

Company No: 4826715

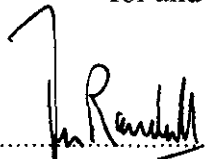
The Companies Act 1985
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTIONS
of
JSSC LIMITED

Passed 21 November 2003

AT an extraordinary general meeting of the Company, duly convened and held on 21 November 2003, the following resolutions were duly passed as special resolutions:

RESOLUTIONS

1. That the provisions of the Memorandum of Association of the Company are altered with regard to the objects of the Company by deleting clause 3 of such Memorandum and substituting therefor the new clause 3 which is set out in the document produced to the meeting and for the purpose of identification marked "A" and signed by Chairman of the meeting.
2. That the regulations contained in the document produced to the meeting and for the purpose of identification marked "B" and signed by the Chairman of the meeting are approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.


.....
Chairman of the meeting



MEMORANDUM OF ASSOCIATION

OF

JSSC

1. The name of the Company is 'JSSC'.
2. The Registered Office of the Company shall be situated in England and Wales.
3. The objects for which the Company is established are:
 - 3.1 the advancement of education in the United Kingdom;
 - 3.2 to maintain an organisation which can facilitate the improvement of the learning supply to the justice sector, including the development of apprenticeships, higher education and national occupational standards through:
 - 3.2.1 reducing skills gaps and shortages and anticipating future needs, through leverage on the supply side, and helping employers and individuals to make informed career and personal development choices;
 - 3.2.2 improving productivity, business and public services performance through specific strategic actions based on analysis of sectoral priorities; and
 - 3.2.3 increasing opportunities to develop and improve productivity of everyone in the justice sector's workforce, including action to address equal opportunities;
 - 3.3 to be a single coherent organisation which represents employers and other key interests in the justice sector, and to be recognised in the United Kingdom and overseas as a principal source of expertise and excellence on matters relating to training and development in the justice sector;
 - 3.4 to raise the strategic capability of the justice sector, improve the sector's competitiveness, provide advice on education and training, produce qualifications to qualify the sector's workforce and develop effective partnerships with appropriate parties;
 - 3.5 to identify education, development and training needs across the justice sector;
 - 3.6 to ensure the provision of a coherent and comprehensive range of education, training and development programmes to meet the needs of the justice sector;
 - 3.7 to encourage the efficient delivery of training within the justice sector, making full use of technological advances;

- 3.8 to encourage organisational development through educating, developing and training the members of the justice sector workforce;
- 3.9 to develop, review and implement NOS and NVQs and SVQs and other standards-based qualifications and related competency frameworks;
- 3.10 to make representations to Government (including Devolved Administration) and other parties on the justice sector interests.

It is hereby declared that the objects of the Company as specified above should be separate and distinct objects of the Company and should not be in any way limited by reference to any other paragraph of this Clause or the order in which the same occur or the name of the Company.

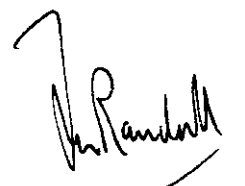
- 3.11 In the furtherance of the said objects but not further or otherwise the Company shall have the following powers:

- 3.11.1 To purchase, lease or hire or otherwise acquire and also (subject to any consents (if any) as may for the time being be imposed or required by law) sell, mortgage, lease, grant licences, easements and rights over, exchange or otherwise deal with or dispose of any real or personal property (including any estate or interest therein) for the purposes of the Company.
- 3.11.2 To rent, build, work, endow, furnish, equip, execute, carry out, approve, alter, administer, maintain, manage, insure or control buildings and premises for industrial and commercial use and to contribute to or assist in any of the aforesaid activities with a view to promoting or carrying out the objects of the Company.
- 3.11.3 To borrow and raise money upon banking account or otherwise and to secure or discharge any debt or obligation of or binding upon the Company by the issue of or upon bonds, debenture, bills of exchange, promissory notes, mortgages, charges or such other obligations or securities the Company may think fit subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law.
- 3.11.4 To acquire (whether beneficially or as director) by gift, devise, bequest, purchase, lease, hire, or otherwise any real or personal property in the United Kingdom (including any estate or interest therein and any right or privileges necessary or desirable for any of the purposes of the Company) and whether or not any of the same shall be subject to any liability and to retain any property so acquired or acquired otherwise in the state in which it may be at the time of such acquisition or (subject to any such consent (if any) as may for the time being be imposed or required by law), to sell, lease, call-in, convert into money, dispose of or otherwise deal with all or any part of the same in such manner as shall further the objects of the Company.
- 3.11.5 To compile, print, publish or otherwise disseminate or procure the compilation, printing, publication or other dissemination gratuitously or otherwise of any report, journals, periodicals, books, newspapers, pamphlets, leaflets or other forms of literature or documents, and to

