

Company No: 04826715

The Companies Act 1985

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

of

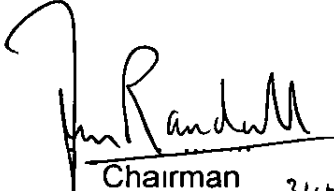
JSSC

Passed as a Special Resolution

On 30 March, 2010 the following resolution was duly passed as a special resolution

SPECIAL RESOLUTION

THAT the articles of association of the Company be amended by the adoption of the articles of association appended to this resolution to the exclusion of the existing articles of association of the Company with immediate effect


Chairman 31st March 2010



T. E. Skelton
Company Secretary

31st March, 2010

ARTICLES OF ASSOCIATION

OF

JSSC

(as amended by special resolutions dated:

4 November 2004

26 September 2007

19 May 2009

& 30 March 2010)

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

COMPANIES HOUSE

(as amended by special resolutions dated: 4 November 2004, 26 September 2007, 19
May 2009 & 30 March 2010)

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"	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force
"the Articles"	these Articles of Association, whether as originally adopted or as from time to time altered by special resolution
"the Board "	the Directors for the time being acting as the board of the Company
"the Chair"	means the chair of the Company appointed by the Board
"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
"the Company"	means JSSC, Company No 04826715, Registered Charity No 1107141

"the Council"	means the Members
"Country Groups"	the groups created pursuant to Article 25
"the Deputy Chair"	means the deputy chair of the Company appointed by the Board
"the Directors"	the directors for the time being of the Company
"executed"	includes any mode of execution
"Finance & Audit Committee"	the committee appointed pursuant to Article 22
"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
"the Members"	means the members of the Company
"the Memorandum"	means the Memorandum of Association whether as originally subscribed or as from time to time altered by special resolution by the Company
"Nominations Committee"	the committee appointed pursuant to Article 23
"Occupational Groups"	the groups created pursuant to Article 24
"Office"	the registered office of the Company
"Remuneration Committee"	the remuneration committee appointed pursuant to Article 24
"the Secretary"	means the secretary of the Company appointed by the Board
"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 words importing one gender shall include all genders, and the singular includes the plural and vice versa, and

2 3 wording importing persons shall include corporations

2 4 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 which is now treated as forming part of these Articles under the Act

4. **POWERS**

The Company is established with the powers expressed in the Memorandum which is now treated as forming part of these Articles under the Act

5. **LIABILITY OF MEMBERS**

The Company is established with the liability of Members being limited as expressed in the Memorandum which is now treated as forming part of these Articles under the Act

6. **MEMBERS OF COUNCIL**

6 1 The members of Council are the Members

6 2 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 unless he is approved by the Board

6 3 Membership is open to individuals or corporations who

6 3 1 apply in the form required by the Board, and

6 3 2 are approved by the Board

6 4 The Board shall not discriminate in any way between applicants by reason of race, colour, creed, sex, disability, age or sexual orientation

6 5 The Board may only refuse an application for membership, if, acting reasonably and properly, they consider it to be in the best interests of the Company to refuse the application

6 6 The Board must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision

6 7 The Board must consider any written representations the applicant may make about the decision The Board's decision following any written representations must be notified to the applicant in writing but shall be final

- 6 8 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
- 6 9 Membership shall not be transferable and shall cease on death, insolvency, dissolution or breach, by the respective Member, of the Articles
- 6 10 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 Articles
- 6 11 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 Existing Member") provided that the Existing Member
- 6 11 1 has been given reasonable notice of that meeting, and
- 6 11 2 has been given a reasonable opportunity to defend the proposed resolution,
- and after such passing of the resolution, the Existing Member shall cease to be a Member and his name shall be removed from the Register of Members of the Company

7. GENERAL MEETINGS

- 7 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 shall appoint
- 7 2 The Board may also call other general meetings for the purposes of passing ordinary and special resolutions as well as at least two council meetings ("Council Meetings") per annum
- 7 3 The Purpose of the Council Meetings are
- 7 3 1 to debate the strategic direction of the Company and its wider strategy including overall vision, mission and values and the overall scope of its activities in order to assist the Board in formulating strategy Council shall provide detailed reports of all such debates to the Board,

7 3 2 to discuss a range of policy issues on which the Council shall be consulted from time to time by the Board including the overall scope of current and future activities within the sectors in which the Company operates and also policy affecting those activities which cut across sectors , such as equality and diversity,

