

Company No: 03644723

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
RESOLUTION IN WRITING
of
AQA EDUCATION
("Company")

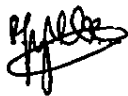
Passed on 11 July 2014

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

Signed



Chair

Dated

11 July 2014

MONDAY



A12 *A3CML2L6* 21/07/2014 #180
COMPANIES HOUSE

**AQA EDUCATION
("the Company")**

Minutes of a meeting of the board of trustees (the "Trustees") of the Company held at The Pullman St Pancras Hotel, Euston Road, London on 9 July 2014

PRESENT) Paul Layzell (in the Chair), Mark Bramwell, Brian Cookson, Jannette Elwood, Shaun Fenton, Martin Grant, Felicity Greeves, Mike Griffiths, Andrew Hall, Mike Holly, Gren Jackson, John Johnson, Jonathan Phillips, John Robinson, Andy Rowe, Mark E Smith, Jovan Trkulja and Nigel Walkey

IN ATTENDANCE Martine Garland, Alison Lewis, Darryl Nunn, Alex Scharaschkin, Roy Strachan, Tricia Tebbutt and Sadie Visick

1 NOTICE AND QUORUM

A quorum being present, the Chair declared the meeting open

2 PURPOSE OF MEETING

2 1 The Chair reported that the purpose of the meeting was to recommend to the members of the Company that the Company should amend its Articles of Association

2 2 The Chair reminded the Directors of the rationale for the above proposals. In addition, the Chair reminded the Directors of their statutory duty to promote the success of the Company for the benefit of its members (both in relation to the approval of the above change and generally) as set out in at section 172 (1) of the Companies Act 2006

3 DECLARATION OF INTERESTS

Each director had confirmed that they had no interest which they were under a duty to disclose in accordance with section 182 of the Companies Act 2006 in any transaction or arrangement or section 177 of the Companies Act 2006 in any proposed transaction or arrangement with the Company which were to be considered at the meeting

4 ARTICLES OF ASSOCIATION

4 1 **IT WAS RESOLVED** to recommend to the members of the Company that the current Articles of Association be updated

- to reflect the changes made to permit the move to a process of open recruitment for trustees

a copy of the proposed Articles of Association being attached to these minutes and marked 'A' for the purpose of identification

- 4 2 A draft of the Written Resolution to adopt the proposed Articles of Association was produced to the meeting and after due and careful consideration, **IT WAS RESOLVED** that the Written Resolution be approved in the form produced to the meeting, a copy of which is attached to these minutes and marked 'B' for the purpose of identification
- 4 3 The Secretary was instructed to send a copy of the Written Resolution to the members of the Company for their signature, with a copy to the auditors of the Company for their information

5 **FILINGS**

Once approved and signed, the Secretary was instructed to arrange for a print of the Written Resolution to be filed with Companies House along with the updated version of the Articles of Association

6 **CLOSE OF MEETING**

There being no further business, the meeting closed


CHAIR

Company No 3644723

The Companies Acts 1985, 1989 and 2006

**COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

AQA EDUCATION

**(amended by Special Resolution dated 22 February 2012)
(name changed by Special Resolution 1 October 2012)
(amended by Special Resolution 11 July 2014)**

The Companies Acts 1985 and 1989 and 2006

**COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

AQA EDUCATION

1 Definitions

1 1 In these Articles:

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

"Articles" means these articles of association and reference to an **"Article"** is to the relevant article of these Articles,

"Audit Committee" means a committee appointed pursuant to Article 13 and that has powers delegated to it by the Council from time to time and which may include powers in respect of the Company's financial statements, external auditor, internal controls and risk management,

"Chair" means the chair for the time being of the Council appointed pursuant to Article 9,

"Charities Act" means the Charities Act 2011,

"Charity Trustee" means a charity trustee as defined in section 97(1) of the Charities Act,

"Company" means the AQA Education,

"ADCS" means the Association of Directors of Children's Services and any replacement thereof,

"Council" means the Trustees of the Company or such number of them as is required to constitute a quorate Council meeting in accordance with Article 6,