broadcast, televise and to make and issue or otherwise show films and video tapes or to procure the broadcasting, televising or the making, issuing and showing of films and video tapes in furtherance of the objects of the Company.

- 3.11.6 To establish, undertake and execute any trusts which may lawfully be undertaken by the Company and are directly ancillary to its objects.
- 3.11.7 To establish, finance and manage in the United Kingdom any body, association or organisation (whether incorporated or unincorporated) to carry out the objects herein set out.
- 3.11.8 To take all such steps as shall from time to time be necessary for the purpose of promoting the objects of the Company and for procuring contributions by way of donations, subscriptions, devises, bequests and in any other manner from time to time permitted by law.
- 3.11.9 Generally to obtain, collect and receive money and raise funds and to invite and receive contributions from any person or organisations (whether incorporated or unincorporated) and including Government departments and Local Authorities) by way of subscription donation (including deeds of covenant) and otherwise.
- 3.11.10 To establish, promote or encourage the formation of or to affiliate, amalgamate, support, combine or co-operate and exchange information with any other firm or company and to liaise, communicate, co-operate or co-ordinate with any public body, local or governmental authority, professional body, company, committee or other organisation in all or in any parts of the world in furtherance of the objects of the Company.
- 3.11.11 Generally to aid and to receive aid from any individual, firm or company in the furtherance of the objects or any of the objects of the Company.
- 3.11.12 To guarantee or give indemnities or provide security (whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) of the Company) for any borrowing by or the performance of the contracts or obligations of any individual firm or company.
- 3.11.13 To employ, hire or authorise, obtain and to pay reasonable and proper remuneration to the officers, employees and professional advisors of the Company and any other person or persons for the objects of the Company or any of them.
- 3.11.14 To make all reasonable or necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependents.
- 3.11.15 To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities and to operate bank accounts.

- 3.11.16 To invest the monies of the Company not immediately required for its purposes in or upon any investments, securities or property as may be sought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may be for the time being imposed or required by law.
4. The income, property and profits of the Company however derived shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion of this shall be paid or transferred directly or indirectly by way of dividend, bonus or other distribution to the Members of the Company and no Directors (other than an executive Chair) appointed to any office of the Company shall be paid by salary or fees or receive any remuneration or other benefits in money or money's worth from the Company provided that nothing herewith shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any Member of the Company not being a director for services actually rendered, nor prevent the payment of interest at a reasonable proper rate on money lent or reasonable and proper rent for premises demised or let by any Member of the Company subject nevertheless to the condition that no Member shall be entitled to vote on a Resolution concerning the payment of rent for premises or let by him to the Company.
 5. The liability of the Members is limited.
 6. Every Member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound-up while he is a Member, or within one year after he ceases to be a Member for payment of the debts and liabilities of the Company contracted before he ceases to be a Member, and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding £1.
 7. If upon the winding-up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or contributed among the Members of the Company, but shall be given or transferred to some other association, body or bodies (whether corporate or not), or trust having objects similar to the objects of the Company 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 4 hereof. Such association, body or bodies (whether incorporated or not) or trust to be determined by the Members of the Company at or before the time of dissolution or winding-up and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.



Chair.

21. 11. 2003

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

NAMES AND ADDRESSES OF SUBSCRIBERS

.....
Custodial Care National Training Organisation
Churchill House
12 Moseley Street
Newcastle upon Tyne
NE1 1DE

Dated this day of 2003

Witness to the Above Signatures

.....

.....
Police Skills and Standards Organisation
Units 9 and 10 Riverside Court
Don Road
Sheffield
S9 2TJ

Dated this day of 2003

Witness to the Above Signatures

.....

