

Company No: 03644723

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
RESOLUTION IN WRITING
of
ASSESSMENT AND QUALIFICATIONS ALLIANCE
("Company")
Passed on 2 May 2012

By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of the required number of the directors of the Company who, at the date of circulating the resolution, were entitled to vote on the resolution the following resolution of the Company was duly passed

As a special resolution:

THAT the Memorandum of Association, in the form attached to this resolution, be amended and is hereby 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

Signed



Chair

Dated 2 May 2012



A12 05/05/2012 #259
COMPANIES HOUSE

Company No 3344723

The Companies Acts 1985, 1989 and 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
ASSESSMENT AND QUALIFICATIONS ALLIANCE

(amended by special resolution dated
5th April 2000, 22 February 2012 and 2 May 2012)

- 1 The name of the Company is Assessment and Qualifications Alliance ¹
- 2 The registered office of the Company will be situated in England
- 3 The objects for which the Company is established are generally to advance education for the benefit of the public including, without limitation, by the preparation, validation, accreditation, conduct and administration of
 - (a) examinations for the award of General Certificate of Education, General Certificate of Secondary Education and General National Vocational Qualification or such other certificate or certificates as may be substituted for them, and
 - (b) any other tests, examinations or other systems of assessing and recording academic or other achievement
- 4 In furtherance of its objects, the Company shall have the following powers which it may exercise either alone or in conjunction with other organisations having the same or similar objects
 - (a) to receive the property and assets of and assume the business and liabilities of each of AEB and NEAB for the purpose of carrying out the objects previously carried out by AEB and NEAB,
 - (b) to carry on the business of General National Vocational Qualifications formerly carried on by City & Guilds,

¹ The name of the Company was changed from Assessment & Qualifications Alliance on 30th November 1998

- (c) to determine the conditions in relation to the admissibility of candidates in respect of age or other particulars subject to such conditions or regulations as may be determined by the Secretary of State for Education and Employment or any successor department or by any other relevant authority or body,
- (d) to ensure, so far as is reasonably possible, that the standards of its awards are consistent from year to year and comparable with those of other bodies awarding certificates following similar examinations or systems of assessment to those of the Company,
- (e) to issue certificates showing the standards achieved by successful candidates in accordance with conditions specified from time to time by the Qualifications and Curriculum Authority (QCA) or any successor body or any other relevant authority or body,
- (f) to ensure that effective arrangements exist for the consideration of representations received from centres, other educational establishments, candidates, local education authorities and other persons or bodies affected by or concerned with its examinations,
- (g) to provide such information regarding its activities as it thinks fit to persons or bodies affected by or concerned with its examinations,
- (h) to conduct research into methods of examining, assessment and such other educational matters as the Company may from time to time determine,
- (i) to promote the participation of practising teachers in fulfilling the objects of the Company through such arrangements as the Company shall determine,
- (j) to develop and publish such syllabuses, examination papers and other documents as the Company may think desirable for the promotion of its objects,
- (k) to provide assistance to, co-operate with and enter into arrangements with the Secretary of State, the QCA (or any successor body), any local education authority, and any body, institution, establishment or authority whether national, local or otherwise necessary for the attainment of any or all of the objects of the Company,
- (l) to act as an advisory body on qualifications offered for university entrance purposes and as a validating body for university access courses,
- (m) to ensure that all existing examinations for the award of General Certificate

of Education, General Certificate of Secondary Education and General National Vocational Qualification which had been approved and published by AEB, City & Guilds and NEAB shall be offered by the Company for such time as the Company shall determine,

