



THE BRITISH WHEEL OF YOGA
QUALIFICATIONS

BWYQ Corporate

Governance Manual

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Introduction

This manual outlines BWYQ Corporate Governance arrangements and is primarily intended for use by BWYQ staff, officers and directors as well as the directors of approved Centres. Regulatory authorities may use it as evidence of BWYQ's ability to comply with regulatory requirements. Since it concerns the Governance of BWYQ as an Awarding Organisation (AO) and as such the information contained here refers primarily to Sections A-C of *Ofqual Handbook: General Conditions of Recognition* (November 2020).

Policy Grid and Ofqual GCOR

All those associated with BWYQ are advised to familiarise themselves with the Governance related policy documents, identified in green below, alongside the information set out in this handbook.

The policies in blue are those that are related to Equalities Law and should be read by all staff.

Reference	BWYQ Document	Ofqual General Conditions of Recognition Section/ reference
BWYQ 002	Business Plan <i>Linked to BWYQ 003</i>	Condition A5: availability of adequate resources and arrangements Condition A6.3/4 Contingency Plan
BWYQ 003	Business Continuity and Contingency Plan <i>Linked to BWYQ 002</i>	Condition A5: availability of adequate resources and arrangements Condition A6.3/4 Contingency Plan
BWYQ 004	Qualification Development Manual <i>Linked to BWYQ 005</i>	Section D General Requirements for Regulated Qualifications Section E: Design and Development of Qualifications
BWYQ 005	QUALIFICATION DELIVERY MANUAL <i>Linked to BWYQ 007</i>	Section D General Requirements for Regulated Qualifications Condition E4: Ensuring assessment is fit for purpose and can be delivered Section G: Setting and Delivering the Assessment Section H: From Marking to Issuing Results Section I: Appeals and Certificates
BWYQ 006	Centre Recognition Documentation 2018- <i>Linked to BWYQ 007</i>	Section C: Third Parties Condition C1 Arrangements with Third Parties and C2 Arrangements with Centres
BWYQ 007	BWYQ CENTRE HANDBOOK <i>Linked to BWYQ 005</i>	Section C: Third Parties Condition C1 Arrangements with Third Parties and C2 Arrangements with Centres Section D General Requirements for Regulated Qualifications Section G: Setting and Delivering the Assessment Section H: From Marking to Issuing Results Section I: Appeals and Certificates
BWYQ 008	BWYQ Equality and Diversity Statement <i>Linked to BWYQ 009 and 010</i>	Condition A1.2: Suitability for continuing recognition Condition B1: The role of the Responsible Officer Condition C2: Arrangements with Centres Section D General Requirements for Regulated Qualifications Condition D2: Accessibility of Qualifications Section G: Setting and Delivering the Assessment Condition G6; Reasonable Adjustments
BWYQ 009	BWY E & D POLICY <i>Linked to BWYQ 008 and 010</i>	As above
BWYQ 010a	BWYQ SAFEGUARDING ADULTS POLICY <i>Linked to BWYQ 008, 009 and 010b</i>	As above

BWYQ 010b	BWYQ SAFEGUARDING CHILDREN POLICY <i>Linked to BWYQ 008, 009 and 010a</i>	As above
BWYQ 011	Whistleblowing Policy <i>Linked to BWYQ 002 and 003</i>	Section A: Governance Section B: The Awarding Organisation and Ofqual
BWYQ 012	REASONABLE ADJUSTMENT POLICY <i>Linked to BWYQ 013</i>	Section G: Setting and Delivering the Assessment Condition G6; Reasonable Adjustments
BWYQ 013	SPECIAL CONSIDERATION POLICY <i>Linked to BWYQ 012</i>	Section G: Setting and Delivering the Assessment Condition G7; Special Considerations
BWYQ 014	CONFLICT OF INTEREST POLICY <i>Linked to BWYQ 002 and 003</i>	Section A: Governance Condition A4: Conflict of Interest
BWYQ 015	RISK MANAGEMENT POLICY & RISK LOG <i>Linked to BWYQ 002 and 003</i>	Section A: Governance Condition A6: Identification and management of risks Condition A7: Management of Incidents
BWYQ 017	MALPRACTICE AND MALADMINISTRATION POLICY <i>Linked to BWYQ 005,006 and 007</i>	Section A: Governance Condition A7: Management of Incidents Condition A8: Malpractice and Maladministration
BWYQ 018	SANCTIONS POLICY <i>Linked to BWYQ 005,006 and 007</i>	Section A: Governance Condition A7: Management of Incidents Condition A8: Malpractice and Maladministration
BWYQ 019	COMPLAINTS POLICY & Procedure <i>Linked to BWYQ 020</i>	Section D General Requirements for Regulated Qualifications Condition D4: responding to enquiries and complaints procedures Condition I2: Compliance with Ofqual's appeals and complaints process
BWYQ 020	APPEALS POLICY <i>Linked to BWYQ 019</i>	Section I: Appeals and certificates Condition I1: Appeals Process Condition I2: Compliance with Ofqual's appeals and complaints process
BWYQ 021	CUSTOMER SERVICES STATEMENT <i>Linked to BWYQ 019</i>	Section D General Requirements for Regulated Qualifications Condition D4: responding to enquiries and complaints procedures Condition I1: Appeals Process Condition I2: Compliance with Ofqual's appeals and complaints process
BWYQ 022	Fees and Invoicing Policy <i>Linked to BWYQ 002</i>	Section F: Providing Qualifications to Purchasers Condition F1 Information on fees and features of a qualification Condition F3: Invoicing
BWYQ 025	RPL Guidance <i>Linked to BWYQ 005,006 and 007</i>	Condition E10: Recognition of Prior Learning
BWYQ 026	Plagiarism Guidance <i>Linked to BWYQ 005,006 and 007</i>	Condition A8: Malpractice and Maladministration Condition G8: Completion of the Assessment under the Required Conditions
BWYQ 027	REMOTE ASSESSMENT POLICY	Section D General Requirements for Regulated Qualifications Condition D2: Accessibility of qualifications Section G: Setting and Delivering the Assessment Condition G6; Reasonable Adjustments Condition G7; Special Considerations

