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Company number: 4042215

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
WRITTEN RESOLUTION
OF
OPEN COLLEGE NETWORK (TROCN)

Passed on 18th January 2001

We the undersigned being the sole member of the above named Company hereby pass the following resolutions pursuant to Section 381A of the Companies Act 1985 and confirm that such resolutions shall be valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

- 1 That the Memorandum of Association be amended by the deletion of the existing clauses 3.3.4 and 3.3.22 and by the insertion of a new clauses 3.3.4 and 3.3.22 as follows:-

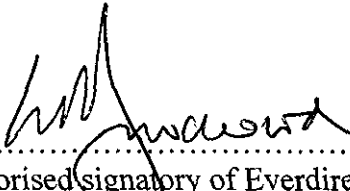
3.3.4 "to liase with all appropriate bodies involved in, or interested in, improving opportunities for adult learners, including Higher Education and Further Education institutions, Local Learning and Skills Councils (LSC's), employer organisations, Local Authorities, voluntary, adult and community organisations;"

3.3.22 "to acquire and manage the business and assets of Open College Network (TROCN) being an unincorporated association and to subscribe to, become a member of, or amalgamate, or co-operate with any companies, institutions, societies or associations which are charitable at law and have objects similar to those of the Charity".

2. That the Articles of Association in the format attached to this Written Resolution be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



For and on behalf of Everdirector Ltd


.....
Authorised signatory of Everdirector Limited
Dated: 18 January 2001

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION* OF

OPEN COLLEGE NETWORK (TROCEN)

1. Interpretation

1.1 In these articles:

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"the Articles" means these Articles of Association of the Charity as originally adopted or as from time to time altered by special resolution;

"clear days" in relation to a period of 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 on or which it is to take effect;

"the Charity" means the company intended to be regulated by these Articles;

"executed" includes any mode of execution;

"the Memorandum" means the Memorandum of Association of the Charity;

"office" means the registered office of the Charity;

"secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint assistant or deputy secretary;

"the trustees" means the directors for the time being of the Charity or (as the context shall require) any of them acting as the board of directors of the Charity; and

"the United Kingdom" means Great Britain and Northern Ireland.

1.2 Words importing the masculine gender only shall include the feminine gender.

1.3 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

2. Members

2.1 Membership of the Charity shall comprise Institutions and Organisations which have an interest in widening access to education by developing or using the range of

* Adopted pursuant to a Written Resolution dated 18th January 2001

learning programmes accredited by the Charity and which accept its aims and objectives.

2.2 Membership shall be split into the following categories:-

Category A:	Further Education Colleges
Category B:	Higher Education Institutions
Category C:	Other Provider (Training providers/WEA)
Category D:	Voluntary Organisations
Category E:	Local Authorities/Adult Education
Category F:	Associate Members

2.3 The trustees shall have an absolute discretion to:

- 2.3.1 select the appropriate category into which to place new members; and
- 2.3.2 recategorise existing members as and when the trustees feel it is appropriate.

2.4 Subject to any rules made under Article 25.1, each category shall have the following rights:

2.4.1 Categories A - E

members in these categories may:

- 2.4.1.1 send 1 representative with full voting rights to each general meeting including the annual general meeting of the Charity; and
- 2.4.1.2 have full access to all the facilities made available by the Charity.

2.4.2 Category F:

Members in this category may:

- 2.4.2.1 send 1 representative to each general meeting including the annual general meeting, this representative having no voting rights; and
- 2.4.2.2 have full access to all the facilities made available by the Charity.