"Council Business Group" means a committee appointed pursuant to Article 13 and that has powers delegated to it by the Council from time to time,

"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,

"Deputy" means the Chief Operating Officer for the time being of the Company appointed pursuant to Article 10,

"Chief Executive Officer" means the Chief Executive Officer for the time being of the Company appointed pursuant to Article 11,

"Executive Board" means the senior managers chosen by the Chief Executive Officer from time to time to sit on an executive board,

"Finance Committee" means a committee appointed pursuant to Article 13 and that has powers delegated to it by the Council from time to time and which may include powers in respect of the Company's financial operations and strategy,

"Governance Committee" means a committee appointed pursuant to Article 13 and that has powers delegated to it by the Council,

"**Memorandum**" means the memorandum of association of the Company,
 "**Relevant Acts**" means the Act and every other act for the time being having the force of law in England concerning companies and affecting the Company,
 "**Trustee**" means a person appointed as a trustee of the Company in accordance with Article 3,
 "**Awarding Body**" means an awarding body accredited by the relevant regulatory authorities to offer GCE, GCSE and applied GCE and GCSE examinations,
 "**United Kingdom**" means Great Britain, Northern Ireland, the Channel Islands and the Isle of Man, and
 "**Vice Chair**" means the vice chair for the time being of the Council appointed pursuant to Article 10

- 1 2 In these Articles reference to an entity shall include a person, body corporate, unincorporated association or partnership, as applicable
- 1 3 A reference to any statute or statutory provision shall be construed as a reference to the same as it may have been, or may from time to time be, amended or re-enacted
- 1 4 The rule known as the ejusdem generis rule shall not apply and accordingly general words introduced by the word "other", "includes", "including" and "in particular" shall not be given a restrictive meaning by reason of the fact that they are preceded by words indicating a particular class of acts, matters or things and general words shall not be given a restrictive meaning by reason of the fact that they are followed by particular examples intended to be embraced by the general words

2 **Trustees**

The Trustees shall constitute both the members and the directors of the Company for the purposes of the Relevant Acts

3 **Appointment and removal of Trustees**

- 3 1 The Council shall consist of a maximum size of 27 and a minimum of 18 Trustees

We shall recruit for specialist skills and expertise through a combination of recruitment agencies, media and voluntary sector websites. Subsequent appointments will be made through the Nominations Committee who will make recommendations to Council.

Sector representation will be maintained to safeguard the integrity of Council and ensure that the business focus is balanced with our charitable aims.

The Nominations Committee will have the freedom to encourage applications from the sources it feels appropriate.

- 3 2 The Council shall have the right to veto the appointment of any proposed Trustee put forward by the Nominations Committee
- 3 3 Save for the provisions of Article 3 6, Trustees shall be appointed for a three year term unless the Council decides to appoint a Trustee for a shorter period of time as it may in its sole discretion think fit
- 3 4 A Trustee shall cease to be a Trustee
 - (a) on that Trustee giving written notice of resignation to the Chief Executive Officer,
 - (b) on expiry of the term for which that Trustee was appointed,

- (c) on a resolution being passed by the Council that the appointment of the Trustee be terminated, provided that the Trustee shall be entitled to receive due notice of the meeting of the Council at which the resolution to terminate that Trustee's appointment is to be proposed and to attend and be heard by the Council before the decision is taken;
 - (d) unless the Council determines otherwise, on that Trustee failing to attend three consecutive meetings of the Council,
 - (e) on that Trustee dying,
 - (f) on that Trustee being admitted to hospital pursuant to an application for treatment under the Mental Health Act 2007 or, in Scotland, an application pursuant to the Mental Health (Scotland) Act 1984,
 - (g) on an order being made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for the detention of the Trustee or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to the property or affairs of the Trustee,
 - (h) on that Trustee being declared bankrupt or entering into a composition with creditors of that person generally,
 - (i) on that person ceasing to be a Trustee by virtue of the Act,
 - (j) on that person becoming prohibited by law from serving as a director,
 - (k) on that person becoming prohibited from serving as a Charity Trustee, or
 - (l) in the case of the Chief Executive Officer, on that person ceasing either to hold the position of Chief Executive Officer or ceasing to be employed by the Company
- 3 5 The Council shall be entitled, subject to Articles 3 6 to 3 8 (inclusive), to appoint a person to act as a Trustee to replace a Trustee previously appointed directly by the Council and who has ceased to act as a Trustee.
- 3 6 Any Trustee may be appointed by the Council to serve a subsequent term as a Trustee provided that no person shall be appointed to serve as a Trustee for periods which in aggregate exceed nine years Save for exceptional circumstances considered by the Nominations Committee and approved by Council
- 3 7 No person shall be appointed as a Trustee if they are a senior examiner or member of a policy committee of any other Awarding Body
- 3 8 Neither a Trustee nor any member of any committee of the Company (including Governance Committees) shall be entitled to appoint an alternate or proxy to act on behalf of such a person