7 3 3 to further and strengthen relationships with stakeholders and employers, funding bodies and government departments (throughout the UK) and organisations representing the workforces within the sectors in which the Company operates,

7 3 4 to provide active networking, intelligence and advice on matters, such as skills foresight and the use of apprenticeships, which will shape the longer term policy of the Company and on existing and future opportunities and challenges, and

7 3 5 to discuss and approve the Guidance to the Nominations Committee as to the balance of interests, skills and experience required on the Board under Article 23 1 1

8. NOTICE OF GENERAL MEETINGS AND COUNCIL MEETINGS

- 8 1 An annual general meeting, a general meeting called for the passing of an ordinary or special resolution or a Council Meeting shall be convened by the Secretary giving at least fourteen clear days' notice of the meeting to Members
- 8 2 A general meeting or a Council Meeting may be called by shorter notice if it is so agreed,
- 8 2 1 by a majority together representing not less than ninety 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
- 8 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
- 8 4 If the meeting is for a special resolution the exact wording of the resolution should be provided
- 8 5 Subject to the provisions of these Articles notice of general meetings and Council Meetings shall be given to all Members and Directors
- 8 6 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

- 8 7 Notwithstanding that the Company does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 324 of the Act as to giving information to Members in regard to their right to appoint proxies

9. **PROCEEDINGS AT GENERAL MEETINGS AND COUNCIL MEETINGS**

- 9 1 No business shall be transacted at any general meeting or Council Meeting unless a quorum of Members is present personally or, in the case of a corporate Member, by its duly authorised representative

- 9 2 A quorum is

9 2 1 Ten Members in person or by proxy and entitled to vote upon the business to be conducted at the meeting, or

9 2 2 25% of the total membership at the time
whichever is the greater

- 9 3 If within half an hour from the time appointed for the Council Meeting or general meeting a quorum is not present the Council Meeting or 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

- 9 4 The Chair, or Deputy Chair in the Chair's absence, shall preside as Chair at every general meeting and Council 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

- 9 5 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

- 9 6 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

10. INTERESTS OF MEMBERS

- 10 1 Unless approved by the Board no Member shall take or hold any interest in any property held or used for the purpose of the Company
- 10 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
- 10 2 1 disclose the nature and extent of its interest, and
- 10 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
- 10 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 shall determine and the registers shall be made available during normal office hours of the Company to any person wishing to inspect the same

11. VOTES OF MEMBERS

- 11 1 Every Member, whether an individual or an organisation shall have one vote
- 11 2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- 11 3 Any organisation that is a Member of the Company may nominate any person to act as its representative at any meeting of the Company
- 11 4 The organisation must give written notice to the Company of the name of its representative The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Company The representative may continue to represent the organisation until written notice to the contrary is received by the Company
- 11 5 Any notice given to the Company will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked The Company shall not be required to consider whether the representative has been properly appointed by the organisation

12. CONTENT OF PROXY NOTICES

- 12 1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which
- 12 1 1 states the name and address of the Member appointing the proxy,
 - 12 1 2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed,
 - 12 1 2 1 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine,
 - 12 1 2 2 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate, and
 - 12 1 2 3 Is delivered not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person proposed in the instrument is proposed to vote
- 12 2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 12 3 Proxy notices may specify how the proxy appointed under them is to vote (or that proxy is to abstain from voting) on one or more resolutions
- 12 4 Unless a proxy notice indicate otherwise, it must be treated as
- 12 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meetings, and
 - 12 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

13. DELIVERY OF PROXY NOTICES

- 13 1 A person who is entitled to attend, speak or vote (either on show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person
- 13 2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 13 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

- 13 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf

14. WRITTEN RESOLUTIONS

- 14 1 An ordinary resolution in writing agreed by a simple majority (and a majority of not less than 75% for a special resolution) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that

14 1 1 a copy of the proposed resolution has been sent to every eligible Member,

14 1 2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution, and

14 1 3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date

- 14 2 A resolution in writing may comprise several copies to which one or more Members have signified their agreement

- 14 3 In the case of a Member that is a corporation, its authorised representative may signify its agreement

15. THE BOARD OF DIRECTORS

- 15 1 The Company and the property and affairs thereof shall be under the control and management of the Board. The Board 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 there under and in accordance with the Articles, and shall exercise all the powers of the Company whatsoever, save only such powers as under the Articles 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

15 1 1 the appointment and removal of the Chief Executive,

15 1 2 the appointment and removal of the members of the Finance & Audit Committee,