2.5 All members of the Charity shall:-

- 2.5.1 pay for any and all of the the services and facilities made available by the Charity which a member shall use or take advantage of;
 - 2.5.2 act in the interests of the Charity at all times;
 - 2.5.3 maintain minimum agreed standards in the delivery and assessment of accredited programmes; and
 - 2.5.4 attend, or send a representative to, at least one general meeting in every calendar year.
- 2.6 The subscribers to the Memorandum and such other persons as are admitted to membership in accordance with the rules made under Article 27.1 shall be members of the Charity.
- 2.7 New members shall be appointed by the Charity in general meeting after a simple majority vote of those entitled to vote at a general meeting.
- 2.8 Unless the trustees or the Charity in general meeting shall make other provision under Article 27.1, the trustees may in their absolute discretion permit any member of the Charity to retire, provided that after such retirement the number of members is not less than two.
- 2.9 Subject to any rules made under Article 27.1:
- 2.9.1 decisions regarding the admission of new members will be determined by the trustees;
 - 2.9.2 in determining levels of subscription, the actual circumstances of the various sectors will be taken into account;
 - 2.9.3 in special circumstances the trustees may in their absolute discretion direct that membership fees be waived.
- 2.10 Any member who:
- 2.10.1 fails to discharge a debt to the Charity;
 - 2.10.2 acts against the interests of the Charity;
 - 2.10.3 brings the Charity into disrepute;
 - 2.10.4 fails to maintain minimum standards in the delivery and assessment of accredited programmes
- may have its membership of the Charity suspended by the trustees whilst the trustees investigate the issue and prepare a report for submission to the general meeting for the general meeting's consideration under Article 2.11.
- 2.11 The general meeting shall consider the report prepared by the trustees under Article 2.10 and shall discuss the issues concerning the member in question after which a

simple majority vote shall be taken to determine whether or not to terminate the membership of the member in question.

3. Users

- 3.1 Any party wishing to make use of any of the services of the Charity shall do so on a commercial fee paying basis, the terms of which (other than the level of the fees) shall be determined by the board dealing with each case on its merits.
- 3.2 The fees referred to in Article 3.1 above shall be determined by the members at the annual general meeting of the Charity.

4. General Meetings of the Council of Members

- 4.1 The Charity shall in each year hold at least 2 general meetings of the Council of Members, one of which shall be the annual general meeting. The Charity shall specify the meeting appropriately in the notices calling them. Not more than fifteen months shall elapse between the date of one annual general meeting of the Charity and that of the next, provided that the Charity shall hold its first annual general meeting within eighteen months of its incorporation, and therefore it need not hold this first annual general meeting in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the trustees shall agree. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
- 4.2 The trustees may call general meetings and, on the requisition of one tenth of the total voting rights of the members having a right to vote pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient trustees to call a general meeting, any trustee or any two members of the Charity may call a general meeting.
- 4.3 The business at the annual general meeting will include the receipt of the Charity's annual report, the election of and appointment of the trustees and the receipt of the Charity's accounts in addition to any special resolutions.

5. Notice of General Meetings

- 5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other meetings shall be called by at least fourteen clear days' notice in writing.
- 5.2 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.
- 5.3 The notice shall be given to all of the members and to all of the trustees and to the auditors from time to time of the Charity.

5.4 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.

5.5 Notwithstanding the foregoing provisions of these Articles a general meeting may be called by shorter notice if it is so agreed in accordance with Section 369(3) of the Act.

6. Proceedings at General Meetings

6.1 No business shall be transacted at any meeting unless a quorum of the members is present. One quarter of the members entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member, shall constitute a quorum.

6.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the trustees may determine.

6.3 The chairman, if any, of the trustees shall preside as chairman at every general meeting, or if there is no such chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting, the deputy chairman shall preside as chairman. If the deputy chairman is not present the trustees present shall elect one of their number to be chairman and, if there is only one trustee present and willing to act, he shall be chairman.

6.4 A trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

6.5 The category F members shall, notwithstanding that they have no voting rights, be entitled to speak at any general meeting.

6.6 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 fourteen 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.

6.7 A resolution put to the vote of the meeting shall be decided on a 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:

6.7.1 by the chairman; or

6.7.2 by at least two members having the right to vote at the meeting; or

6.7.3 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.