BWYQ 028	CENTRE ASSESSMENT STANDARDS SCRUTINY (CASS) STRATEGY	<p>Condition A6: Identification and Management of Risks Condition A8: Malpractice and Maladministration Condition B7: Compliance with regulatory Documents Condition C2: Arrangements with Centres Condition D5: Compliance of Qualifications with Regulatory Documents Section G: Setting and Delivering the Assessment</p> <p>Condition G8: Completion of Assessment under required Conditions Condition H2: Centre Assessment Standards Scrutiny where an Assessment is Marked by a Centre</p>
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Policies and procedures are available from [http://www.bwyq.org.uk/information/74/About the BWYQ.htm](http://www.bwyq.org.uk/information/74/About%20the%20BWYQ.htm) and can be requested from the BWYQ Operations Coordinator.

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This document and associated arrangements is reviewed regularly as part of the our self-evaluation activities, with the outcomes reported to relevant regulatory authorities accordingly.

Any queries or feedback should be directed to the BWYQ Operations Coordinator bwyqcoordinator@gmail.com, and/ or BWYQ Chair for further guidance and advice.

What is BWYQ?

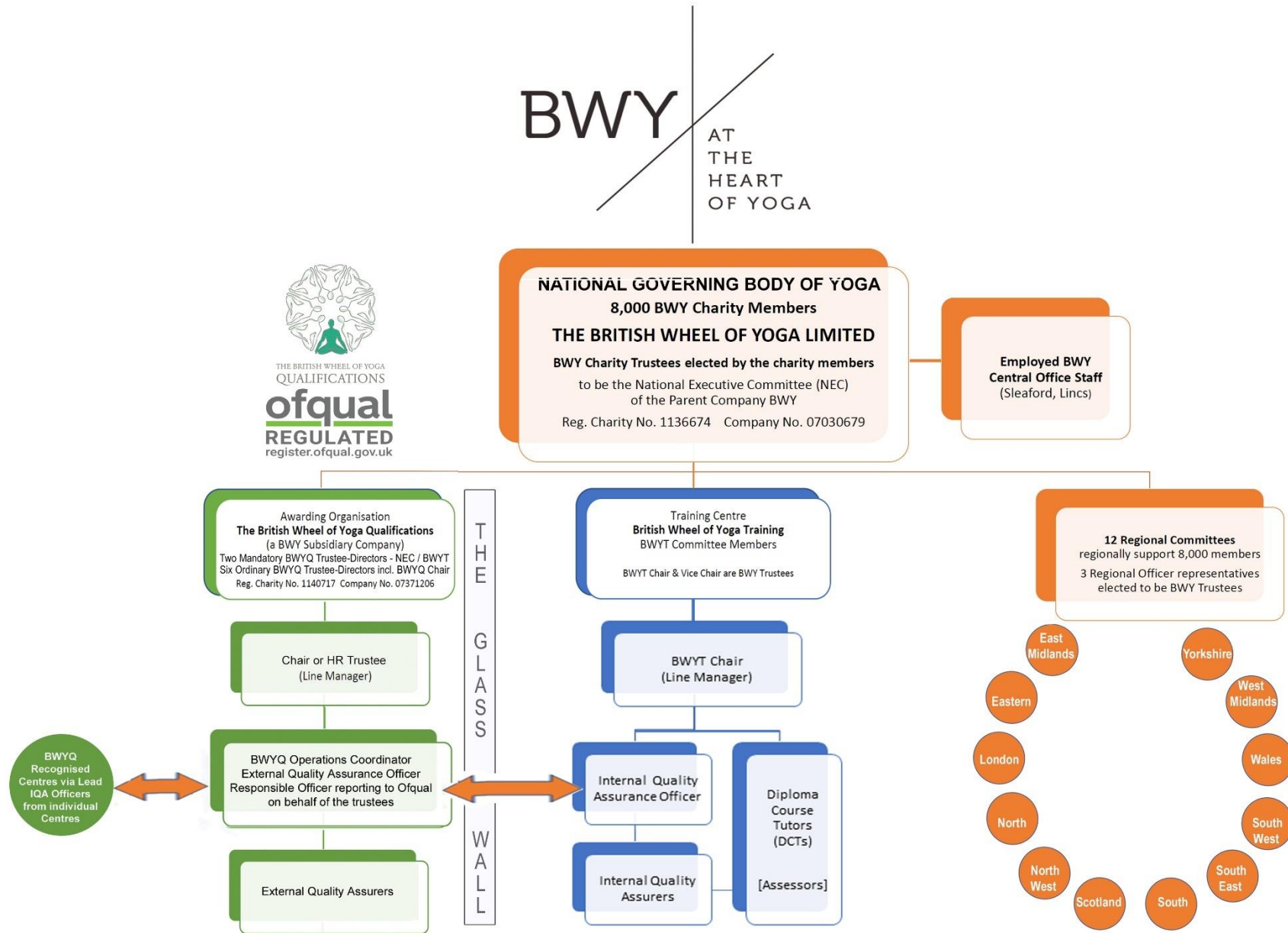
See Appendix 2

British Wheel of Yoga Qualifications (BWYQ) is an autonomous Awarding Organisation (AO) approved for regulation by Ofqual (Office of Qualifications and Examinations Regulation) in April 2010. It aims to provide a range of quality assured yoga-related qualifications from initial teacher training through to specialist qualifications and continue professional development. BWYQ currently has recognition for four qualifications:

- BWYQ Level 4 Certificate in Yoga Teaching (RQF) - 601/0744/3
- BWYQ Level 4 Diploma in Teaching Yoga (RQF) - 501/0828/1
- BWYQ Level 4 Award in Understanding the Principles of Adapting Yoga for Older Adults – 603/7526/7
- BWYQ Level 4 Certificate in Teaching Gentle Years Yoga – 603/7528/0

Regulatory approval means that Centres and learners can have every confidence in the robustness of the arrangements and procedures that underlie BWYQ units and qualifications.