- (n) to the extent permitted by law, to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers from and against all such risks incurred in the course of performance of their duties as may be thought fit,
- (o) to raise funds by examination fees and to obtain, accept and receive such other funds by such means as it shall from time to time determine,
- (p) to print, publish or otherwise disseminate (whether in written, visual or machine readable form), with or without charge, any newspaper, periodical, book, brochure, syllabus, specification, examination paper, leaflet or other form of literature, information or document and broadcast, televise and to make and issue or otherwise to show films and videotapes and other media that the Company may think desirable for the promotion of its objects,
- (q) to issue appeals, hold public meetings, lectures, exhibitions and entertainments and to take all such other steps as may be necessary for the purpose of promoting and publicising the objects of the Company or procuring contributions to its funds in the form of donations, subscriptions covenants and otherwise,
- (r) to accept financial assistance provided by any external organisation,
- (s) to take any gift of real or personal property, whether subject to any special trust or not, for any of the objects of the Company,
- (t) subject to such consents if any as may be required by law to borrow and raise money for the purposes of the Company in such manner and on such reasonable terms and on such security as the Company may think fit,
- (u) to incur such expenditure as it shall consider necessary in carrying out its duties and attaining its objects,
- (v) to invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided,
- (w) to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the

Company may deem necessary for any of the purposes of the Company,

- (x) to purchase or otherwise acquire, dispose of, protect, extend and renew any patents, registered designs, trademarks, and service marks (whether registered or not), copyright, design right or any similar property rights which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly to benefit the Company and to use, exercise, develop, receive or grant licences in respect of or otherwise turn to account any of the same, for any purpose whatsoever which the Company may consider is calculated directly to give effect to its objects,
- (y) to construct maintain and/or alter any buildings or works acquired or to be acquired for any of the purposes of the Company,
- (z) subject to such consents if any as may be required by law, to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the property or assets of the Company,
- (aa) to carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly to advance the Company's interests,
- (bb) to purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, body or company carrying on any business which this Company is authorised to carry on, or possessed of property, assets or rights suitable for any of the objects of the Company,
- (cc) to form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to enter into partnerships or into any arrangements for sharing profits, union of interests, co- operation, reciprocal concessions, or otherwise, with any person, body or company for the purpose of carrying on business within any of the objects of the company,
- (dd) to appoint such committees as it considers necessary and delegate thereto power to act on its behalf provided that the action and proceedings of any such committees shall be fully and promptly reported to the Company except in such instances where a specific delegated decision-making function is allocated to those present or by resolution of the company,
- (ee) to appoint suitable officers and other staff for the proper exercise of its functions,
- (ff) to undertake obligations of every description and grant indemnities in

relation to contractual obligations entered into by it,

- (gg) to make, draw, accept, exchange, endorse, negotiate, execute and issue promissory notes, bills of exchange or other negotiable instruments or payment orders and receive money on deposit or loan,
- (hh) to pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company,
- (ii) to provide pensions and other benefits on retirement or death to any persons who are, or who have been employed by the Company, and to the spouses, relatives and dependants of such persons, and set up, establish, support, maintain and contribute to superannuation and other funds or schemes (whether contributory or non contributory) for the said purposes,
- (jj) to make loans or donations, either of cash or of other assets whatsoever to or enter into any arrangement whatsoever for the benefit of such persons and in such cases as the Company may think directly conducive to any of its objects or otherwise expedient,
- (kk) to obtain or support any proposal for any provision or other regulation, bye-law, order or Act of Parliament of the United Kingdom or in any other State or jurisdiction for enabling the Company to carry any of its objects into effect, or for effecting any modifications to the Company's constitution, or for any other purpose which may seem expedient, and to oppose or make representations in connection with any proceeding, proposal or application which may seem calculated, directly to prejudice the Company's interests or the interests of any other person or company,
- (ll) to appoint any person or persons, firm or firms, company or companies to be the agent or agents of the Company and to act as agents, managers, secretaries, contractors or in a similar capacity,
- (mm) to insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance,
- (nn) to guarantee and become or give security for the performance of contracts and obligations by an organization if such action is directly in furtherance of the objects of the company,
- (oo) to take, make, execute, enter into, commence, carry on, prosecute or defend all steps, claims, demands, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do any other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company,

- (pp) to do all or any of the above things in any part of the world and either as principals, agents, attorneys, contractors, trustees, or otherwise, and either alone or in conjunction with others, and
- (qq) to do all such other lawful things as are incidental to the attainment of the above objects
- (rr) to provide indemnity insurance to cover the liability of the Trustees which by virtue of the rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees In their capacity as Trustees of the Company

5 Provided that

- (a) in case the Company shall take or hold any property which *may* be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts,
- (b) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employees which would make it a trade union,
- (c) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as *may* be required by law, and as regards any such property the Trustees shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Trustees have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Trustees but it shall as regards any such property be subject to such control or authority as if the Company were not incorporated