.....
Community Justice National Training Organisation
344-354 Grays Inn Road
London WC1X 8BP

Dated this day of 2003

Witness to the Above Signatures

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B

ARTICLES OF ASSOCIATION OF

JSSC

(as amended by special resolution dated 21st November 2003)

Eversheds LLP

Kett House

Station Road

CAMBRIDGE CB1 2JY

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
JSSC

(as amended by special resolution dated 21st November 2003)

1. PRELIMINARY

The regulations contained in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles shall not apply to the Company and these Articles alone shall constitute the regulations of the Company.

2. INTERPRETATION

- 2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

“the Act”	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force
“these Articles”	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
“the Board of Directors”	the Directors for the time being acting as the Board of the Company
“Chief Executive”	the Chief executive of the Company appointed from time to time by the Board
“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
“Country Groups”	the groups created pursuant to Article 18
“the Directors”	the Directors for the time being of the Company

“executed”	includes any mode of execution
“Finance Committee”	the Committee appointed pursuant to Article 15
“Independent Members”	individuals who are not officers or employees of a Subscribing Organisation and who serve as either Directors or a member of the Nominations Committee
“Nominations Committee”	the committee appointed pursuant to Article 16
“Office”	the registered office of the Company
“Remuneration Committee”	the remuneration committee appointed pursuant to Article 17
“the Secretary”	means the secretary of the Company appointed by the Board of Directors
“Subscribing Organisation”	an organisation paying to the Company a subscription or other financial contribution, as specified by the Board, or on whose behalf such a subscription or contribution is paid
“the United Kingdom”	the United Kingdom of Great Britain and Northern Ireland

- 2.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

3. **OBJECTS**

The Company is established for the objects expressed in the Memorandum of Association.

4. **MEMBERS**

- 4.1 Other than the persons who are members at the date of adoption of these Articles, no person or body shall be admitted as a member of the Company unless it is nominated by the Nominations Committee and approved by the Board. Nominations for membership of the Company may be made by either any member of the Company after consultation with the Nominations Committee or by a majority of the Board of Directors. The members, Directors and or the Nominations Committee shall not discriminate in any way between applicants by reason of race, colour, creed, sex, disability, age or sexual orientation.
- 4.2 Every person or body who wishes to become a member shall deliver to the Company an application for membership in such form as the Directors require to be executed by it.

- 4.3 Membership shall not be transferable and shall cease on death, insolvency, dissolution or breach, by the respective member, of the Articles of Association of the Company for the time being.
- 4.4 Any member may resign his membership at any time by giving three months, or such shorter period as is acceptable to the Board, notice in writing to the Secretary of the Company of his intentions so to do but any person ceasing by any means to be a member shall remain liable for and shall pay to the Company all monies due from him to the Company at the time of his ceasing to be a member or for which he may become liable under the provisions of the Memorandum of Association.
- 4.5 The members (except the member in question) may, by resolution passed by a majority consisting of not less than two-thirds of the members present at the relevant meeting, refuse to continue any member ("the Exiting Member") provided that the Exiting Member:

4.5.1 has been given reasonable notice of that meeting; and

4.5.2 has been given a reasonable opportunity to defend the proposed resolution,

and after such passing of the resolution, the Exiting Member shall cease to be a member and his name shall be removed from the Register of Members of the Company.

5. GENERAL MEETINGS

- 5.1 The Company shall in each 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; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held at such time and place as the Board of Directors shall appoint.
- 5.2 The Board of Directors may call general meetings. All general meetings other than annual general meetings shall be called extraordinary general meetings. Extraordinary general meetings shall also be convened on such requisition or, in default, may be convened by such requisitions as is provided by the Act.

6. NOTICE OF GENERAL MEETINGS

- 6.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be convened by the Secretary giving at least twenty-one clear days' notice of the meeting to members.
- 6.2 All other meetings of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen clear days' notice in writing issued by the Secretary but a general meeting may be called by shorter notice if it is so agreed:
- 6.2.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

- 6.2.2 in the case of any other meeting by a majority together representing not less than ninety-five per cent of the total voting rights at the meeting of all the members;

provided that a meeting called by shorter notice shall not include as business the winding up of the Company, or the removal from office of a member or removal from office of a Director.