- 6.8 Unless a poll is duly 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 such resolution.
- 6.9 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 6.10 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 results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 6.11 In the case of an 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.
- 6.12 A poll demanded on the election of a chairman or on a question of any adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent 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.
- 6.13 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 6.14 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it had it 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.

7. Votes of Members

- 7.1 On a show of hands every duly authorised representative of those members entitled to vote and present in person shall have one vote and on a poll every duly authorised representative of those members entitled to vote and present in person shall have one vote.
- 7.2 No member shall be entitled to vote at any general meeting unless all monies then payable by that member to the Charity pursuant to any rules or bye-laws made by the trustees under Article 27.1 or otherwise have been paid.
- 7.3 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.

7.4 A vote given or poll demanded by the duly authorised representative of a member 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 Charity at the office 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.

7.5 Any member of the Charity may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise were it an individual member of the Charity.

8. Number of Trustees

8.1 Unless otherwise determined by ordinary resolution the number of trustees shall not be less than 9 but shall not be more than 13.

8.2 The board of trustees shall consist of a maximum of 11 elected trustees and 2 co-opted trustees.

8.3 The first trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act.

9. Appointment of Elected Trustees

9.1 The composition of the board of trustees shall be as follows:

Category A (Further Education Colleges)	3 trustees
Category B (Higher Education Institutions)	1 trustee
Category C (other providers)	1 trustee
Category D (Voluntary Sector)	1 trustee
Category E (Local Authorities)	2 trustees
Chairman	

9.2 A further 2 trustees may be co-opted by the board in accordance with Article 10 as and when the board feel it to be necessary.

9.3 Trustees shall be nominated by the members by postal ballot.

9.4 Members may each make one nomination and one reserve nomination for trustee from within their own category.

- 9.5 Where a position becomes vacant for whatever reason, each member in the category in which the vacancy has arisen may make one nomination in respect of such vacancy. For the avoidance of doubt this provision includes vacancies that arise as a result of the provisions for retirement of trustees.
- 9.6 All nominations must be made on a standard agreed form, which must be signed by the chairman of the member or his/her designated deputy.
- 9.7 All nominations must be accompanied by a statement of a maximum of 150 words from the nominated person setting out why he/she seeks election to the board of trustees.
- 9.8 The Charity shall notify members of the closing date for receiving nominations ("the Closing Date").
- 9.9 The board of trustees reserve the right to refuse a nomination for election from any individual who is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993.
- 9.10 The Charity shall within 10 working days of the Closing date notify each member of those individuals nominated.
- 9.11 Trustees shall be selected by the members by postal ballot. The members shall appoint individual trustees from those individuals nominated and elect reserve trustees from the reserve nominations. Reserve trustees shall be appointed as a trustee only in accordance with Article 17.4
- 9.12 Members may select one nomination and one reserve nomination from each category.
- 9.13 Members must make their selection by placing their votes on a standard agreed form, which must be signed by the chairman of the member or his/her designated deputy and any rules and/or regulations applicable (from time to time) governing the postal ballot shall be notified in writing to each member.
- 9.14 In the event of an equality of votes following the postal ballot the chairman of the board of trustees shall have a casting vote.
- 9.15 The results of the postal ballot shall be notified in writing to each member.

10. Criteria for Selecting Co-opted Trustees

- 10.1 In exercising its powers of co-option the trustees will take account of the following:-
- 10.1.1 the full membership of the board must include trustees whose expertise includes an understanding of the different UK regulatory frameworks for qualifications within which the Charity operates;
 - 10.1.2 the board should reflect sectoral expertise and the Charity's commitment to equal opportunity;

- 10.1.3 the board may co-opt individuals from national organisations other than the members that support the mission and the Objects;
- 10.1.4 the board should also take account of the balance of collective skills and expertise of its members in fulfilling its legal and constitutional obligations;
- 10.1.5 the Equal Opportunities policy of the Charity; and
- 10.1.6 the geographical extent of the Charity's membership

and the board should record in its minutes the rationale for co-opting individuals to the board in relation to these criteria.