6 The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and no part shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to any Trustee and, save as permitted under section 185 of the Charities Act 2011, no Trustee shall be appointed to any office of the Company paid by salary or fees (save that the Chief Executive Officer of the Company may be appointed as a Trustee) or receive any remuneration or other benefit in money or money's worth from the Company provided that nothing in this document shall prevent the

transfer or payment, in good faith, by the Company

- (a) of reasonable and proper remuneration for any services rendered to the Company by any officer or servant of the Company who is not a Trustee,
- (b) of the salary and benefits properly payable to the Chief Executive Officer of the Company solely relating to and arising from his position as Chief Executive Officer (for the avoidance of doubt no remuneration or other benefit shall be paid to the Chief Executive Officer in relation to his position as Trustee),
- (c) of interest on money lent by any Trustee at a reasonable and proper rate per annum not exceeding two per cent less than the published lending rate of a clearing bank to be selected by the Trustees,
- (d) of reasonable and proper rent for property conveyed or let by any Trustee, or
- (e) to any Trustee of reasonable out of pocket expenses incurred in that Trustee's capacity as such
- (f) of any premium in respect of any indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Company Provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in the reckless disregard to whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Company

7 The liability of the Trustees is limited

8 Every Trustee undertakes to contribute to the assets of the Company in the event of the Company being wound up while such person is a Trustee, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before that Trustee ceases to be a Trustee, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one pound

9 If the Company is wound up or dissolved, and after all its debts and liabilities have been satisfied there remains any property, it shall not be paid to or distributed among the Trustees (except to the extent that they satisfy the following provisions of this clause 9), but shall be given or transferred to some other charity or charities having objects similar to the objects of the Company which prohibits the distribution of its or their income and property to an extent at least as great as imposed on the Company by clause 6 above, chosen by the Trustees at or before the time of dissolution and if that cannot be done then to some other charitable object

10 Any resolution to amend this Memorandum of Association or the articles of association of the Company shall require a special resolution of the Trustees

11 In this Memorandum of Association

AEB means The Associated Examining Board, a company limited by guarantee and not having a share capital registered in England with company number 792094 and registered office at Stag Hill House Guildford, Surrey GU2 5XJ,

City & Guilds means City & Guilds of London Institute incorporated by Royal Charter with its principal place of business at 1 Giltspur Street, London EC1A 9DD,

NEAB means The Northern Examinations and Assessment Board, a company limited by guarantee and not having a share capital registered in England with company number 2725082 and registered office at Devas Street, Manchester M15 6EX, and

Trustee means a person appointed as a member, director and trustee of the Council established for management of the Company in accordance with the articles of association of the Company

We, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association

EXTRACT FROM AQA COUNCIL MINUTES 18 APRIL 2012

- (b) With regard to A level reform, AQA and CERP had been hosting a number of events to outline AQA's position and supported the more public events with detailed private conversations with Departmental officials and political advisers

AQA aimed for powerful engagement with the HE sector seeing real merit in the increased engagement being focused around the university staff responsible for the design of first year programmes of study. This idea had been floated with UCL which had received a positive reception from their development team and Provost

Although AQA had considerable links with HE through its governance structure and examining personnel it had no formal engagement programme. It was the intention to establish a taskforce to assist with the development of HE engagement in the re-accreditation of our A level products. It was proposed to commission Delyth Chambers to do some consultancy work on the HE engagement programme acting outside of her commitments as a Trustee. It was noted that charities have a statutory power to work with their trustees outside of trusteeship but AQA's Memorandum of Association prohibited this. Therefore an approach to the Charity Commission had been made to seek an exception to this rule. Council endorsed the proposal to harness Delyth Chambers' HE consultancy expertise, subject to obtaining Charity Commission permission *[Secretary's note: The Charity Commission advised that the process of approval by the Charity Commission (as it will be a regulated amendment) would be simplified by allowing the right to use the statutory powers rather than anything wider. Therefore an amendment to the Memorandum of Association has been made to provide this and a written resolution must be passed to approve the change]*