15 1 3 the appointment and removal of the respective members of the Country Groups,

- 15 1 4 the appointment and removal of the members of the Remuneration Committee,
- 15 1 5 the appointment and removal of the members of the Occupational Groups,
- 15 1 6 the determination of the delegated powers and remit of the Finance & Audit Committee, the Nominations Committee, the Remuneration Committee, the Occupational Groups and the Country Groups,
- 15 1 7 oversight of the performance and effectiveness of the Finance & Audit Committee, the Nominations Committee, the Remuneration Committee, the Occupational Groups and the Country Groups,
- 15 1 8 the determination of the levels of subscriptions payable in each year by the Subscribing Organisations,
- 15 1 9 the funding of the Company's operations,
- 15 1 10 approving annual estimates of income and expenditure
- 15 2 The Board shall comprise not less than nine and not more than seventeen 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 may make the appointments necessary for effecting any such increase or decrease

16. APPOINTMENT OF DIRECTORS

- 16 1 The Company may by ordinary resolution appoint a person who is willing to act to be a Director
- 16 2 No person may be appointed a Director at any general meeting unless
 - 16 2 1 he or she is recommended for election by the Directors, or
 - 16 2 2 he or she is recommended for election by two or more Members
 - 16 2 3 not less than fourteen nor more than 35 clear days before the date of the meeting, the Nominations Committee is given a notice
 - (a) that is signed by at least two Members entitled to vote at the meeting,
 - (b) states the Members' intention to propose the appointment of a person as a Director,
 - (c) gives details of the skills and experience that the nominee will bring to the Board,
 - (d) contains the details that, if the person were to be appointed, the Company would have to file at Companies House, and

- (e) is signed by the person who is to be proposed to show his or her willingness to be appointed

- 16 3 All Members who are entitled to receive notice of a general meeting must be given not less than seven or more than twenty eight clear days' notice of any resolution to be put to the meeting to appoint a Director
- 16 4 The Directors may appoint a person who is willing to act to be a Director pursuant to articles 16 5 and 16 6
- 16 5 A Director appointed by a resolution of the other Directors must retire at the next annual general meeting
- 16 6 The Directors may appoint up to a maximum of five Directors prior to each and every AGM
- 16 7 The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors

17. POWERS OF DIRECTORS

- 17 1 The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Act, the Articles or special resolution
- 17 2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- 17 3 Any meeting of Directors at which a quorum is present at the time that the relevant decision is made may exercise all the powers exercisable by the Directors

18. TERM OF OFFICE OF DIRECTORS

- 18 1 Directors shall be appointed for a period not exceeding three years
- 18 2 Directors retiring at the end of their terms of office shall be eligible for re-appointment Unless otherwise resolved by the Board, Directors shall not serve for more than two consecutive terms of office

19. PERSONS INELIGIBLE TO BE DIRECTORS

- 19 1 No person who is under the age of 18 years shall be eligible for appointment or re-appointment as a Director
- 19 2 The office of a Director shall be vacated if that person
- 19 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

- 19 2 2 becomes bankrupt or makes any arrangement or composition with his or her creditors generally, or
- 19 2 3 is, or may be, suffering from mental disorder and either
 - 19 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
 - 19 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
- 19 2 4 resigns his or her office by notice to the Company, or
- 19 2 5 shall for more than three consecutive meetings of the Board 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, or
- 19 2 6 is disqualified from acting as a director under the Company Directors Disqualification Act 1986 (or any statutory re-enactment or modification of that provision),or
- 19 2 7 Is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
- 19 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
- 19 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 Articles

20. ORDINARY AND SPECIAL MEETINGS OF THE BOARD

- 20 1 Ordinary meetings of the Board shall be held at such times as may from time to time be thought fit by the Board provided that in each year not less than four ordinary meetings be held
- 20 2 A special meeting may at any time be summoned by direction of the Board 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
- 20 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

21. PROCEEDINGS AT MEETINGS OF THE BOARD

- 21 1 The Directors shall appoint a Chair of the Board who shall be a person who is not an officer or employee of any Subscribing Organisation The Directors shall appoint a Deputy Chair of the Board
- 21 2 The Chair, or Deputy Chair in the Chair's absence, shall preside as Chair at any meeting of the Board, 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
- 21 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
- 21 4 The term of office of the Chair shall be determined by the Board The Chair may, at any time, on giving reasonable notice in writing to the Board, resign his office
- 21 5 Any term of office determined by the Board can be terminated at any time with reasonable notice if the Board decide the circumstances require it
- 21 6 The remuneration of the Chair shall be agreed by the Board taking guidance from the Remuneration Committee