4 Powers and duties of the Council

- 4 1 The Council may delegate all or any of its powers to any Governance Committee consisting of one or more Trustees It may also delegate to the Chief Executive Officer or any person holding any executive office such of its powers as it considers desirable to be exercisable by that person Any such delegation may be
- (a) made subject to any conditions the Council may impose,
 - (b) made either collaterally with or to the exclusion of the Council's powers, and
 - (c) revoked or altered by the Council
- 4 2 In accordance with the responsibilities of the Charity Trustees under charity law, the Council shall at all times retain for itself the following powers and shall not delegate these powers pursuant to Article 4 1

- (a) determination and approval of the overall direction, educational policy and strategy of the Company,
- (b) approval of any amendments to the Memorandum or these Articles,
- (c) determination and approval of the Company's governance arrangements (including its committee structure, terms of reference and use of delegated powers in accordance with Article 4 1),
- (d) appointment of the Chair and Vice Chair of Council,
- (e) appointment of the Chief Executive Officer,
- (f) appointment of a single named individual to be accountable for the quality and standards of the Company's qualifications,
- (g) approval of the Company's corporate strategic plans, including major changes to the Company's portfolio of qualifications and financial forecasts (including fee levels),
- (h) approval of any changes to the Company's pension provision or pension funding;
- (i) approval of borrowing in excess of amounts that may be determined from time to time by the Council,
- (j) approval of major changes to the Company's capital structure, financing and banking arrangements,
- (k) approval of major changes in accounting practice,
- (l) approval of investments and divestments that are of major strategic importance and/or likely to significantly change the perception of the Company,
- (m) approval of the Company's annual report and accounts including statements on governance, risk management and controls, and
- (n) approval of the appointment and removal of the Company's external auditors

5 Expenses of Trustees

The Trustees may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Council, meetings of any committee of the Company or any general meeting of the Company or otherwise in connection with the discharge of their duties as Trustees. The Trustees shall not be entitled to any further remuneration other than as set out in this Article 5 and as set out in Clause 6 of the Memorandum. Such expenses shall be paid in accordance with a schedule of expenses determined from time to time by the Council.

The Chief Executive Officer is currently remunerated for his services as Chief Executive Officer, and it is confirmed that no additional remuneration is payable as a result of his appointment as a Trustee.

6 Proceedings of the Council

- 6 1 Subject to the provisions of the Charities Act, Relevant Acts, the Memorandum and these Articles, the Council may regulate its proceedings as it thinks fit. A Trustee may, and the Chief Executive Officer at the request of a Trustee shall, call a meeting of the Council. The Council shall meet no less frequently than five times per calendar year. Each Trustee shall be given no fewer than two Clear Days' notice of any meeting of the Council provided that
 - (a) shorter or no notice may be given of a meeting of the Council with the written consent of all of the Trustees, and
 - (b) it shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom.
- 6 2 The accidental omission to give notice of a meeting of the Council to, or the non-receipt of notice of a meeting of the Council by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