10.2 Following the initial co-options which shall take place at the first meeting of trustees following the incorporation of the Charity, the annual procedure for co-opting trustees shall be as follows:-

- 10.2.1 co-options will take place at the first trustees meeting following the annual general meeting;
- 10.2.2 co-opted trustees may attend trustees' meetings until replaced by new co-opted trustees;
- 10.2.3 any elected trustee may propose an individual for co-option to the board;
- 10.2.4 in considering the review of co-options and the status of previously co-opted trustees in relation to the overall composition of a board with newly-elected trustees, all trustees will have due regard to Article 17.7 of these Articles;
- 10.2.5 co-opted trustees may serve up to three years, reviewed annually; thereafter at least one year must pass before any further terms are served; and

11. Procedure for Retirement and Rotation of Trustees

- 11.1 At every annual general meeting one third of the trustees who are subject to retirement by rotation or if their number is not a multiple of three such greater number as shall be nearest to one-third shall retire from office and if there is only one trustee who is subject to retirement by rotation, he or she shall retire.
- 11.2 Subject to the provisions of the Act, the trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed trustees on the same day those to retire shall be determined by mutual agreement between themselves.
- 11.3 If the Charity at the meeting at which a trustee retires by rotation, does not fill the vacancy the retiring trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the trustee is put to the meeting and lost.
- 11.4 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:

- 11.4.1 he is recommended by the trustees; or
 - 11.4.2 not less than fourteen nor more than thirty-five 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 Charity of the intention to propose that person for appointment or reappointment, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
- 11.5 Where a trustee vacates his/her place voluntarily before the end of a three year term an election will be held to fill this vacated place at the following annual general meeting. For the period until the immediately following annual general meeting the trustees may co-opt a replacement from the relevant membership category to serve as a trustee in the place of the vacating trustee. However, no more than three co-opted unelected trustees may be appointed in this manner.
- 11.6 A person elected to a voluntarily vacated place on the board will have an initial term of office equal to the remainder of the term of that of the trustee who vacated his/her place in accordance with Article 11.5 and this shall be described as a term "of three years or any part thereof".
- 11.7 Retiring trustees may stand for re-election for a second term of three years; thereafter, at least one year must pass before any further terms are served.

12. Powers of Trustees

- 12.1 Any member elected to the board of trustees and exercising the office of trustee shall act in the interests of the Charity and not as a representative of their institution or organisation.
- 12.2 Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution, the business of the Charity shall be managed by the trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the trustees by these Articles and a meeting of trustees at which a quorum is present may exercise all the powers exercisable by the trustees.
- 12.3 In addition to all powers expressly conferred upon them and without detracting from the generality of their powers under these Articles, the trustees shall have the following powers namely:
- 12.3.1 to seek funding from any source to achieve the objects of the Charity;
 - 12.3.2 to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects;
 - 12.3.3 to enter into contracts on behalf of the Charity;

- 12.3.4 to invite members who are not trustees to attend the meetings of trustees;
 - 12.3.5 to establish working committees and appoint sub-committees from time to time as they deem necessary within the parameters agreed by the Council of Members in general meeting. The trustees will determine the membership and terms of reference of such working parties and sub-committees. All acts and proceedings of any such sub-committees shall be fully and promptly reported to the trustees; and
 - 12.3.6 the trustees may consult external advisers from time to time as they deem necessary within the parameters agreed by the Council of Members in general meeting.
- 12.4 No person other than a trustee retiring by rotation shall be appointed or reappointed a trustee at any general meeting unless:
- 12.4.1 he is recommended by the trustees; or
 - 12.4.2 not less than fourteen nor more than thirty-five 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 Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Charity's register of trustees together with a notice executed by that person of his willingness to be appointed or reappointed.
- 12.5 No person may be appointed as a trustee:
- 12.5.1 unless he has attained the age of 18 years; or
 - 12.5.2 in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 13.