- 6.3 The notice issued by the Secretary shall specify the time and place of the meeting and the nature of the business to be transacted.
- 6.4 Subject to the provisions of these Articles notice of general meetings shall be given to all members, to all Directors and to the auditors.
- 6.5 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.
- 6.6 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies.

7. PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any general meeting unless a quorum of members is present personally or, in the case of a corporate member, by its duly authorised representative. Four persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member shall be a quorum. If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to such time and place as the members may determine, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting then those members present shall be a quorum.
- 7.2 The Directors shall not be required to give notice of a meeting of the Directors to any Director for the time being absent from the United Kingdom unless that Director is both, at the time of the meeting, within Ireland and has given notice of that address to the Company in advance of the respective meeting.
- 7.3 The Chair, or Deputy Chair in the Chair's absence, shall preside as Chair at every general meeting of the Company, or if neither the Chair or the Deputy Chair shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect one of their number to be chair of the meeting.
- 7.4 The Chair may, with the consent of any 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 any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

7.5 A declaration by the Chair that a resolution has been carried or carried unanimously, or a particular majority, or lots, or not carried by a particular majority and an entry to the effect in the minutes of a 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.

7.6 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 it 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.

8. INTERESTS OF MEMBERS

8.1 Unless approved by the Board of Directors no member shall take or hold any interest in any property held or used for the purpose of the Company.

8.2 A member who has any financial interest in the supply of work or goods to or for the purposes of the Company, any contract or proposed contract concerning the Company or any other matter relating to the Company or who has any other interest in any matter relating to the Company shall:

8.2.1 disclose the nature and extent of its interest; and

8.2.2 if it is present at a meeting of the Company or of any committee of the Company at which such supply, contract or other matter is to be considered, not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which it is not entitled to vote.

8.3 The Company shall maintain registers of the disclosed interests of the Chair, the members and of such other senior members of staff at the Company as the Board of Directors shall determine and the registers shall be made available during normal office hours of the Company to any person wishing to inspect same.

9. VOTES OF MEMBERS

9.1 On a show of hands every member present in person or by proxy or, in the case of a corporate member or unincorporated association, being present by its duly authorised representative shall have one vote. In the case of an equality of votes, the Chair shall have a second or casting vote.

9.2 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in a form acceptable to the Board of Directors.

9.3 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority notarially or in some other way approved by the Directors may:

9.3.1 be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose 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; or

9.3.2 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

9.3.3 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 chair of that meeting or to the Secretary or to any Director,

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

9.4 A vote given by proxy 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 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.

10. **THE BOARD OF DIRECTORS**

10.1 The Company and the property and affairs thereof shall be under the control and management of the Board of Directors. The Board of Directors shall carry on and conduct the Company in accordance with any relevant statutory provisions for the time being in force, and any relevant orders or regulations made thereunder and in accordance with the Memorandum and Articles of Association of the Company, and shall exercise all the powers of the Company whatsoever, save only such powers as under the Memorandum and Articles of Association of the Company or under the Act are required to be exercised by the Company in general meeting, and subject to the provisions of these Articles, and in particular but without restriction to the generality of the foregoing shall be responsible for:

10.1.1 the appointment and removal of the Chief Executive (acting by a majority of all Directors);

10.1.2 the appointment and removal of the members of the Finance Committee;

10.1.3 the appointment and removal of the members of the Nominations Committee;

10.1.4 the appointment and removal of the respective members of the Country Groups;

10.1.5 the appointment and removal of the members of the Remuneration Committee;