Organisation Chart showing relationship to parent body BWY and BWYQ-recognised training centres



Ofqual Recognition and Regulation

Ofqual regulates qualifications, examinations and assessments in England, making sure that:

- regulated qualifications reliably indicate the knowledge, skills and understanding students have demonstrated.
- assessments and exams show what a student has achieved.
- people have confidence in the qualifications BWYQ regulate.
- learners and teachers have information on the full range of qualifications that BWYQ regulate.

BWYQ, and all Centres providing BWYQ qualifications, must comply with Ofqual's General Conditions of Recognition (GCOR). The BWYQ Responsible Officer works with BWYQ and Centre staff to facilitate compliance.

Ofqual GCOR Section B: The Awarding Organisation, B4 stipulates that BWYQ are required to provide Ofqual with accurate information on request, in the prescribed format and within the timescale given. B7 requires us to comply with regulatory documents, and B8 requires us to comply with any undertakings given to Ofqual.

*It is important to acknowledge that Ofqual recognition benefits BWYQ and their regulated qualifications. However, in order to meet the requirements of this recognition we **MUST** comply with the expectations set out in the General Conditions of Recognition.*

As an Ofqual Awarding Organisation, BWYQ, "must not, via an act or omission which has or is likely to have an 'Adverse Effect', render itself unsuitable to continue to be recognised" (A1.1).

A1.2 defines these 'acts and omissions' as;

- being convicted of a criminal offence.
- being held by a court or any professional, regulatory, or government body to have breached any provision of Competition Law, Equalities Law, or Data Protection Law.
- being held by a court or any professional, regulatory, or government body to have breached a provision of any other legislation or any regulatory obligation to which it is subject.
- becoming insolvent or subject to corporate financial restructuring.

An 'Adverse Effect' is defined as something that could:

- prejudice learners or potential learners.
- impact upon our ability to undertake the development, delivery or award of qualifications in accordance with Ofqual's Conditions of Recognition
- affect the standards of the qualifications BWYQ offer or propose to offer, or public confidence in qualifications.

Ofqual conduct an annual quality review cycle where they may request to visit the Awarding Organisation and Centre. The Centre's compliance to the regulatory requirements set out by us and Ofqual is integral to BWYQ compliance.

All Senior Officers/ Governors and Directors sign a declaration to confirm compliance with these requirements (see Appendix 4).

Further detail regarding Ofqual Regulation can be found:

<https://www.gov.uk/guidance/awarding-organisations-understanding-our-regulatory-requirements>

(link active May 2022)

The Ofqual General Conditions of Recognition (Ofqual handbook):
<https://www.gov.uk/guidance/ofqual-handbook> (link active May 2022)

Governance and suitability for continued recognition by the regulators

For a full overview of the Ofqual expectations of BWYQ as a regulated AO please read Section A of the Ofqual General Conditions of Recognition.

<https://www.gov.uk/guidance/ofqual-handbook/section-a-governance> (link active May 2022)

Company details

BWYQ is a private limited company (Registered Company Number 07371206) and registered charity (Registered Charity Number 1140717). Its governing document is the Memorandum and Articles of Association (Appendix 5) with additional Bye Laws (Appendix 4), as permitted by Article 32 of the BWYQ Articles.

The Registered Company Address is:
 25 Jermyn Street,
 Sleaford,
 Lincolnshire,
 NG34 7RU.

BWYQ must either keep the company’s registered address, or have a “substantial presence” in, the UK, a member state of the European Union or the European Free Trade Association, (A2). Responsibility rests with the BWY NEC and BWYQ Directors.

Overview of the governance lines within BWYQ

Stage/Area	At staff level	At BWYQ Director level
new markets or new qualifications	Develop proposals, working with relevant groups/ individuals	Review recommendations and determine course of action
Qualification development, review and withdrawal activities	Develop details and documentation, working with relevant groups/individuals	Review recommendations and determine course of action
Business plan	Review action and monitor aspects of the business plan specific to staff area/expertise Draft business plan for Directors to review	Review recommendations and sign-off on the draft business plan
Quality Assurance	Plan quality assurance activities EQA Officer to Inform/make decisions in relation to specific instances of quality assurance	Review details Make decisions in relation to centre risk rating/sanction issues at centres in accordance with the arrangements outlined in BWYQ Sanctions policy and centre risk rating arrangements.

