

**The Waste Management Industry Training and Advisory Board**

**Minutes of Extraordinary General Meeting**

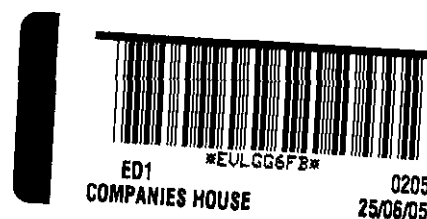
Minutes of an extraordinary general meeting of the company held at Peterbridge House, 2 The Lakes, Northampton, NN4 7HE on 23<sup>rd</sup> June 2005 at 2.00p.m. when the following resolution was passed as a special resolution of the Company:

That the draft Memorandum and Articles produced to the meeting and initialled by the Chairman for the purposes of identification be adopted as the Memorandum and Articles of Association of the Company in substitution for and to the exclusion of all the existing Memorandum and Articles of Association.

Lewis of Newnham

.....  
Chairman

23<sup>rd</sup> June 2005



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 Company deems fit to hold the same;
- 4.6 to approve the applications of other institutions submitting education and training courses for approval by the Company as the Company 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 Company on such terms as the Company may from time to time determine;
- 4.13 to raise funds by subscriptions, donations, grants, loans or otherwise for the purposes of the Company; 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 Company provided that the Company 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 Company;
- 4.16 to borrow money for the purposes of the Company 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 Company 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 Company 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 Company;
- 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 Company 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 Company 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 Company 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 Company;
- 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 Company, 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 Company to any body which the Company 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 Board of Directors of the Company) 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 Company 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 Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- 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 Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
  - 4.32.2 the Company'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 Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Company 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 Company 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 Company were not incorporated.
- 4.33 to make such rules and regulations with regard to the affairs of the Company as it shall see fit so to do from time to time.
- 4.34 To form, subscribe to and support in such manner as the Company shall see fit any subsidiary company of the Company.
- 5. The income and property of the Company 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 Company and no Director of the Company shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

- 5.1 of reasonable and proper remuneration to any individual (not being a member of the Board of Directors of the Company) who shall have personally undertaken for and on behalf of the Company any teaching or instruction for any of the purposes specified in Clause 3 above;
- 5.2 of reasonable and proper remuneration to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company and of travelling expenses necessarily incurred in carrying out the duties of any member, officer or servant of the Company;
- 5.3 of interest on money lent by a member or Director of the Company at a rate per annum not exceeding two percentage points more than the base lending rate for the time being of the Company'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 Company or a Director may be member holding not more than one hundredth part of the capital of such company;
- 5.6 of reasonable and proper rent for premises demised or let by any member of the Company or any Director;
- 5.7 of usual professional or other charges to any member of the Board of Directors of the Company 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 Board of Directors so to act in that capacity on behalf of the Company, provided that such members shall not be present during any discussion, or be party to any decision, relating to such remuneration or instruction. Before giving such instruction, the Board of Directors must be satisfied that it is in the best interests of the Company to employ, or contract with, that Director rather than with someone who has no connection with the Company.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company'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 Company'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 Company 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 Company, but shall be given or transferred to some

other body (whether or not it is a member of the Company) having objects similar to those of the Company, 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 Company under or by virtue of Clause 5 hereof, such body or bodies to be determined by the members of the Company 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, alternation or amendment shall be made to or in the provisions of such Memorandum which would cause the Company to cease to be a charity at law.
10. True accounts shall be kept of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of property and goods by the Company and of the property, credits and liabilities of the Company, 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 Company 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 Company 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  
(as amended by Special Resolutions passed on the 13<sup>th</sup> day of December 2000 and the  
23<sup>rd</sup> day of June 2005)

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 Company and the regulations in Table C in the First Schedule to the Companies (Tables A –F) Regulations 1985 shall not apply);
- 1.1.3 "Associate Member" means a member of the Company as defined in Article 2.5.3;
- 1.1.4 "The Company" 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 "Board of Directors" means those persons appointed as Directors of the Company in whom the management of the Company is vested;
- 1.1.7 "Honorary Member" means a member of the Company as defined in Article 2.5.4;
- 1.1.8 "Member" means a member of the Company;

- 1.1.9 "Office" means the registered office of the Company;
- 1.1.10 "Ordinary Member" means a member of the Company as defined in Article 2.5.1;
- 1.1.11 "Rules" means the rules and regulations of the Company for the time being in force (if any)
- 1.1.12 "Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; and
- 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 Company.
- 1.3 Reference to the male gender shall be deemed to include reference to the female gender and vice versa and references to the singular shall include the plural and vice versa.

