- 6.3 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer or if such appointer is a corporation under its common seal or under the hand of some officer duly authorised in that behalf and shall be in the following form (or in the form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

“THE WASTE MANAGEMENT INDUSTRY TRAINING
ADVISORY BOARD

I, We,
of
being a [Founder] [Ordinary] Member of the above-named Board, hereby appoint

of
or failing him,
of
as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/
extraordinary general meeting of the Board to be held on
200 , and at any adjournment thereof.

Signed on _____ 200 ”

- 6.4 Where it is desired to afford Members an opportunity of instructing the proxy how he shall act, the instrument appointing a proxy shall be in the following form (or in the form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

“THE WASTE MANAGEMENT INDUSTRY TRAINING
ADVISORY BOARD

I, We,
of
being a [Founder] [Ordinary] Member of the above-named Board, hereby appoint

of
or failing him,
of
as my/our proxy to vote in my/our name[s] and on my/our behalf at the annual/
extraordinary general meeting of the Board to be held on
200 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1	*for	*against
Resolution No. 2	*for	*against

* strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on

200 "

- 6.5 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors may:
- 6.5.1 be deposited at the Office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Board in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;
- 6.5.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 6.5.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director.

An instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

- 6.6 A vote or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Board at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

7. NUMBER OF DIRECTORS

- 7.1 Unless otherwise determined by special resolution, the Executive Committee shall consist of not more than eight Directors.

8. POWERS OF EXECUTIVE COMMITTEE

- 8.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Board shall be managed by the Executive Committee who may exercise all the powers of the Board, on behalf of the board and shall report to the Board at such times when the Board shall meet or require and not less than three times a year.
- 8.2 No alteration of the Memorandum or Articles of Association and no such direction shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made or that direction had not been given.

- 8.3 The powers given by Article 8.1 shall not be limited by any special power given to the Executive Committee by the Articles and a meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.
- 8.4 The Executive Committee may appoint any person to be the agent of the Board for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

9. DELEGATION OF THE POWERS OF EXECUTIVE COMMITTEE

- 9.1 The Executive Committee may delegate any of its powers to any Committee consisting of at least one member of the Executive Committee and such other persons as they may think fit; any Committee so formed shall conform to any regulations that may be imposed on it by the Executive Committee and shall report all acts and proceedings to the Executive Committee as soon as is reasonably practicable. A Committee may elect a chairman of its meetings, if not such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

10. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 10.1 The Executive Committee shall be elected by the Board at the Annual General Meeting from the persons who are Ordinary Members and from the nominated representatives of Ordinary Members, but the first members of the Executive Committee shall be appointed as follows:
- 10.1.1 each Founder Member shall be entitled to appoint one person as a Director (a "Founder Director"). A notice in writing from a duly authorised representative of each Founder Member shall be sufficient evidence of such person's appointment to office as Director; and
- 10.1.2 the Board in general meeting shall elect up to five Members' representatives to be Directors (an "Ordinary Director"). The manner of the election including the procedure for nominations shall be determined as the Founder Directors in their discretion shall think fit.
- 10.2 At the third annual general meeting of the Board one Founder Director and one Ordinary Director shall each retire from office. Those to retire shall (unless the Executive Committee otherwise agrees among itself) be determined by lot.
- 10.3 At the fourth annual general meeting of the Board one Founder Director and one Ordinary Director (other than those who retired or replaced those who retired under Article 10.20) shall each retire from office. Those to retire shall (unless the Executive Committee otherwise agrees among itself) be determined by lot.

- 10.4 At the fifth annual general meeting of the Board the Founder Director and Ordinary Director (or those persons who may have replaced them) who shall not have retired from office under Articles 10.2 and 10.3 shall each retire from office.
- 10.5 At each subsequent annual general meeting of the Board after the fifth annual general meeting two Directors shall each retire from office by rotation (or if the number of Directors shall not be eight the number nearest to one-third shall retire from office).
- 10.6 Subject to the provisions of the Act and to Articles 10.2, 10.3 and 10.4, the Directors to retire by rotation shall be those who have been longest in office since their latest appointment or re-appointment, but as between persons who became or were last re-appointed Directors on the same day, those to retire shall (unless the Executive Committee otherwise agrees among itself) be determined by lot.
- 10.7 If the Board, at the meeting at which a Director retires by rotation, does not fill a vacancy the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.
- 10.8 No person other than a Director retiring by rotation shall be appointed or re-appointed a Director at any general meeting unless:-
- 10.8.1 he is recommended by the Executive Committee; or
- 10.8.2 not less than 14 nor more than 35 Clear Days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Executive Committee of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Board's register of Directors together with notice executed by that person of his willingness to be appointed or re-appointed.
- 10.9 Not less than seven nor more than 28 Clear Days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is recommended by the Executive Committee for appointment or re-appointment as a Director at the meeting or in respect of whom notice has been duly given to the Board of the intention to propose him at the meeting for appointment or re-appointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Board's register of directors.
- 10.10 Subject as aforesaid, the Board may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire.
- 10.11 The Executive Committee may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold

office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting (unless he shall have replaced a Director who would have retired by rotation at such following annual general meeting). If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion thereof.