- 10.1.6 the determination of the delegated powers and remit of the Finance Committee, the Nominations Committee, the Remuneration Committee and the Country Groups;
 - 10.1.7 oversight of the performance and effectiveness of the Finance Committee, the Nominations Committee, the Remuneration Committee and the Country Groups;
 - 10.1.8 the determination of the level of subscriptions payable in each year by the Subscribing Organisations;
 - 10.1.9 the funding of the Company's operations;
 - 10.1.10 approving annual estimates of income and expenditure.
- 10.2 The Board of Directors shall comprise not less than thirteen and not more than twentyfive Directors appointed in accordance with the provisions of these Articles. The Members may from time to time in general meeting determine, by ordinary resolution, to increase or reduce the number of Directors and in what order of rotation any increased or reduced number of Directors shall go out of office, and may make the appointments necessary for effecting any such increase or decrease.
- 10.3 John Randall, Jane Stichbury, Bertie Woolnough, Paul Cavadino, Michael Selby, Lorna Whyte, Malcolm Dawson, Gareth Hadley, Jonathon Potts, William Rattray and Jane Furniss are automatically appointed upon the adoption of these Articles as Directors of the Company.
- 10.4 Otherwise then as set out in Article 10.3 the composition of the Board of Directors shall made up of Directors nominated by the Nominations Committee to be appointed as Directors by the Board (all of whom shall be appointed, subject to Article 10.7, for a fixed term of office).
- 10.5 Each Director, except for the Directors appointed pursuant to Article 10.3, shall be nominated by the Nominations Committee in accordance with Articles 10.4, 10.6 or pursuant to Article 10.7.
- 10.6 No persons other than a Director appointed pursuant to Article 10.3, shall be appointed a director of the Company at a Board Meeting unless the Nominations Committee has:
- 10.6.1 nominated the nominee, in writing, to the Board for appointment by the Board;
 - 10.6.2 not less that seven nor more than fourteen clear days before the date appointed for holding the Nominations Committee meeting given notice to all who are entitled to receive notice of the Nominations Committee meeting of such nominee. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the Company's register of Directors;
 - 10.6.3 confirmed the nominee is eligible to be a member of the Company; and

- 10.6.4 confirmed that the nominee has given notice of his willingness to be elected as a Director.
- 10.7 Notwithstanding Article 10.9, the Nominations Committee may nominate a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that such person fits into one of the following categories:

10.7.1 such nominee has been nominated after the Nominations Committee has invited Subscribing Organisations or Country Groups to submit nominees; or

10.7.2 an invite to specific organisations previously approved by the Board to recommend a nominee has been made by the Nominations Committee; or

10.7.3 an Independent Member has been nominated; and

in each case the appointment does not cause the number of Directors to exceed any number fixed in accordance with these Articles as the maximum number of Directors.

- 10.8 Each such person appointed as a Director by the Board shall be capable of being removed and/or replaced by the Board at any time before the expiration of their term of office.

11. TERM OF OFFICE OF DIRECTORS

11.1 Directors shall be appointed for a period not exceeding three years.

11.2 Directors retiring at the end of their terms of office shall be eligible for re-appointment. Unless otherwise resolved by the Board of Directors, Directors shall not serve for more than two consecutive terms of office.

12. PERSONS INELIGIBLE TO BE DIRECTORS

12.1 No person who is under the age of 18 years shall be eligible for appointment or re-appointment as a Director.

12.2 The office of a Director shall be vacated if that person:

12.2.1 ceases to be a Director by virtue of any provision of the Act or these Articles or becomes prohibited by law from being a Director; or

12.2.2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or

12.2.3 is, or may be, suffering from mental disorder and either:

12.2.3.1 is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

- 12.2.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for that person's detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to that person's property or affairs; or
 - 12.2.4 resigns his or her office by notice to the Company; or
 - 12.2.5 shall for more than three consecutive meetings of the Board of Directors have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his or her office be vacated;
 - 12.2.6 is disqualified from acting as a director under the Company Directors Disqualification Act 1986.
- 12.3 A person shall be disqualified from holding, or from continuing to hold, office as a Director if, within 5 years before the appointment would otherwise have taken effect, or since the appointment, he or she has been convicted, whether in the United Kingdom or elsewhere, of any offence and has had passed on him or her a sentence of imprisonment (whether suspended or not) for a period of not less than 3 months without the option of a fine. This provision should be disregarded if any conviction by or before a Court outside the United Kingdom of any offence in respect of which, if it had taken place in any part of the United Kingdom, would not have constituted an offence under the law in force in that part of the United Kingdom. Where, by virtue of this paragraph, a person becomes disqualified from holding office as a Director that person shall give notice of that fact to the Board of Directors.
- 12.4 No Director shall take or hold any interest in any property held or used for the purposes of the Company otherwise than as permitted by the Memorandum of Association.
- 13. **ORDINARY AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**
- 13.1 Ordinary meetings of the Board of Directors shall be held at such times as may from time to time be thought fit by the Board of Directors provided that in each year not less than four ordinary meetings be held.
- 13.2 A special meeting may at any time be summoned by direction of the Board of Directors or the Chair or Deputy Chair for the time being, or shall be summoned at the request in writing of any three Directors. No business shall be transacted at any special meeting other than any business specified in the notice summoning the meeting and any business incidental thereto. Any such meeting shall be convened by the Secretary within twenty-one days of receiving the direction or the request.
- 13.3 Every ordinary or special meeting shall be summoned by notice in writing delivered or addressed and posted to each Director. In the case of an ordinary or special meeting such notice shall be delivered or posted by the Secretary seven clear days before the date of the meeting save that in the case of a special meeting summoned by the Chair (or in the Chair's absence the Deputy Chair) only three clear days' notice need be given.