- 6 3 Save where these Articles provide otherwise, questions arising at a meeting of the Council shall be decided by a majority of votes present at that meeting. In the case of an equality of votes, the Chair shall have a casting vote.
- 6 4 The quorum for a meeting of the Council shall be nine Trustees.
- 6 5 If a quorum is not present within half an hour from the time appointed for a meeting of the Council, or if during a meeting of the Council such a quorum ceases to be present, the relevant meeting shall stand adjourned to the same day in the next week at the same time and place or to such later time and place as the Council may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, the quorum shall reduce to five Trustees.
- 6 6 Any other person may be invited by the Council to attend a meeting of the Council on such terms as the Council determines, but such person or persons shall have no voting rights in respect of the matters before the Council.
- 6 7 The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number.
- 6 8 All acts done by a meeting of the Council or conducted by email with the consent of Council, shall be valid provided that a majority of Trustees at the meeting voted in favour of that act notwithstanding that it is afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, had vacated office or were not entitled to vote.
- 6 9 The chair of a meeting of the Council may, with the consent of a meeting at which a quorum is present (and shall if so directed by the relevant meeting), adjourn the relevant meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least two Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 6 10 A resolution put to the vote of a meeting of the Council shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded
- (a) by the chair of a meeting, or
 - (b) by at least two Trustees
- 6 11 Where a poll is demanded, each Trustee shall carry one vote.
- 6 12 The poll shall be a secret poll and no Trustee shall be required to name or identify himself in the casting of a vote.
- 6 13 Council may prescribe rules from time to time for how a Trustee may vote by means of poll vote where Council has permitted such a Trustee to participate in a meeting of Council by means of conference telephone or similar communications equipment.
- 6 14 Unless a poll is duly demanded, a declaration by the Chair of a meeting of the Council that a resolution has been carried or not carried unanimously, or by a particular majority shall be final and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the relevant resolution.

- 6 15 A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the relevant meeting of the Council and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 6 16 A poll shall be taken as the chair of the relevant meeting of the Council directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 6 17 A poll demanded on a resolution relating to the election of the chair of a meeting of the Council or the adjournment of such a meeting shall be taken forthwith. A poll demanded on any other resolution shall be taken either forthwith or at such time and place as the chair of the meeting directs not being more than three days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the resolution on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
- 6 18 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting of the Council at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken
- 6 19 A resolution in writing signed by a simple majority of Trustees entitled to vote (other than any Trustee who is prohibited by these Articles or by law from voting on the resolution) shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held and may consist of several documents in the same form each signed by one or more Trustees
- 6 20 The Council shall cause a record of each resolution executed in accordance with Article 6 19 in writing, and of the signatures to it, to be entered in a book in the same way as minutes of a general meeting of the Company
- 6 21 Council may choose to allow any Trustee to participate in a meeting of the Council by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting

7 Conflicts of Interest

- 7 1 Subject to the provisions of the Memorandum, the Charities Act and the Relevant Acts, and provided that a Trustee has disclosed to the Council the nature and extent of any material interest, a Trustee may, notwithstanding that office
- (a) be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested, and
 - (b) be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested,

and shall not, by reason of being a Trustee, be accountable to the Company for any benefit derived from any such transaction or arrangement or from any such office or employment or interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, provided that, unless the Council determines otherwise, a Trustee shall not vote in respect of any such matter at any meeting of the Council, and shall be absent

from the meeting for that item unless expressly invited to remain by the Council in order to provide information

7 2 For the purposes of Article 7 1

- (a) a general notice given to the Council that a Trustee is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that that Trustee has an interest in any such transaction of the nature and to the extent so specified; and
- (b) an interest of which a Trustee has no knowledge and of which it is unreasonable to expect that Trustee to have knowledge shall not be treated as an interest of that Trustee.

7 3 A Trustee shall not be counted in the quorum present at a meeting of the Council in relation to a resolution on which that Trustee is not entitled to vote

7 4 A Trustee shall not be a voting member of both the Audit Committee and the Finance Committee on the grounds that there may be a conflict of interest in dealing with the matters considered by both committees.