13. Delegation of Trustees' Powers

- 13.1 The trustees may delegate any of their powers to any committee consisting of one or more trustees and such other persons (if any) not being trustees co-opted on to such committee as the directors think fit provided that the number of co-opted persons not being trustees shall not exceed one half of the total number of members of such committee. Any such delegation may be made subject to any conditions the trustees may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of trustees so far as they are capable of applying.

14. Disqualification and Removal of Trustees

A trustee shall cease to hold office if he:

- 14.1 ceases to be a trustee by virtue of any provision in the Act or these Articles or he becomes prohibited by law from being a trustee; or

- 14.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
- 14.3 resigns his office by notice to the Charity (but only if at least 11 trustees will remain in office when the notice of resignation is to take effect); or
- 14.4 is absent without the permission of the trustees from all their meetings held within a period of six months or at three meetings whichever is the shorter and the trustees resolve that his office be vacated; or
- 14.5 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 14.6 ceases to meet the criteria relating to the category of membership of the board of trustees under which he was elected or co-opted; or
- 14.7 is removed from office by a three-quarters majority vote of the rest of the board of trustees at a special meeting called for that purpose, when in the opinion of the board it appears that the trustee in question:-
 - 14.7.1 is failing to act in the interest of the organisation; or
 - 14.7.2 has brought the organisation into disrepute; or
 - 14.7.3 is suspected of or is proven to be guilty of financial irregularity; or
 - 14.7.4 is acting in a manner detrimental or prejudicial to the well-being of the Charity.

15. Trustees' Expenses

A trustee may be paid all reasonable travelling and other expenses properly incurred by him in connection with his attendance at meetings of trustees or general meetings or otherwise in connection with the discharge of his duties, with the agreement of all the other trustees but shall otherwise be paid no remuneration.

16. Trustees' Appointments

- 16.1 The trustees may appoint one or more of their number to any unremunerated executive office of the Charity. Any such appointment may be made upon such terms as the trustees determine.
- 16.2 Except to the extent permitted by these Articles, no trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a trustee in any other contract to which the Charity is a party.
- 16.3 Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee. A trustee holding any executive office shall not be subject to retirement by rotation in accordance with Article 11.

17. Proceedings of the Trustees

- 17.1 Subject to the provisions of these Articles, the trustees may regulate their meetings as they think fit. A trustee may, and the secretary at the request of a trustee shall, call a meeting of the trustees. Notice of every meeting of the trustees shall be given to each trustee. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom. 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.
- 17.2 The quorum for the transaction of the business of the trustees may be fixed by the trustees but shall not be less than one third of their number or three trustees, whichever is the greater.
- 17.3 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 17.4 The board of trustees shall elect from their number at the first meeting of the board of trustees after the general meeting a chairman and vice chairman who shall each hold office for a period of 2 years (the Term of Office) and shall preside at every meeting of the trustees at which he is present. The reserve trustee elected in accordance with Article 9.3 who is of the same membership category as the chairman elected in accordance with this clause 17.4 shall be appointed as an additional trustee.
- 17.5 If there is no trustee holding the office of chairman, or if the trustee holding it is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the vice chairman shall preside over that meeting. If there is no trustee holding the office of vice chairman, or if the trustee holding it is unwilling to preside in place of the chairman or is not present within 15 minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman of that meeting.
- 17.6 In the event of the resignation of the chairman during the Term of Office, for the remainder of such Term of Office, the role of chairman shall be adopted by the vice chairman. A new vice chairman shall be appointed by the board.
- 17.7 In the event of the resignation of both the chairman and the vice chairman during the Term of Office, the trustees shall elect a new chairman and vice chairman from amongst their number for the duration of the Term of Office of the resigning parties.
- 17.8 The trustees shall hold a minimum of 6 board meetings in every year. Insofar as is practicable, these meetings should be held regularly and spread evenly throughout each year.
- 17.9 The trustees will appoint a Quality Sub-Committee, an Authorising Validating Agency (AVA) (or any successor agency thereof) Sub-Committee, a Remuneration Sub-Committee and an Audit Sub-Committee
- 17.10 Each working party or sub-committee will have a membership reflecting the cross sectoral nature of the organisation. The board of trustees shall appoint a trustee to be chairman of each Sub-Committee.