14. PROCEEDINGS AT MEETINGS OF THE BOARD OF DIRECTORS

- 14.1 The Directors shall appoint a Chair of the Board of Directors who shall be a person who is not an officer or employee of any Subscribing Organisation. The first Chair shall be John Randall. The Directors shall appoint a Deputy Chair of the Board of Directors.
- 14.2 The Chair, or Deputy Chair in the Chair's absence, shall preside as Chair at any general meeting of the Company, or if neither the Chair or the Deputy Chair shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present shall elect one of their number to be the Chair of the meeting.
- 14.3 The Chair shall be entitled to be remunerated by the Company for his services in accordance with a service agreement which shall be approved by the Board.
- 14.4 The Directors may be reimbursed for any travelling, hotel or other expenses incurred by them in attending and returning from meetings of the Board or any committee or general meeting of the Company or in connection with the business of the Company.
- 14.5 The term of office of the Chair shall be a maximum of three years (with the term of office being specified on appointment). The Chair may, at any time, on giving reasonable notice in writing to the Board of Directors, resign his office.
- 14.6 At the first meeting following the expiry of the term of office of the Chair, or following the resignation of the Chair, the Directors shall appoint a new Chair.
- 14.7 Chairs retiring at the end of their term of office shall be eligible for reappointment, but shall not hold office for a period of more than six consecutive years as Chair.
- 14.8 The Chair, or in the Chair's absence the Director appointed pursuant to Article 14.1 to act as Chair, shall preside at meetings of the Board of Directors.
- 14.9 Questions arising at a Board of Directors meeting shall be decided by a majority of votes. Every Director shall have one vote. In the event of an equality of votes at a meeting the Chair shall have a second or casting vote. Votes shall be given in person and not by proxy or by way of postal vote.
- 14.10 No business shall be transacted at any meeting unless a quorum, being three Directors, is present at the commencement of the meeting and at the time the business in question is transacted.
- 14.11 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 shall stand adjourned to such time and place as the Directors present may determine. At that adjourned meeting those Directors present (being at least 2 persons) shall be a quorum.
- 14.12 The Chair 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 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.

- 14.13 A Director who has any financial interest in the supply of work or goods to or for the purposes of the Company, any contract or proposed contract concerning the Company, or any other matter relating to the Company or who has any other interest in any matter relating to the Company shall:

14.13.1 disclose the nature and extent of that interest; and

14.13.2 if he or she is present at a meeting of the Board of Directors or of any committee of the Company at which such supply, contract or other matter is to be considered, shall not take part in the consideration or vote on any question with respect to it and shall not be counted in the quorum present at the meeting in relation to a resolution on which he or she is not entitled to vote.

- 14.14 The Secretary shall maintain registers of interests of Directors.

- 14.15 The validity of any proceedings shall not be affected by a vacancy among the Directors or by any defect in the appointment or nomination of a Director.

- 14.16 Subject to these Articles, the Board of Directors may regulate its proceedings as it thinks fit.

- 14.17 A resolution in writing signed by all the directors for the time being entitled to receive notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.

- 14.18 Subject to the prior approval of the Chair, or in the Chair's absence the Director appointed to act as Chair having been obtained, a member of the Board of Directors or of a committee of the Board of Directors may participate in a meeting of the Board of Directors or a committee of the Board of Directors by means of such conference, telephone or other similar communications equipment as permits all persons participating in the meeting to hear each other and a member of the Board of Directors participating in such a meeting by such means shall be deemed to be present at the meeting and be counted in the quorum.