## **2. MEMBERS**

- 2.1 The Company is established for the purposes expressed in the Memorandum of Association.
- 2.2 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company.
- 2.3 Every person or organisation, corporate or unincorporate, who wishes to become a Member shall deliver to the Company an executed application for membership in such form as the Board of Directors from time to time requires.
- 2.4 No person or organisation, corporate or unincorporate, shall be admitted a Member of the Company unless recommended and approved by the Board of Directors , and the Company shall not be obliged to state any reasons for refusal of membership.
- 2.5 The Members of the Company shall consist of:
- 2.5.1 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;
- 2.5.2 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;
- 2.5.3 Honorary Members shall be those individuals chosen for membership by the Board of



Directors for special service to the waste management industry .

- 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 under the guarantee set out in Clause 7 of the Company's Memorandum of Association.
- 2.7.1 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 Company 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.
- 2.7.2 The Board can require a Member appointing a representative under the provisions of the preceding article to revoke the nomination of its representative and appoint another in place thereof.
- 2.8 A Member may at any time resign from the Company by giving at least 30 Clear Days' written notice to the Company . If such notice expires after the financial year in which it is given then the Member giving such notice will be liable to pay the appropriate subscription for the following financial year. Such resignation shall not entitle the Member to any repayment of any subscription or levy paid in respect of any period.
- 2.9 Membership shall not be transferable and in the case of an individual shall cease on death.
- 2.10.1 The Board of Directors may at its discretion terminate the membership of any Member but the requirements of natural justice shall be respected and a Member shall be entitled to be heard in his own defence by the Board of Directors or a duly appointed committee.
- 2.10.2 Notwithstanding the provisions of Article 2.10.1 in the event of a Member failing to pay the due subscription on the due date as provided for in Article 2.12 hereof then the membership of that Member shall be liable to be terminated by the Board of Directors forthwith at their discretion and written notice sent to the Member confirming termination of membership.
- 2.11 No Member other than an Ordinary member shall be entitled to vote at general meetings. Members other than Ordinary Members shall be entitled to attend and speak, but not vote, at general meetings.
- 2.12 Every Member shall pay to the Company such annual subscription or levy as shall from time to time be fixed by the Board of Directors and notified to the Members. The subscriptions shall be due and payable in advance on the 1<sup>st</sup> April each year. In the event of a new Member joining the Company during the period of a year commencing 1<sup>st</sup>

April such Member will pay a pro rata subscription for the remaining part of that year at the rate applicable as at the 1<sup>st</sup> April. In all other respects all such payments shall be made at the times and in the manner prescribed by the Board of Directors. Subscriptions are not refundable under any circumstances.

- 2.13 The Company shall retain a register of Members which shall be conclusive as to all classes of membership.

### **3. GENERAL MEETINGS**

- 3.1 The Company 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 notice calling it.
- 3.2 Not more than 15 months shall lapse between the date of one annual general meeting of the Company and that of the next, provided that so long as the Company 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 Board of Directors shall appoint.
- 3.4 All general meetings other than annual general meeting shall be called extraordinary general meetings.
- 3.5 The Board of Directors 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 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 of 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 Board of Directors 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 President (or failing him the Vice President) shall preside as chairman of every general meeting of the Company but if neither the President nor a Vice President is present within 15 minutes after the time appointed for holding any such meeting and being willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present willing to act he shall be chairman.
- 5. 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 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 a 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 demand. 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 AND  
ADVISORY BOARD**

1, We,  
of  
being an Ordinary Member of the above-named Company, 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 Company 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 AND  
ADVISORY BOARD**

1, We,  
of  
being an Ordinary Member of the above-named Company, 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 Company 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 by a Solicitor as a true copy 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 Company 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.
- 6.5.4 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 Company 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 Board of Directors shall consist of not more than eight Directors.