complaints and appeals	Monitor that complaints and appeals are dealt in line with policy documents	Review activities (including notifications to and from the regulators). Convene panels and make decisions as per BWYQ Complaints and Appeals policies.
investigations, notifications to the regulators and/or possible/actual adverse effects/ emerging trends.	Involvement in investigation and recording in accordance with BWYQ Malpractice and Maladministration and Whistle-blowing policies	Receive regular updates Convene committees and panels, make decisions in accordance with Malpractice and Maladministration and Whistle-blowing policies.
key risks and issues	Identify, manage and record risks/issues as relevant	Review risk log and discuss risks/issues, determining how best to manage them
Regulatory and market updates	Review, summarise/ report on trends, requirements and issues	Review staff summaries/reports and act as required
Self- evaluation updates	Draft evaluations and reports and support RO in producing draft statement of compliance	review BWYQ's on- going level of regulatory compliance RO produce the draft statement of compliance for the Directors to consider and sign-off.
key Governance areas not covered by the above	Prepare necessary reports, summaries and draft documentation as required	Review/manage policies, procedures and documentation

BWYQ Resources

At the time of writing BWYQ has sufficient capacity and management resources to support the development and delivery planned for the forthcoming year. There are robust budget management and monitoring processes in place to ensure that the workforce is:

- large enough and suitably qualified to develop and deliver our qualifications and allied services.
- able to support our business planning arrangements
- Managed and monitored at line manager level to avoid wasted resources, effort, and/or account for unexpected levels of activity.
- Matches resource levels.
- Underpinned by clear resource review and recruitment arrangements.

The Responsible Officer

See Ofqual expectations see GCOR Section B: The awarding organisation (B1).

The Responsible Officer is the point of contact between the awarding organisation and Ofqual, in particular for;

- matters relating to BWYQ compliance with Ofqual's Conditions of Recognition.
- our ability to undertake efficient development, delivery and award of qualifications.
- the standards of qualifications that we deliver or propose to deliver and make available.
- matters which may affect public confidence in qualifications.
- accessibility of BWYQ qualifications, including compliance with Equalities Law.

The Responsible Officer is responsible, on behalf of the board of BWYQ, for ensuring that any statements made to Ofqual (other than those required by Ofqual from BWYQ's Board) are accurate, complete and comply with regulatory conditions. Any statements, notices or information requests that Ofqual issue to the Responsible Officer will be considered as being given to/served on BWYQ as a whole.

We must immediately inform Ofqual in writing should the Responsible Officer change. In the case of absence, the BWYQ Directors will appoint a temporary Responsible Officer and inform Ofqual.

Change in Control

Ofqual GCOR provide the following definition of a change of control:

A3.2 For the purposes of this condition, a change of control takes place in relation to an awarding organisation where –

(a) a person obtains control of the awarding organisation who did not, immediately prior to doing so, have control of it, or

(b) the awarding organisation merges with any person.

A3.3 Where the awarding organisation is a company, sub-sections (2), (3) and (4) of section 450 of the Corporation Tax Act 2010 shall apply for the purpose of determining whether a person has or had control of the awarding organisation

If ownership of BWYQ changes, and another organisation/individual have control as outlined in *sub-sections (2), (3) and (4) of section 450 of the Corporation Tax Act 2010*, or BWYQ merge with another organisation, then the Responsible Officer and new owners will notify Ofqual.

Until the changes take effect, we will, as appropriate, establish a working group to manage the change, ensuring that they;

- take all reasonable steps to make sure the change does not have an Adverse Effect,
- put in place a plan designed to ensure that the interests of learners are protected

Other changes in BWYQ status which must be promptly communicated to Ofqual include:

- a material change in governance structure or legal status,
- any insolvency or bankruptcy proceedings which have begun

Senior Staff Declarations

The scope of 'Senior Staff' includes BWYQ Directors (See Appendix 1; Terms of Reference).

BWYQ must ensure that senior staff have the relevant skills and experience for the role(s) they carry out (see Appendix 3). A member of staff may be deemed unsuitable if they:

- have any criminal convictions (staff will not be required to disclose details of any spent convictions),
- have breached the legislation or regulatory obligation of any court or regulatory, professional or government body to which they are subject,
- have been subject to any bankruptcy proceedings or any individual financial arrangement,
- have been disqualified from holding the directorship of a company or from public office,
- there is any finding of malpractice or maladministration in relation to a qualification (whether a regulated qualification or a qualification which is not regulated) that involved them.

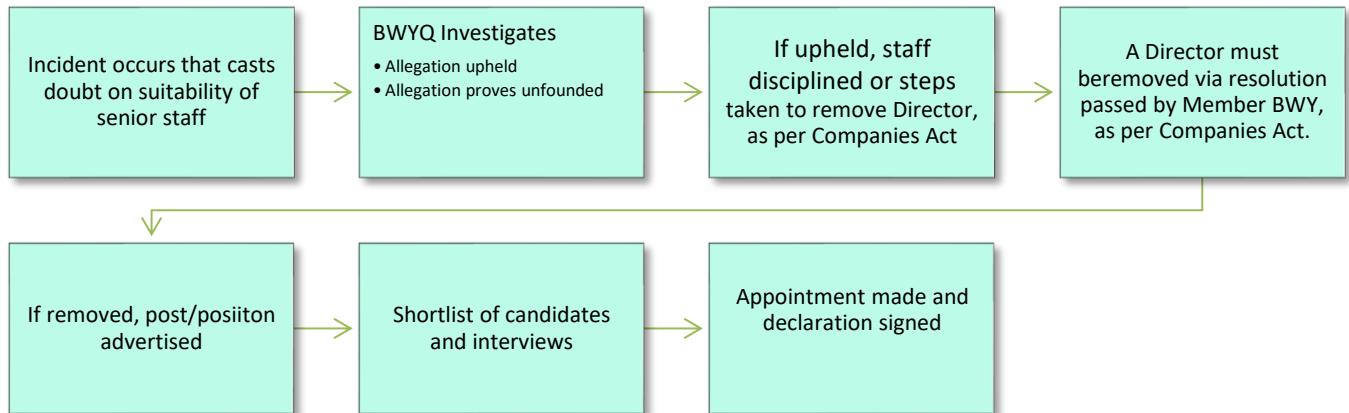
In any of these events, or if there is an allegation of this occurring, the Responsible Officer/ BWYQ Chair must be notified immediately. The Board will review the allegation/impact of the situation and take appropriate action, which may include:

- Confirming that the allegation is unfounded and recording the outcome.
- Reassigning the individual to other roles where appropriate.