- 14.19 The Directors may delegate any of their powers to committees consisting of such Member or Members of the Company as they think fit, and any committee so formed shall, in the exercise of power so delegated, conform to the Articles and to any regulations and bye-laws imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Directors so far as applicable, and so far as the same shall not be superseded by any regulations made by the Directors. All proposed acts and proceedings of any such committee shall be reported to the Directors as soon as possible and the Directors reserve their right to veto any such act or proposal as they see fit.

- 14.20 A Director shall not be entitled to appoint an alternate Director in his place and Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company. The Board may appoint, on the nomination of the Nominations Committee, an individual who may attend any meeting of the Board in the place of a named Director, in the event that such named Director is unable to attend. Such individual shall have no voting rights and shall only be entitled to act as an observer of that meeting.

15. FINANCE COMMITTEE

- 15.1 The Finance Committee shall be appointed by the Board and shall consist of not less than five and not more than seven individuals at any one time, five of whom shall be Directors, one of which shall be appointed to act as Chair at such committee meetings.

- 15.2 The principal duties of the Finance Committee, but without restriction on the generality of the foregoing, shall be to advise the Board on:

- 15.2.1 the recommendation and appointment of the auditors of the Company;
- 15.2.2 the periodic review of financial statements and the performance review of the Company against any financial budgets;
- 15.2.3 the financial regulations of the Company;
- 15.2.4 the consideration of budget proposals and the recommendation of the annual budget to the Board; and
- 15.2.5 to carry out any other financial matters of or relating to the Company as the Directors may direct from time to time.

16. NOMINATIONS COMMITTEE

- 16.1 The Nominations Committee shall be appointed by the Board and shall consist of the Chair of the Board, three Directors and one independent member, such independent member not being an officer or employee of a Subscribing Organisation.

- 16.2 The principal functions of the Nominations Committee, but without restriction on the generality of the foregoing, shall be:

- 16.2.1 to advise the Board on the appointment of Directors to the Board, in relation to the balance of interests, skills and experience of Directors, having regard to the statement of Governance Policy maintained by the Board;
- 16.2.2 to keep under review the composition of the Board generally and to advise the Board on any changes that the Committee may think desirable to ensure that the balance of interests represented on the Board remains appropriate; and
- 16.2.3 to comply with or carry out any other duties delegated to it by the Board from time to time.

17. REMUNERATION COMMITTEE

- 17.1 The Remuneration Committee shall be appointed by the Board and shall consist of five members, comprising of the Chair to the Board and four other Directors, one of whom shall act as Vice Chair of the Committee.
- 17.2 The principal functions of the Remuneration Committee, but without restriction on the generality of the foregoing, shall be to advise the Board on all matters relating to the pay, benefit and conditions of employment of the Chair of the Board and the Chief Executive and make such recommendations to the full Board and:
- 17.2.1 to advise the Chief Executive and Chair on annual pay reviews for those senior staff reporting directly to the Chief Executive; and
- 17.2.2 to advise the Board and the Chief Executive on the policy on conditions of service of all other members of staff.
- 17.3 The Chair shall withdraw from any meeting at which his or her remuneration is under consideration, with the chair being taken for that item by the Vice Chair of the Committee.

18. COUNTRY GROUPS

- 18.1 The Country Groups will each comprise a committee for each of the countries of Scotland, Wales and Northern Ireland, each comprising of a Chair and such other members as the Board of the Company shall appoint.
- 18.2 The principal functions of the respective Country Groups, but without restriction on the generality of the foregoing, shall be:
- 18.2.1 to advise the Board on the discharge of the Board's responsibilities in the respective Country of that Country Group; and
- 18.2.2 to carry out such other duties delegated to it by the Board from time to time.

19. CHIEF EXECUTIVE

- 19.1 The Chief Executive shall be appointed by the Board.
- 19.2 The Principal duties of the Chief Executive, but without restriction on the generality of the foregoing, shall be the effective and efficient management of the business of the Company, within the policies determined from time to time by the Board, and under the general direction of the Chair.