- 21 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
- 21 8 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
- 21 9 Questions arising at a Board 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 [‘In person’ includes being in person by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all other participants]
- 21 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 [‘Present’ includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all other participants]
- 21 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
- 21 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
- 21 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
- 21 13 1 disclose the nature and extent of that interest, and
- 21 13 2 if he or she is present at a meeting of the Board 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

- 21 14 The Secretary shall maintain registers of interest of Directors
- 21 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
- 21 16 Subject to the Articles, the Board may regulate its proceedings as it thinks fit
- 21 17 A resolution in writing or in electronic form agreed by the majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it has been passed at a meeting of the Directors duly convened and held provided that
- 21 17 1 A copy of the resolution is sent or submitted to all the Directors eligible to vote, and
- 21 17 2 A simple majority of Directors have signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date
- 21 18 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors have signified their agreement
- 21 19 Subject to the prior approval of the Chair, or in the Chair's absence the Deputy Chair, having been obtained, a meeting may be held by suitable electronic means in which each participant may communicate with all other participants. 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. This includes the power to delegate the appointment of a Chief Executive to a committee. 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
- 21 20 A Director shall not be entitled to appoint an alternate Director in his place

22. FINANCE & AUDIT COMMITTEE

- 22 1 The Finance & Audit 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
- 22 2 The principal duties of the Finance & Audit Committee, but without restriction on the generality of the foregoing, shall be to advise the Board on
- 22 2 1 the recommendation and appointment of the auditors of the Company,
 - 22 2 2 to conduct an annual audit meeting with the auditors and present the annual accounts to the Board,
 - 22 2 3 to receive and report to the Board on Internal Audit reports and periodic reports on risk management,
 - 22 2 4 the periodic review of financial statements and the performance review of the Company against any financial budgets,
 - 22 2 5 the financial regulations of the Company,
 - 22 2 6 the consideration of budget proposals and the recommendation of the annual budget to the Board,
 - 22 2 7 to carry out any other financial matters of or relating to the Company as the Directors may direct from time to time, and
 - 22 2 8 to commission appropriate internal reviews on financial procurement and procedures as required

23. NOMINATIONS COMMITTEE

- 23 1 The Nominations Committee shall be appointed by the Members and shall consist of the Chair of the Board and four other members, at least two of whom must be Directors
- 23 2 The principal functions of the Nominations Committee, but without restriction on the generality of the foregoing, shall be
- 23 1 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 as issued by the Board from time to time,
 - 23 1 2 to keep under review the composition of the Board generally and to advise the Board on any changes that the Nominations Committee may think desirable to ensure that the balance of interests represented on the Board remains appropriate, and

23 1 3 to comply with or carry out any other duties delegated to it by the Board from time to time

24. REMUNERATION COMMITTEE

24 1 The Remuneration Committee shall be appointed by the Board and shall consist of five members, comprising of the Chair and four other Directors, one of whom shall act as vice chair of the Committee

24 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 and the Chief Executive and make recommendations to the Board and

24 2 1 to advise the Chief Executive and Chair on annual pay reviews for those senior staff reporting directly to the Chief Executive, and

24 2 2 to advise the Board and the Chief Executive on the policy on conditions of service of all other members of staff

24 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

25. COUNTRY GROUPS

25 1 The Country Groups are sub committees of the Board and will each comprise a committee for each of the countries of Scotland, Wales and Northern Ireland

25 2 Each group will comprise of a Chair and such other members, which may include members who are not Directors, as the Board shall appoint

25 3 The principal functions of the respective Country Groups, but without restriction on the generality of the foregoing, shall be

25 3 1 to advise the Board on the discharge of the Board's responsibilities in the respective country of that Country Group, to advise the Board on strategy including assistance with drafting and proposals for the nations,

25 3 2 to assist the board with implementing the strategy, and

25 3 3 to carry out such other duties requested of it by the Board from time to time

26. OCCUPATIONAL GROUPS

26 1 The Occupational Groups are sub-committees of the Board and will each comprise a committee for each of the main occupational fields comprising the sector