**8. POWERS OF BOARD OF DIRECTORS**

- 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 Company shall be managed by the Board of Directors who may exercise all the powers of the Company, on behalf of the Company and shall report to the Members as appropriate.
- 8.2 No alteration of the Memorandum or Articles of Association and no such direction shall invalidate any prior act of the Board of Directors 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 Board of Directors by the Articles and a meeting of the Board of Directors at which a quorum is present may exercise all powers exercisable by the Board of Directors.
- 8.4 The Board of Directors may appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
- 8.5 The Board of Directors may invite such persons as it shall at its discretion determine to attend meetings of the Board of Directors or otherwise in the capacity of Observers and on such terms and conditions as the Board shall see fit but without at any time permitting such Observers the right to exercise a vote at any such meeting.

**9. DELEGATION OF THE POWERS OF BOARD OF DIRECTORS**

- 9.1 The Board of Directors may delegate any of its powers to any Committee consisting of at least one member of the Board of Directors 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 Board of Directors and shall provide a written report of all acts and proceedings to the Board of Directors as soon as is reasonably practicable following any meeting of any Committee. Prior to any meeting of any Committee the agenda papers for such Committee meeting will be circulated to the Board of Directors in time for any of them to make representations to the Committee if they so wish. 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. The Board of Directors shall have the power to terminate the existence of any such Committee so appointed without the necessity of giving any reason therefor

**10. APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 10.1 The Board of Directors shall be elected by the Company at the Annual General Meeting from the persons who are Ordinary Members and from the nominated representatives of Ordinary Members.
- 10.2 At each annual general meeting of the Company 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).
- 10.3 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 Board of Directors otherwise agrees among itself) be determined by lot.
- 10.4 If the Company, 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.
- 10.5 No person other than a Director retiring by rotation shall be appointed or re-appointed a Director at any general meeting unless:-
- 10.5.1 he is recommended by the Board of Directors; or
- 10.5.2 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 Board of Directors 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 Company's register of Directors together with notice executed by that person of his willingness to be appointed or re-appointed.
- 10.6 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 Board of Directors for appointment or re-appointment as a Director at the meeting or in respect of whom notice has been duly given to the Company 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 Company's register of directors.
- 10.7 Subject as aforesaid, the Company 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.
- 10.8 The Board of Directors 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.

- 10.9 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 Company, 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 Board of Directors 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 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 Company or otherwise in connection with the discharge of their duties.

## **13. PROCEEDINGS OF THE BOARD OF DIRECTORS**

- 13.1 Subject to the provisions of the Articles, the Board of Directors 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 Board of Directors. 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 Board of Directors shall be fixed by the Company and unless so fixed at any other number, shall be four of the Directors.
- 13.5 The Board of Directors 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 Board of Directors shall elect from their number a Chairman, Vice Chairman and Treasurer to act in such capacities for their full respective terms of office as Directors until retirement by rotation or otherwise. Unless unwilling to do so either the Chairman or Vice Chairman so appointed shall preside at every Board of Directors meeting at which either of them is present, but if neither of them 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 the Board of Directors, 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 not 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 Board of Directors meeting or of committee of Directors shall be as valid and effectual if it had been passed to an Board of Directors 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 Company 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 Board of Directors meeting or of a committee of Directors.
- 13.11 If a question arises at an Board of Directors 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 Board of Directors 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 Board of Directors. No Secretary who is also a member of the Board of Directors shall receive remuneration.

**15. MINUTES**

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

15.1.1 appointments of officers made by the Board of Directors; and

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

**16. PRESIDENT, VICE PRESIDENTS AND PATRONS**

- 16.1 The Board of Directors may appoint any person to be the President and any person or persons to be Vice Presidents or Patrons of the Company on such terms as the Board shall see fit .

**17. ACCOUNTS**

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

**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 Board of Directors need not be in writing.

18.2 The Company 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. Any notice given hereunder shall be validly given if given under the provisions of the Electronic Communications Act 2000.

18.3 A Member present, either in person or by proxy, at any meeting of the Company 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 Board of Directors 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 Board of Directors shall cause a register to be kept of all awards made to successful candidates.
- 19.3 Members of the Board of Directors shall be disqualified from receiving awards.

**20. WINDING UP**

- 20.1 The Company shall be wound up voluntarily whenever a special resolution that the Company 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 Company 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 Company and every Member of the Governing Company shall be indemnified out of the assets of the Company 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 Company.