7 5 The Chief Executive Officer shall not be entitled either to be present at or to vote on any matters

- relating directly or indirectly to the Chief Executive Officer's remuneration
- relating to the appraisal of the Chief Executive Officer's performance
- relating to the Chief Executive Officer's terms and conditions of service, or any matters concerning the general terms and conditions of service which might affect the Chief Executive Officer
- which otherwise relate to the position of the Chief Executive Officer

7 6 Where a Trustee has a material direct or indirect interest in any transaction or arrangement being considered by a Governance Committee and that Trustee is a member of such committee, the Trustee shall declare his/her interest in that transaction or arrangement. Subject to the provisions of the Memorandum, the Charities Act and the Relevant Acts and this Article 7 6, a Trustee may, notwithstanding that office, be a party to, or otherwise interested in, any transaction or agreement with the Company or in which the Company is otherwise interested and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit, provided that, unless the Governance Committee by majority vote determines otherwise, a Trustee shall not vote in respect of any such matter at any meeting of the Governance Committee

7 7 If a question arises at a meeting of the Council or of a committee of the Council as to the right of a Trustee to vote, the question may, before the conclusion of the meeting, be referred to the chair of the relevant meeting and the chair's ruling in relation to any such question in respect of any Trustee (other than the chair) shall be final and conclusive. Any such question relating to the chair of a meeting shall be referred to the other Trustees attending the relevant meeting

8 Authorisation of Interests

The Council may at any time authorise a Trustee to be involved in a situation in which the Trustee has or may have a direct or indirect interest which conflicts or may conflict with the interests of the Company ("a conflict of interest") provided that:

- (a) the Trustee subject to the conflict of interest or any other interested Trustee shall not vote and shall not be counted in the quorum in respect of the authorisation given under this Article and if he/she or any other interested director does vote, those votes shall not be counted, and
- (b) the Council may in their absolute discretion impose such terms or conditions on the grant of the authorisation as they think fit and in doing so the Council will act in such a way in good faith they consider will be most likely to promote the success of the Company

9. Specific provisions applicable to general meetings

- 9 1 Any matter required by the Relevant Acts, the Memorandum or these Articles to be determined by the members of the Company shall be determined by the Trustees acting in their capacity as members of the Company. The provisions of this Article 9 shall apply to any meeting and/or resolution relating to any such matter which is determined in a general meeting, in addition to the other provisions of these Articles. If there is any conflict between the provisions of this Article 9 and the other provisions of these Articles, the provisions of this Article 9 shall apply. All other matters required to be determined by the Company may be determined by the Trustees acting in their capacity as directors of the Company in accordance with the other provisions of these Articles
- 9 2 All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings
- 9 3 The Council may call general meetings of the Company and, on the requisition of any Trustee, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 28 Clear Days after receipt of the requisition
- 9 4 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting, other than one called for the passing of an elective resolution, may be called by shorter notice if it is so agreed by all the Trustees. Each notice of a general meeting shall specify the time and place of the relevant meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed and, in the case of an annual general meeting, shall specify the meeting as such. Each notice of a general meeting shall be given to all the Trustees and to the auditors of the Company.

10 Chair and Vice Chair

- 10 1 The Trustees shall appoint a Chair (pursuant to Article 10 2) and a Vice Chair of the Council. Both the Chair and Vice Chair must be Non-Executive Trustees.
- 10 2 The Council shall make an appointment from those candidates who applied for the post in response to any advertisement or re-advertisement of the post if the the Nominations Committee decides that there are no candidates of the requisite skill and experience. Where a person to be appointed as the Chair of Council is not already a Trustee, the Council shall first appoint such person as a Trustee

