

Company No: 04826715

The Companies Act 2006

COMPANY LIMITED BY GUARANTEE

**SPECIAL RESOLUTION
of
JSSC**

Passed as a Special Resolution

SATURDAY



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05/09/2009

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COMPANIES HOUSE

On 19 May, 2009 the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

Memorandum of Association

1. That, with effect from the passing of this resolution, the existing Memorandum of Association of the Company be amended as follows:

1.1 Clause 3 be deleted in its entirety and replaced with the following:

"3. The objects for which the Company is established are to promote the sound administration of the law and the enhanced efficacy of the fire and rescue service for the public benefit by:

3.1 advancing education in the United Kingdom through identifying education and training needs and providing training and learning opportunities within the justice sector and the fire and rescue service sector ("the two sectors"), including the development of apprenticeships, higher education and national occupational standards and NOS and NVQs and SVQs and other standards-based qualifications and related competency frameworks;

3.2 reducing the skills gaps and shortages and anticipating future needs;

3.3 improving productivity, business and public services performance through specific strategic actions based on analysis of sectoral priorities; and

3.4 increasing opportunities to develop and improve productivity of everyone in the workforce of the two sectors, including action to address equal opportunities."

1.2 The first paragraph of Clause 4 be deleted and replaced with the following:

"4. In the furtherance of the said objects but not further or otherwise the Company shall have the following powers:"

2. And consequently that, with effect from the passing of this resolution, the document produced to this meeting and for the purpose of identification marked "A" is approved and adopted as the Memorandum of Association of the Company in substitution for and to the exclusion of all existing Memoranda of Association of the Company.

Dated: 19 May 2009

Certified true copy:.....*T. E. Sathan*.....
Secretary

MEMORANDUM OF ASSOCIATION
OF
JSSC

1. The name of the Company is 'JSSC'¹.
2. The Registered Office of the Company shall be situated in England and Wales.
3. The objects for which the Company is established are to promote the sound administration of the law and the enhanced efficacy of the fire and rescue service for the public benefit by:
 - 3.1 advancing education in the United Kingdom through identifying education and training needs and providing training and learning opportunities within the justice sector and the fire and rescue service sector ("the two sectors"), including the development of apprenticeships, higher education and national occupational standards and NOS and NVQs and SVQs and other standards-based qualifications and related competency frameworks;
 - 3.2 reducing the skills gaps and shortages and anticipating future needs;
 - 3.3 improving productivity, business and public services performance through specific strategic actions based on analysis of sectoral priorities; and
 - 3.4 increasing opportunities to develop and improve productivity of everyone in the workforce of the two sectors, including action to address equal opportunities.
4. In the furtherance of the said objects but not further or otherwise the Company shall have the following powers:
 - 4.1 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;
 - 4.2 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;

¹ The Company's name was changed from JSSC Limited on 13 January 2004, the Company's members having resolved to effect such change by resolution passed on 21 November 2003.

- 4.3 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;
- 4.4 to acquire (whether beneficially or as director) by gift, devise, bequest, purchase, lease, hire, or otherwise any room 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;
- 4.5 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;
- 4.6 to establish, undertake and execute any trusts which may lawfully be undertaken by the Company and are directly ancillary to its objects;
- 4.7 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;
- 4.8 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;
- 4.9 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;
- 4.10 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;

- 4.11 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;
- 4.12 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;
- 4.13 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;
- 4.14 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;
- 4.15 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;
- 4.16 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.
5. 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.
6. The liability of the Members is limited.
7. 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.

8. 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 charitable 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.
9. Nothing in this Memorandum of Association shall authorise an application of the property of the Company for purposes which are not charitable in accordance with Section 7 of the Charities and Trustee Investment (Scotland) Act 2005.