20. SECRETARY OF THE COMPANY

- 20.1 Subject to the provisions of the Act, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit;

and any Secretary so appointed may be removed by them; provided always that no Director may hold office as Secretary where such office is remunerated.

- 20.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

21. **MINUTES**

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

- 21.1 of recording the names and addresses of all members; and
- 21.2 of all appointments of officers made by the Directors; and
- 21.3 of all proceedings at meetings of the Company and of the Directors and of committees constituted pursuant to these Articles including the names of Directors and members (as appropriate) present at each such meeting.

22. **THE SEAL**

The Company shall not have a seal. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall not apply to the Company and any two Directors or a Director and the Secretary, signing together, shall replace the requirement of the Company seal on share certificates. Regulation 10 of Table A shall not apply to the Company.

23. **ACCOUNTS**

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 Directors or by ordinary resolution of the Company.

24. **ANNUAL REPORT**

In the event that the Company shall be registered as a charity the Directors shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment, extension or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

25. **ANNUAL RETURN**

In the event that the Company shall be registered as a charity the Directors shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment, extension or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

26. **NOTICES**

- 26.1 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 Directors need not be in writing.

- 26.2 The Company may give notice to a member either personally or by sending it by first class post in a pre- paid envelope addressed to the member at its registered address or by leaving it at that address, or (if it has no registered address within the United Kingdom) to or at the address, if any, within the United Kingdom or, pursuant to Article 7.2 within Ireland, supplied by it to the Company for the giving of notices to it, but otherwise, no such member shall be entitled to receive any notice from the Company.
- 26.3 Where a notice is sent by first class post, proof of the notice having been posted in a properly addressed, prepaid envelope shall be conclusive evidence that the notice was given and shall be deemed to have been given at the expiration of 24 hours after the envelope containing the same is posted.
- 26.4 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least seven days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

27. APPLICATION OF INCOME

The income of the Company shall be applied solely towards the provision of all or any of the objects of the Company in accordance with Clause 3 of the Memorandum of Association of the Company at such time or times and in such manners the Directors shall think fit, with power to the Directors to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Directors shall think fit provided always that the payment of dividends to the members is prohibited.

28. WINDING UP

Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

29. INDEMNITY

- 29.1 In the lawful execution of their duties and the exercise of their rights in relation to the affairs of the Company (and without prejudice to any indemnity to which they may otherwise be entitled) every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by them and arising by reason of any improper investment made by or for the Company in good faith (so long as that director shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by that director in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly not necessary or by reason of any mistake or

omission made in good faith by that director or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the Director or other officer of the Company who is sought to be made liable.

- 29.2 The Directors shall have power to purchase and maintain at the expense of the Company for the benefit of any Director, officer or auditor of the Company insurance against any such liability as is referred in section 310(1) of the Act and, subject to the provisions of the Act, against any other liability which may attach to that director for loss or expenditure which that director may incur in relation to anything done or alleged to have been done or omitted to be done as a Director, officer or auditor.

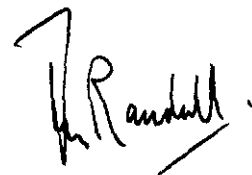
30. **RULES OR BYE-LAWS**

- 30.1 The Directors 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 Company 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:

- 30.1.1 the admission and classification of members of the Company, 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;
- 30.1.2 the terms on which organisations may become Subscribing Organisations, and the rights and privileges of such Subscribing Organisations, and the terms on which status as a Subscribing Organisation may be terminated, and the entrance fees, subscriptions and other fees or payments to be made by or on behalf of Subscribing Organisations;
- 30.1.3 the conduct of members of the Company in relation to one another, and to the Company's servants;
- 30.1.4 the procedure at general meetings in Article 7 and meetings of the Directors and committees constituted pursuant to these Articles in so far as such procedure is not regulated by these Articles;
- 30.1.5 and, generally, all such matters as are commonly the subject matter of such rules,

provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum of Association of the Company or these Articles,

- 30.2 The Company shall have power to alter or repeal the rules or bye-laws referred to in Article 30.1 and to make additions thereto. The Directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this Article 30 which, so long as they shall be in force, shall be binding on all members.


Chair.