- 10.12 Subject as aforesaid, a Director who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

11. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 11.1 The office of a Director shall be vacated:

- 11.1.1 if he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director;
- 11.1.2 if he becomes bankrupt or enters into an arrangement or composition with his creditors;
- 11.1.3 if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
- 11.1.4 if by notice in writing to the Board, he resigns the office of Director;
- 11.1.5 if he shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Executive Committee held during that period and the Directors resolve that his office be vacated;
- 11.1.6 if he is removed from office by resolution duly passed under Section 303 of the Act; or
- 11.1.7 if he attains the age of 65, such vacation to take place at the conclusion of the annual general meeting next after he attains the age of 65; or
- 11.1.8 if he ceases to be an Ordinary Member or the nominated representative of an Ordinary Member.

12. EXPENSES OF DIRECTOR

- 12.1 The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Board or otherwise in connection with the discharge of their duties.

13. PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 13.1 Subject to the provisions of the Articles, the Executive Committee may regulate their proceedings as they think fit.

- 13.2 A Director may, and the Secretary at the request of a Director shall, call a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.
- 13.3 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 13.4 The quorum for the transaction of the business of the Executive Committee shall be fixed by the Board and unless so fixed at any other number, shall be four or two thirds of the Directors, whichever is the greater.
- 13.5 The Executive Committee may act notwithstanding any vacancies in its number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
- 13.6 The Joint-Chairmen of the Executive Committee shall be appointed (one each) by IWM and NAWDC who may at any time remove their nominee from that office and replace him. The appointment of the Joint-Chairmen shall be approved by the Board in general meeting, and they shall serve until the third annual general meeting with the Board shall elect replacement Chairmen. Unless he is unwilling to do so, each Director so appointed shall alternate in presiding at every Executive Committee meeting at which they are present, but if neither of the Joint-Chairmen is present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting.
- 13.7 All acts done by an Executive Committee, or of a committee of Directors, or by a person acting as a Director shall, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were to entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 13.8 A resolution in writing signed by all the Directors entitled to receive notice of an Executive Committee meeting or of committee of Directors shall be as valid and effectual if it had been passed to an Executive Committee meeting or at (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors.
- 13.9 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 13.10 The Board may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at an Executive Committee meeting or of a committee of Directors.
- 13.11 If a question arises at an Executive Committee meeting or of a committee of Directors as to the right of a Director to vote, the question may, before the conclusion of the

meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

14. SECRETARY

- 14.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may be removed by the Executive Committee. No Secretary who is also a member of the Executive Committee shall receive remuneration.

15. MINUTES

- 15.1 The Executive Committee shall cause minutes to be made in books kept for the purpose of all:

15.1.1 appointments of officers made by the Executive Committee; and

15.1.2 of all proceedings at meetings of the Board, and of the Executive Committee, and of committees of Directors, including the names of the Directors present at each such meeting.

16. THE SEAL

- 16.1 The Seal shall only be used by the authority of the Executive Committee or of a sub-committee authorised by the Executive Committee. The Executive Committee may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by two Directors.

17. ACCOUNTS

- 17.1 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Board except as conferred by statute or authorised by the Executive Committee or by ordinary resolution of the Board.

18. NOTICES

- 18.1 Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Executive Committee need not be in writing.
- 18.2 The Board may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address.
- 18.3 A Member present, either in person or by proxy, at any meeting of the Board shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 18.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

19. AWARDS

- 19.1 The Executive Committee shall have the power to make awards, if merited, to successful candidates in its examinations, or to successful candidates in approved examinations organised by colleges and other further education establishments.
- 19.2 The Executive Committee shall cause a register to be kept of all awards made to successful candidates.
- 19.3 Members of the Executive Committee shall be disqualified from receiving awards.

20. WINDING UP

- 20.1 The Board shall be wound up voluntarily whenever a special resolution that the Board be wound up is passed by the Members in a specially convened meeting for that purpose.
- 20.2 On the winding-up and dissolution of the Board the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

21. INDEMNITY

- 21.1 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other Officer or auditor of the Board and every Member of the Governing Board shall be indemnified out of the assets of the Board against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Board.