- Instigating disciplinary proceedings, if the allegation has been proven, which may result in the suspension and/or dismissal. The outcome of the investigation is recorded.
- Inform, if appropriate, the regulators in accordance with the steps outlined in 'Adverse Effects'.

Every new member of the senior staff will be required to complete a declaration form (Appendix 4.) These will then be completed annually.

In the event of incidents that may impact on the suitability of senior staff, the following protocol will be used:



Conflict of Interest (COI)

See Ofqual GCOR Section A: Governance; A4 – Conflict of Interest and BWYQ 014 Conflict of Interest Policy.

Within the Ofqual definition, a conflict of interest exists when:

- any activity by BWYQ, a member of BWYQ staff or on behalf of BWYQ has the potential to lead to something that is contrary to its interests in the development, delivery and awarding of qualifications (as per Ofqual’s Conditions of Recognition)
- a person who is connected to the development, delivery or award of qualifications at BWYQ has interests in any other activity which has the potential to impact on BWYQ compliance with the requirements of the regulator’s Conditions of Recognition,
- an informed and reasonable observer would conclude that either of these situations was the case.

COIs are reported at the outset of any committee meeting and BWYQ staff maintain a log of COI.

BWYQ Internal Auditing Arrangements

We maintains logs for:

- External Quality Assurance, Centre monitoring and centre action planning
- Application of sanctions
- Malpractice investigations

In the first instance Centres investigate appeals and complaints as set out in their own internal policies, keeping a record of what they did. If these are escalated to BWYQ, then relevant records will be passed on.

The BWYQ Operations Coordinator oversees risk management and Conflict of Interest Reporting and manages overall compliance with the centre recognition agreement.

Audit trails to inform our record keeping are in place for;

- Requests for reasonable adjustments and special considerations
- Requests for Recognised Prior Learning (RPL)
- Student records including retention of assessed work and learner withdrawals
- Internal Quality Assurance Processes
- Standardisation of BWYQ centre monitoring arrangements

The systems we have in place allow us to keep up with demand, maintain necessary standards and provide data that can keep us informed about trends. All systems, and any external services, are subject to regular review and reinforced by appropriate supplier contracts. Data is continually backed up to help us to deal with potential issues and support continuity.

BWYQ Annual Statement of Compliance and Self-evaluation Arrangements

See GCOR Section B: The Awarding Organisation and Ofqual, B2 – The annual statement to Ofqual.

BWYQ must provide an annual statement of compliance in relation to regulatory requirements. This must be formally approved by BWYQ's Directors, signed by the BWYQ Chair and sent to the regulatory authorities, in line with their reporting arrangements. The statement must:

- Specify that we are either fully compliant with their requirements or, if not compliant, indicate where, giving the date by which BWYQ expect to become fully compliant.
- Specify that we have no cause to believe we will be non-compliant during the next year. If we believe we may become non-compliant we must say in what way, why we believe this and what we will do to address the issue.

To complete the statement, we will carry out a self-evaluation. We may use independent external expertise to assist if required. **Examples** of what this self-evaluation **may** include are

- review existing documented procedures.
- sample various activities to ensure that they follow documented procedures, identifying any trends or issues emerging.
- Review the way we approach to qualification development, delivery or awarding.
- Trend analysis of collected data
- Review internal governance arrangements.
- Interviews with staff.
- Events reported by the regulators relating to other organisations which may signal similar issues that could occur with BWYQ arrangements and/or which we could learn from.

IT Arrangements

See BWYQ 030 Cybersecurity Policy for more details.

BWYQ aims to have efficient and effective IT resources and management in place. Documentation is saved on an external drive and backed up. We review current systems and consider how we will deal with potential risks.

The BWYQ Operations Coordinator ensures that staff and Centres have access to the latest, Ofqual compliant,

policies, procedures and guidance via the Centre and BWYQ websites. BWYQ can request relevant data from Centre systems and oversee Centre activities.

Learner Registration and Management

Centres will use appropriate learner registration and management systems to support their learners and generate the records and data necessary for BWYQ.

These systems support;

- Course administration
- Assessment and quality assurance
- requests for reasonable adjustments, special considerations and recognised prior learning
- full audit trails in relation to all initial and final marking and results decisions
- access to a learner's record and history at any stage in the registration and certification life-cycle
- supporting regulatory data-return reports and real-time student achievement.

Managing External Suppliers (Third Parties)

See GCOR Section C: Third Parties. Condition C1: Arrangements with third parties

For a summary of identifying and managing third party risk see BWYQ 015 Risk and Issue Management Policy. See BWYQ Business Continuity Plan, Scenario 8 for the contingency in place in the event of the sudden loss of a third party.

When we arrange for an outside party (i.e. 'third parties') to complete any activity on our behalf this is done in accordance with the Conditions of Recognition. BWYQ carefully monitor and enforce such arrangements.

