

**Company No: 3644723**

**The Companies Acts 1985 and 1989**

**Resolution of**

**Assessment and Qualifications Alliance**

At an extraordinary general meeting of Assessment and Qualifications Alliance held on 23 April 2002 the following resolution was duly passed as a special resolution:

**Special resolution**

That the articles of association of the Company be amended:

- (a) by replacing the existing Article 9 with the following new Article 9:

**"9 Quality Assurance Committee**

- 9.1 The Council shall appoint a quality assurance committee in accordance with its powers under Article 4.1.
- 9.2 The Quality Assurance Committee shall comprise two Trustees and up to five persons who are not Trustees who shall be co-opted to serve on that committee and shall, for the avoidance of doubt, subject to Article 9.4, serve on that committee on the same basis as the members of that committee who are Trustees. Appointments to the Quality Assurance Committee shall be subject to the provisions of this Article 9 and otherwise on such terms as the Council shall determine.
- 9.3 A member of the Quality Assurance Committee shall cease to be such a member:
- (a) on that person giving written notice of resignation to the Company
  - (b) on expiry of the term for which that person was appointed;
  - (c) on a resolution being passed by the Council that the appointment of that person be terminated, provided that the person concerned shall be entitled to receive due notice of the meeting of the Council at which the resolution to terminate that person's appointment is to be proposed and to attend and be heard by the Council before the decision is taken;

- (d) unless the Quality Assurance Committee determines otherwise, on that person failing to attend three consecutive meetings of the Quality Assurance Committee;
- (e) on that person dying;
- (f) on that person being admitted to hospital pursuant to an application for treatment under the Mental Health Act 1983 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 that person or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to the property or affairs of that person;
- (h) on that person being declared bankrupt or entering into a composition with creditors of that person generally;
- (i) on that person becoming prohibited by law from serving as a director; or
- (j) where that person is a Trustee, on that person ceasing to be a Trustee.

9.4 The term of service of each member of the Quality Assurance Committee who is not a Trustee shall not exceed four years provided that the Council may nominate two of the original members of the committee who are not Trustees who shall serve for an initial term of five years and another two such members who shall serve for an initial term of six years.

9.5 A chair of the Quality Assurance Committee shall be appointed by that committee in accordance with the provisions of Article 10.12 to 10.17 (inclusive) as if:

- (a) references in those Articles to the "Education and Training Committee" were references to the Quality Assurance Committee;
- (b) the second sentence of Article 10.12 were omitted;

(c) the words "Article 10.4" in Article 10.14(b) were replaced with the words "provisions applying generally to the removal of members of the Quality Assurance Committee";

(d) Articles 10.14(c) and 10.16 were omitted; and

(d) references to the vice chair were omitted.

9.6 The quorum for the transaction of the business of the Quality Assurance Committee shall be at least three members of that committee, including at least one person who is a Trustee. The chair of the committee shall be counted for the purpose of determining whether a quorum is present.

9.7 The Council shall determine which of its powers shall be delegated to the Quality Assurance Committee and all acts and proceedings of the Quality Assurance Committee shall be fully and promptly reported to the Council.";

(b) by adding the following at the end of Article 10.20:

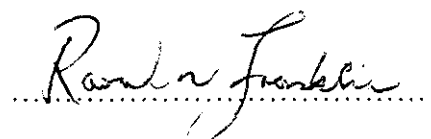
".... and all acts and proceedings of the Education and Training Committee shall be fully and promptly reported to the Council";

(c) by adding the following at the end of Article 11.7:

".... and all acts and proceedings of the Finance Committee shall be fully and promptly reported to the Council"; and

(d) by adding the following at the end of Article 12.6:

".... and all acts and proceedings of the Research Committee shall be fully and promptly reported to the Council".

A handwritten signature in cursive script, reading "Ronald Franklin", is written over a dotted line.

Chair