- 17.11 All acts done by a meeting of the trustees, or of a working party or sub- committee constituted pursuant to Articles 12.3.5 and 16.9, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustees 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 trustee and had been entitled to vote.
- 17.12 The trustees will be bound to act within the Nolan Committee Principles of Public Life.
- 17.13 A register of interests of the trustees will be kept, and all meetings of the board will include a requirement for trustees to declare any interest in the decisions of the board.
- 17.14 A resolution in writing, signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee constituted pursuant to Articles 12.3.5 and 16.9 , shall be as valid and effective as if it had been passed at a meeting of the trustees or (as the case may be) such a committee duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the trustees.
- 17.15 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by at least two trustees or their nominated representatives. All receipts or money paid to the Charity shall be accepted or endorsed in such manner as the trustees shall from time to time by resolution determine.
- 17.16 Observers may attend the meetings of the board of trustees subject to prior approval of the board of trustees.

18. Chief Executive

Subject to provisions of the Act, the trustees shall appoint a chief executive who is entitled to attend, speak but not vote at board meetings or general meetings.

19. Secretary

Subject to the provisions of the Act, the Administrative Manager of the Charity will act as secretary for such term, at such remuneration and upon such conditions as the trustees think fit.

20. Minutes

The trustees shall cause minutes to be made in books kept for the purposes:-

- 20.1 of recording the names and addresses of all members; and
- 20.2 of all appointments of officers made by the trustees; and
- 20.3 of all proceedings at general meetings of the Charity and at meetings of the trustees and of committees constituted pursuant to Article 15.5 including the names of the trustees and members (as appropriate) present at each such meeting.

21. Accounts

Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

22. Auditors

Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

23. Annual Report

The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

24. Annual Return

The trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

25. Notices

25.1 Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the trustees need not be in writing.

25.2 The Charity may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Charity an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Charity.

25.3 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

25.4 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.

26. Indemnity

Subject to the provisions of the Act every trustee or other officer of the Charity shall be entitled to be indemnified out of the assets of the Charity against any liability incurred by him in that capacity 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 Charity.

27. Rules and Changes to the Constitution

- 27.1 The trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye laws regulate:-
- 27.1.1 the classification of members of the Charity admitted by the general meeting and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - 27.1.2 the conduct of members of the Charity in relation to one another, and to the Charity's servants;
 - 27.1.3 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - 27.1.4 the procedure at general meetings and meetings of the trustees and committees constituted pursuant to Article 17 in so far as such procedure is not regulated by these Articles; and
 - 27.1.5 generally, all such matters as are commonly the subject matter of such rules.
- 27.2 The Charity in general meeting shall have power to alter, add to or repeal the rules or bye laws and the trustees shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye laws, which shall be binding on all members provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or these Articles.
- 27.3 The Charity may make such changes as it requires to the Memoandum and/or these Articles of the Charity by a 75% majority of those members entitled to vote and doing so.

Name and Address and signatures of Subscribers

Everdirector Limited
Sun Alliance House
35 Mosley Street
Newcastle upon Tyne
NE1 1XX

Dated: 21/07/00

Witness to the above signatures:-

Anne McCulloch

21/07/00
Date

Address:
SUN ALLIANCE HOUSE
35 MOSLEY STREET
NEWCASTLE UPON TYNE