Examples of third parties include:

- Consultants used in the development of qualifications
- IT suppliers
- Part-time quality assurance staff
- External printers
- Couriers

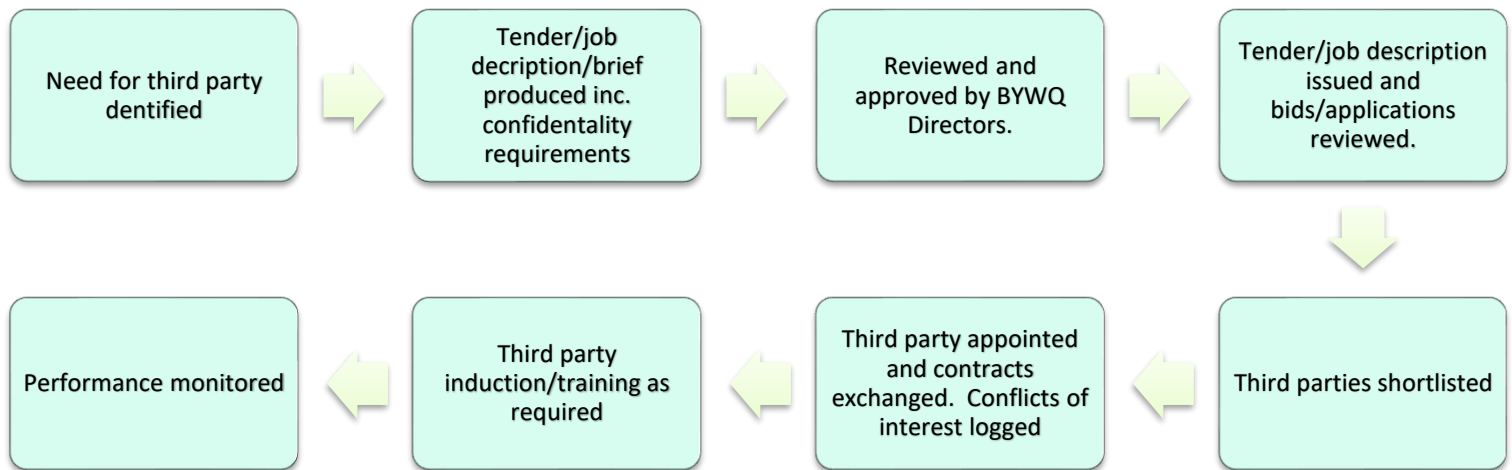
We manage relationships with third parties, ensuring:

- that staff/suppliers are contracted following an appropriate tender/recruitment process.
- contracts are worded to comply with regulatory obligations and stipulate the services to be completed.
- third parties sign appropriate confidentiality and/or non-disclosure agreements which clearly sets out their obligations in terms of:
 - i) confidentiality clauses and how these will be maintained
- a clause that ensures they do not provide or endorse any prohibited training. 'Prohibited training' is defined as training provided to centres/teachers at which a number of persons are present (whether physically or remotely) where someone includes confidential assessment material or information.
- third parties declare any conflicts of interest. This is recorded in the COI log.
- promptly notifying BWYQ if they have been, or are currently involved in, preparing a resource designed to support actual/potential learners during the assessment of a BWYQ qualification. (This does not apply to preparing resources or materials that are used for learners they teach). This will also be applicable when they leave the employment of BWYQ.

- assessments they set are monitored by BWYQ if they are, or have been, involved in preparing a resource designed to support actual/potential learners during the assessment of a BWYQ qualification. This ensures that the assessment is fit for purpose and has not been compromised by the 'resource'. (This does not apply to preparing resources or materials they use for learners they teach). This requirement will also be applicable when they leave the employment of BWYQ.
- access they have to confidential information in relation to a qualification does not compromise the confidentiality of assessment materials.
- we do not place unnecessary, costly or unduly burdensome arrangements on third party staff/suppliers.

The work of each third party will be monitored to make sure they operate in accordance with the expectations for the role. This will take the form of meetings and reviewing work products. If they have a role outside of their BWYQ activities, we will check that they don't do anything contrary to the interests of BWYQ in the development, delivery or award of BWYQ qualifications or which may cause an 'Adverse Effect'. If a conflict of interest and/or breach of confidentiality is suspected or alleged, and where there are reasonable grounds for this, it will be investigated by someone who is appropriately qualified and independent of the outcome. The investigation will establish the facts and highlight actions that need to be taken. (see BWYQ 014 Conflict of Interest Policy).

If there is any doubt about the relevance of the contracts/service agreements underpinning third parties/suppliers then these concerns should be brought to the BWYQ Chair.



Performance will be monitored against the specific tasks the third party have been contracted to perform and the contents of the formal contract they signed. If, during this monitoring, there is evidence of poor performance or issues with breaking the terms of their contract then the following steps will be taken;

- A meeting with the third party will be arranged to discuss the specific concerns and, if relevant, a written action plan will be agreed. Support may be provided in the form of additional resources or training. The action plan will then be monitored.
- If this does not resolve the issue then the processes detailed in BWYQ 018 Sanctions Policy and/or BWYQ 017 Malpractice and Maladministration Policy will be triggered as relevant. Dependent on the nature of the issue the BWYQ Trustees may move immediately to this stage.
- If there are no means of resolving the issue then a breach of contract will terminate the contract we hold with the third party

Arrangements with Centres

See *Ofqual GCOR Section C: Third Parties; Condition C2 – Arrangements with Centres*

Centres are required to sign BWYQ Centre Recognition documents; the formal written agreement between BWYQ as an AO and the Centre. This ensures that the Centre operates and delivers BWYQ qualifications to the expected standard (see BWYQ 006 – Centre Recognition Document and BWYQ 007 – Centre Handbook). It will usually be the head of Centre or Centre chairperson that signs on behalf of the Centre.