- 10 3 No person shall serve as a Chair or Vice Chair beyond the periods specified in Article 3 10 and where a person has been a Trustee prior to becoming a Chair or Vice Chair, such person may not hold the office of Chair or Vice Chair for longer than the period for which that person is entitled to remain as a Trustee.
- 10 4 The Council shall review the appointment of the Chair and Vice Chair after that person has been in office for a period of three consecutive years and on the third year thereafter and that person shall only continue in office with the approval of a majority of Trustees in attendance at the Council meeting where that matter is discussed
- 10 5 On appointment of a Trustee as Chair that person shall serve for two terms of three years, irrespective of previous service Save for exceptional circumstances with the approval of the Council
- 10 6 Any appointment of a Trustee as Chair or Vice Chair shall continue until
- (a) that person is removed by the Council pursuant to Article 10 4, or
 - (b) the appointment of that person as a Trustee is terminated pursuant to Article 3 4
- 10 7 The Chair of the Council or, in the Chair's absence, the Vice Chair, or, in the absence of both, some other Trustee nominated by the Council shall preside as chair of each meeting of the Council If neither the Chair nor the Vice Chair nor any other Trustee who is willing to act is present within fifteen minutes after the time appointed for holding a meeting, the Trustees present shall elect one of their number to be chair of the meeting If there is only one Trustee willing to act as chair of the meeting, that person shall be chair of the meeting
- 10 8 Other than to exercise a casting vote pursuant to Article 6 3, the Chair shall not be entitled to vote at any meeting of the Council
- 10 9 Subject to Article 7 4, the Chair shall have a right to be a member of any Governance Committee and any Advisory Committee as the Chair thinks fit
- 10 10 The responsibilities and powers of the Chair and, when deputising for the Chair, the Vice Chair or any other Trustee shall be limited to
- (a) chairing meetings of the Council,
 - (b) determining whether a Trustee has the right to vote pursuant to Article 7 7,
 - (c) adjourning meetings of the Council in accordance with Article 6 9,
 - (d) exercising a casting vote in Council meetings when there is a tied vote,
 - (e) providing leadership for the Council, and
 - (f) those matters set out in Article 10 11
- 10 11 The Chair and, when deputising for the Chair, the Vice Chair, may exercise all the powers of the Council Business Group where decisions need to be made quickly and where the Council Business Group is unable to hold a quorate meeting, provided that the Chair (or, if relevant, the Vice Chair) only takes such a decision after consulting with at least two other members of the Council Business Group one of whom should be the Chief Executive Officer
- 11 Chief Executive Officer**
- 11 1 The Council shall appoint a Chief Executive Officer on such terms and upon such conditions as the Council shall think fit and, without prejudice to any rights which the Chief Executive Officer may have under the terms of any service agreement with the

Company, the Council may remove such person from that position by a majority vote of all the Trustees

- 11 2 The Chief Executive Officer shall be responsible for reporting regularly to the Council on the decisions and actions taken by the Executive Board and for and on behalf of the Advisory Committees
- 11 3 The Chief Executive Officer shall be responsible, at his sole discretion, for making appointments to the Executive Board
- 11 4 The Chief Executive Officer shall, at the request of Council, advise the Council on the strategy and policies to be pursued by the Company and shall ensure that the Company's strategy and policies are implemented and reviewed
- 11 5 The Chief Executive Officer shall provide leadership to the staff of the Company and the Executive Board
- 11 6 The Chief Executive Officer shall carry out the powers delegated to him by the Council and shall report to the Council on the exercise of those powers
- 11 7 The Chief Executive Officer shall actively engage with any regulators of the qualifications offered by the Company and with any other body, institution or establishment or authority involved in the provision of qualifications as may be necessary to further the Company's strategy as established and approved by the Council
- 11 8 Where the Chief Executive Officer is no longer able to act through death, illness or similar incapacity the Council will authorise a member of the Executive Board to act in his/her place for an interim period
- 11 9 The Chief Executive Officer shall be appointed as a Trustee of the company

12 Company Secretary

The Council shall appoint a secretary of the Company on such terms and upon such conditions as the Council shall think fit and, without prejudice to any rights which the secretary may have under the terms of any service agreement with the Company, the Council may remove such person from that position by a majority vote of all the Trustees

13 Governance Committees

- 13 1 The Council shall appoint governance committees and may in its sole discretion delegate all or any of its powers to those committees in accordance with Article 4 1 and subject to the limitations in Article 4 2
- 13 2 The Governance Committees to be appointed pursuant to Article 13 1 shall include
 - (a) a finance committee,
 - (b) a council business group,
 - (c) * a remuneration committee,
 - (d) an audit committee,
 - (e) an irregularities and appeals committee,
 - (f) an awarding standards committee, and
 - (g) a nominations committee

* The Remuneration Committee as a governance committee of the Council will advise them about appropriate remuneration and terms of service for the Chief Executive Officer and other members of the Executive