- 26 2 Each group will comprise of a Chair and such other members, including members who are not Directors, as the Board of the Company shall appoint
- 26 3 The decision on whether to establish an Occupational Group to reflect a significant occupation within the sector will remain with the Board
- 26 4 The principal functions of the respective Occupational Groups, but without restriction on the generality of the foregoing, shall be
 - 26 4 1 to advise the Board on strategy including assistance with drafting and proposals for that occupational group,
 - 26 4 2 to assist the board with implementing the strategy, and
 - 26 4 3 to carry out such other duties requested of it by the Board from time to time

27. CHIEF EXECUTIVE

- 27 1 The Chief Executive shall be appointed by the Board
- 27 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
- 27 3 The Chief Executive shall be entitled to attend and speak at all meetings of the Council, the Board and all committees, save that the Chief Executive shall not attend any session of the Board at which the Board has resolved that no staff member shall be present or any meeting or part thereof where the salary of the Chief Executive is under discussion

28. SECRETARY OF THE COMPANY

- 28 1 A 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
- 28 2 Any provision in 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

29. MINUTES

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

- 29 1 of recording the names and addresses of all Members,
- 29 2 of all appointments of officers made by the Directors, and

29 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

30. SEAL

The Company shall not have a seal

31. ACCOUNTS

31 1 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by ordinary resolution of the Company

31 2 The Directors must prepare for each financial year accounts as required by the Act The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice

31 3 The Directors must keep accounting records as required by the Act

32. 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 1993 and the Charities Act 2006 (or any statutory re-enactment, extension or modification of those Acts) with regard to the preparation of an annual report and its transmission to the Commissioners

33. 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 1993 and the Charities Act 2006 (or any statutory re-enactment, extension or modification of those Acts) with regard to the preparation of an annual return and its transmission to the Commissioners

34. MEANS OF COMMUNICATION TO BE USED

34 1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company

34 2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent

- or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being
- 34 3 Any notice to be given to or by any person pursuant to the Articles
- 34 3 1 must be in writing, or
- 34 3 2 must be given in electronic form
- 34 4 The Company may give any notice to a Member either
- 34 4 1 personally, or
- 34 4 2 by sending it by post in a prepaid envelope addressed to the Member at his or her address, or
- 34 4 3 by leaving it at the address of the Member, or
- 34 4 4 by giving it in electronic form to the Member's address
- 34 5 A Member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 34 6 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 34 7 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Act
- 34 8 In accordance with section 1147 of the Act notice shall be deemed to be given
- 34 8 1 48 hours after the envelope containing it was posted, or
- 34 8 2 in the case of an electronic communication, 48 hours after it was sent

35. APPLICATION OF INCOME

- 35 1 The income and property of the Company shall be applied solely towards the promotion of the objects
- 35 2 A Director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company
- 35 3 A Director may benefit from trustee indemnity insurance cover purchased at the Company's expense in accordance with, and subject to the conditions in, section 73f of the Charities Act 1993
- 35 4 A Director may receive an indemnity from the Company in the circumstances specified in Article 37
- 35 5 None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Company This does not prevent a Member who is not also a Director receiving

35 5 1 a benefit from the Company in the capacity of a beneficiary of the Company,

35 5 2 reasonable and proper remuneration for any goods or services supplied by the Company

36. DISSOLUTION

36 1 The Members of the Company may at any time before, and in expectation of, its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways,

36 1 1 directly for the objects, or

36 1 2 by transfer to any charity or charities for purposes similar to the objects, or

36 1 3 to any charity or charities for use for particular purposes that fall within the objects

36 2 Subject to any such resolution of the Members of the Company, the Directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred

36 2 1 directly for the objects, or

36 2 2 by transfer to any charity or charities for purposes similar to the Objects, or

36 2 3 to any charity or charities for use for particular purposes that fall within the objects

36 3 In no circumstances shall the net assets of the Company be paid to or distributed among the Members of the Company (except to a member that is a charity itself) and if no resolution in accordance with article 58 (1) is passed by the Members or the Directors the net assets of the Company shall be applied for charitable purposes as directed by the Court or the Commission

37. INDEMNITY

37 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

- 37 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 permitted in sections 232-234 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

38. RULES OR BYE-LAWS

- 38 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

38 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,

38 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,

38 1 3 the conduct of Members of the Company in relation to one another, and to the Company's employees,

38 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,

38 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 these Articles

38 2 The Company shall have power to alter or repeal the rules or bye-laws referred to in Article 38 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 38 which, so long as they shall be in force, shall be binding on all Members

39. Nothing in these Articles 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