If there is an issue with the performance or actions of a centre then this will be managed in the same way as other third parties;

- A meeting with the Centre will be arranged to discuss the specific concerns and, if relevant, a written action plan will be agreed. Support may be provided in the form of additional resources or training. The action plan will then be monitored.
- If this does not resolve the issue then the processes detailed in BWYQ 018 Sanctions Policy and/or BWYQ 017 Malpractice and Maladministration Policy will be triggered as relevant. Dependent on the nature of the issue the BWYQ Trustees may move immediately to this stage.
- If there are no means of resolving the issue then the ultimate sanction will be to withdraw recognition for some of all of our qualifications.

Identification and Management of Risks

See *GCOR Section A: Governance; Condition A6 the Identification and Management of Risks*
Condition A7 Management of Incidents

BWYQ are required by the regulatory authorities to take all reasonable steps to identify, prevent, reduce and/or mitigate risks that could have an 'adverse effect'.

Where such a risk is identified, the awarding organisation must take all reasonable steps to

- (a) prevent the incident from occurring or, where it cannot be prevented, reduce the risk of that incident occurring as far as is possible, and*
- (b) prevent any Adverse Effect that the incident could have were it to occur or, where it cannot be prevented, mitigate that Adverse Effect as far as possible. (Ofqual GCOR A7.1)*

BWYQ has a comprehensive Risk Management Policy (BWYQ 015) which gives clear guidelines and procedures for the identification, recording and management of risk. By proactively identifying and managing risks, the overall risk capacity can be kept at an appropriate level.

Malpractice and Maladministration

See *GCOR Section A: Governance; Condition A8 Malpractice and Maladministration*

Malpractice is any activity or practice, which deliberately contravenes regulations and compromises the integrity of the internal or external assessment process and/or the validity of certificates. It covers deliberate actions, neglect, default or other practice that compromises, or could compromise:

- the assessment process.
- the integrity of a regulated qualification.
- the validity of a result or certificate.

- the reputation and credibility of BWYQ
- the qualification or the wider qualifications community.

Maladministration is any activity or practice, which results in non-compliance with administrative regulations and requirements and includes persistent mistakes or poor administration within a Centre (e.g. inappropriate learner records).

Ofqual requires awarding organisations to take all reasonable steps to prevent malpractice or maladministration in the development, delivery and award of qualifications. If it is suspected or alleged, and where there are reasonable grounds for that suspicion or allegation, we must investigate and mitigate any adverse effects.

BWYQ has a comprehensive Malpractices and Maladministration Policy (BWYQ 017) which outlines the process to be followed should malpractice or maladministration be suspected.

Dealing with Adverse Effects

See Section B of the Ofqual General Conditions of Recognition: The awarding body and Ofqual. In particular: B3 - notification to Ofqual of certain events, B3.2 and B3.3 give a list of example events. Also BWYQ 003 Business Contingency Plan and BWYQ 015 Risk and Issue Management Policy.

Awarding organisations are required to, as far as possible, prevent, mitigate and/or correct 'Adverse Effects'. The definition of an Adverse Effect is one which goes on to cause, or is likely to cause "prejudice to learners or potential learners, or

Adversely affect:

- The AOs ability to undertake the development, delivery or award of qualifications in accordance with the Conditions of Recognition
- the standards of the qualifications the AO offer or propose to offer, or
- public confidence in qualifications. "

Events highlighted by regulators that could lead to Adverse Effects include those where:

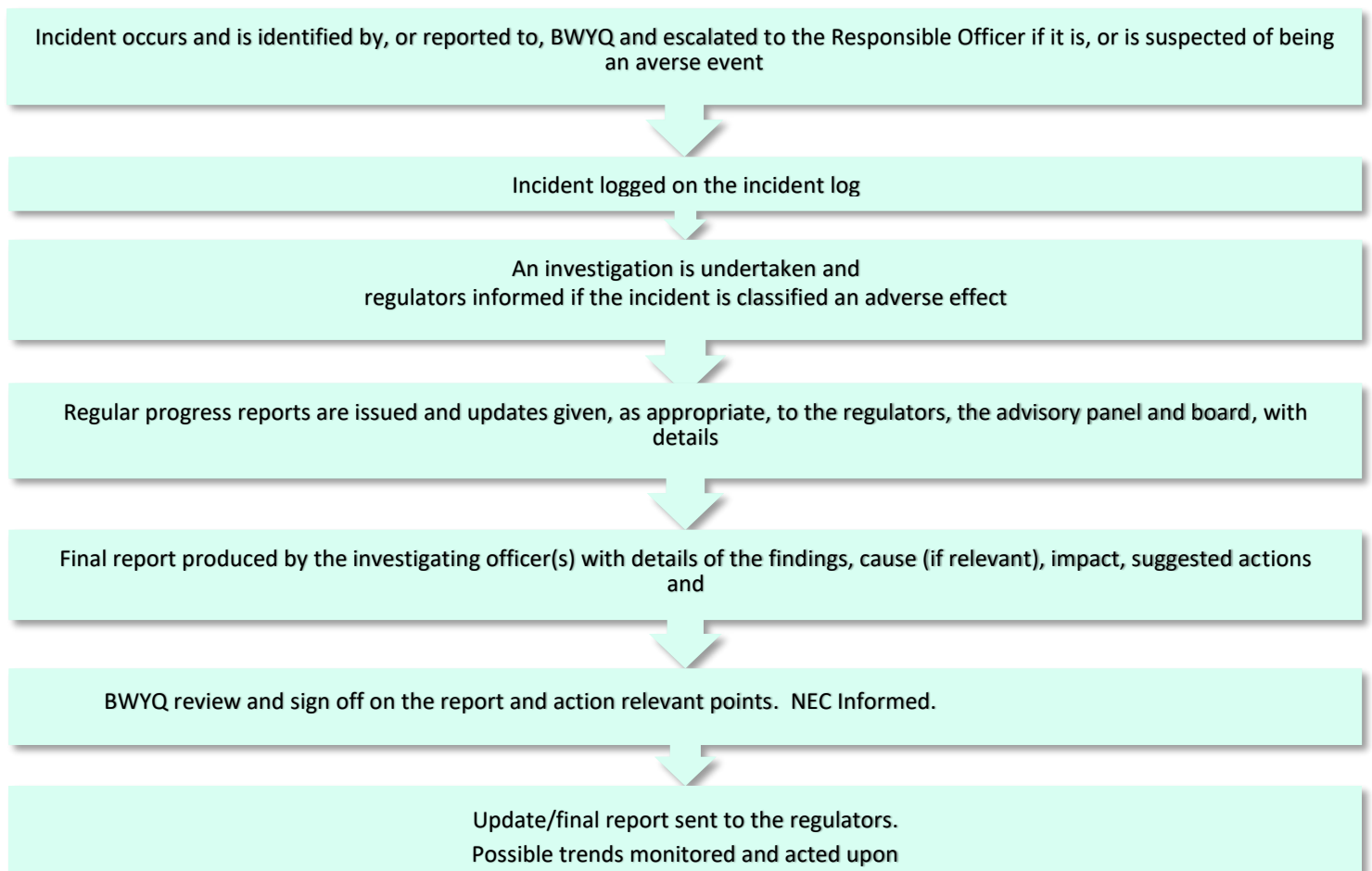
- an act or omission that could make us unsuitable to continue to be recognised for the award of a qualification(s) (Condition A1.1).
- there is a change of control in the organisation.
- a conflict of interest which may cause an Adverse Effect (Condition A4.3)
- We fail to identify, and/or take all reasonable steps to prevent or mitigate, risks that could cause an Adverse Effect (Condition A6.1/2)