- 13 3 The Council shall determine in its sole discretion the respective roles, responsibilities and accountabilities of each Governance Committee that is appointed by it
- 13 4 Subject to Article 13 5, the Council Business Group shall have the right to act on the Council's behalf when decisions need to be made quickly.
- 13 5 The Council may revoke the delegation of any power granted to a Governance Committee and may amend the scope of the role, responsibilities, accountabilities and powers of any Governance Committee as the Council may in its sole discretion think fit
- 13 6 The Council shall determine the operating procedures for each Governance Committee, including the number of members for that committee, the quorum for meetings, the procedures for members retiring from the committee, the reporting obligations of the committee, the appointment of a chair, the revocation of committee membership and any other requirements as the Council thinks fit, and shall notify such operating procedures to the members of that Governance Committee

14 Advisory Committees

- 14 1 The Council may, from time to time, appoint advisory committees to provide the Council, the Chief Executive Officer and/or any other committee or executive officer of the Council with advice, information and support
- 14 2 The Council shall determine the role, responsibilities and accountabilities of each Advisory Committee appointed by the Council
- 14 3 The Council may amend the scope of the role, responsibilities and accountabilities of any Advisory Committee as the Council may in its sole discretion think fit
- 14 4 The Council shall determine the operating procedures for each Advisory Committee, including the number of members for that committee, the quorum for meetings, the procedures for members retiring from the committee, the reporting obligations of the committee, the appointment of a chair, the revocation of committee membership and any other requirements as the Council sees fit, and shall notify such operating procedures to the members of that Advisory Committee
- 14 5 Subject to Article 14 6, the Advisory Committees shall report to the Chief Executive Officer on their activities and shall present him with their recommendations
- 14 6 The Chief Executive Officer shall be responsible for presenting the recommendations of the Advisory Committees to the Council and updating the Council on the activities of those committees, save that where the Council so specifies an Advisory Committee may report directly to the Council
- 14 7 The Chief Executive Officer may recommend to the Council that an Advisory Committee be dissolved and any such committee shall be dissolved upon the terms and in accordance with a resolution passed by the Council requiring the dissolution of such committee

15 Minutes

- 15 1 The Council shall cause minutes to be made in books kept for the purpose
 - (a) of all appointments of officers made by the Council, and
 - (b) of all proceedings at meetings of the Council and committees of the Council including the names of persons present at each such meeting

- 15 2 The minutes of proceedings of meetings of the Council shall be presented to the next following meeting of the Council for approval or approval subject to such amendments as the Council may require

16 Seal

If the Company has a seal, it shall only be used with the authority of the Council or a committee of the Council to which the Council has specifically delegated such authority. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Chief Executive Officer or a second Trustee

17 Notices

- 17 1 Any notice to be given to or by any entity pursuant to the Articles shall be in writing
- 17 2 The Company may give any notice to a Trustee or a member of a committee either personally, by sending it by post in a prepaid envelope, by fax or by email, in each case addressed to the Trustee or a member of a committee at the postal address, fax number or email address provided to the Company for that purpose or by leaving it at that postal address
- 17 3 A Trustee or member of a committee present at any meeting of the Company or a committee shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 17 4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given by post. A notice shall be deemed to be given at the expiration of two working days after the envelope containing it was posted
- 17 5 Confirmation of receipt of a fax properly addressed shall be conclusive evidence that the notice was given by fax
- 17 6 Acknowledgement by email from the recipient of a notice sent by email shall be conclusive evidence that the notice was given by email

18 Indemnity

Subject to the provisions of and so far as may be consistent with the Memorandum, these Articles and the Relevant Acts, but without prejudice to any indemnity to which a Trustee may be otherwise entitled, every Trustee, auditor, Chief Executive Officer or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by that person in the proper execution and/or discharge of that person's duties and/or the proper exercise of that person's duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by that person in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by that person in that capacity and in which judgement is given in that person's favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on that person's part) or in which that person is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to that person by the Court from liability which by virtue of any rule of law would otherwise attach to the Trustees 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 indemnity 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 indemnity 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