In addition, specific examples of events given in Condition B3.2 which could have an Adverse Effect include those where;

- there is a substantial error in-assessment materials.
- assessment materials have been lost, stolen or confidential material disclosed.
- we cannot supply assessment materials for a scheduled assessment date.
- there has been a failure in the delivery of an assessment which threatens assessors' ability to differentiate accurately and consistently between the levels of attainment demonstrated by learners.
- we are or will be unable to meet a published date for the award of a qualification.
- we have issued incorrect results or certificates.
- We believe there has been an incident of malpractice or maladministration, which could either invalidate the award of a qualification or could impact upon another awarding organisation.

- we have (for any reason, whether inside or outside of BWYQ control) incurred an increase in costs which will result in fee increases significantly above inflation.
- BWYQ are named as a party in any criminal or civil proceedings or is subjected to a regulatory investigation or sanction by any professional, regulatory, or government body.
- a senior member of staff is a party to criminal proceedings (other than minor driving offences), is subject to any action for disqualification as a company director, or is subject to disciplinary proceedings by any professional, regulatory, or government body.
- an incident has occurred outside of the UK which could have an Adverse Effect - for example, it occurred in the context of the development, delivery or awarding of a regulated qualification taken by Learners in or outside the UK.

The regulators have stated that the above lists are only examples and should not be considered exhaustive. Staff should therefore use their professional judgement in determining if an event should be reported to the regulators. If staff are in doubt whether an event is an 'Adverse Effect' they should err on the side of caution, notifying us immediately and logging the details in BWYQ issue/incident log.



If the incident is classed as an 'Adverse Effect' then the Responsible Officer **must promptly notify Ofqual**. Ofqual have defined 'promptly' as meaning '**without delay**'. BWYQ should notify them based on all information at the time and keep them informed as new information emerges.

When we notify the regulators of an Adverse Effect we must include details of:

- the qualifications, subjects and units affected.
- the number of centres and learners affected, with a country location breakdown (if possible).
- the nature and cause of the event.
- the possible or actual impact of the event on learners, including any impact on the validity of grades or certificates.
- how we became aware of the event.
- whether centres, learners, media or other stakeholders are aware.
- any actions already taken/planned to identify causes and effects (giving priority, where relevant, to the award of qualifications where attainment has been confirmed or is in doubt), and/or to mitigate an adverse effect – including details of who is assigned to lead on resolving/managing the issue; these should be broken down into the following areas:
 - immediate changes/actions that have been taken to date.
 - details of a full review of the associated procedures and operations (with details of when it will start, if not already, and when it is due to report).
 - details of planned staff briefing, guidance or training enhancements.
 - how we will – if not done so already – improve risk and issue management arrangements to address any shortcomings and/or to take account of the new situations which have now come to light.
 - planned management/reporting improvements that are likely to be made (e.g. change or enhance the terms of reference for a particular group or the job description of various roles).

This will also include details of any reviews carried out and/or revisions that will be made, to the development, delivery and award of qualifications in order to ensure that procedures and associated arrangements remains appropriate.

The regulator’s response to any Adverse Effects will be determined by the nature of the incident and they may:

- consider whether BWYQ have given sufficient assurance that all necessary mitigating actions to protect the interests of learners have been taken.
- confirm the timelines for any additional updates, further investigation, implementation of mitigating actions, etc.
- seek assurance that BWYQ have identified actions required to prevent a repeat of the incident.
- identify whether the incident is an isolated occurrence or has wider implications regarding the conduct of BWYQ, or for other qualifications and awarding organisations.
- acknowledge receipt of the notification and take no further action.

After an adverse effect has been managed/resolved, we will conduct a full review and ensure that any lessons learned are implemented effectively. Details will be reported in the relevant BWYQ log.

Enquiries, complaints and appeals

It is important that everyone is aware of the BWYQ Customer Service Statement (BWYQ 021), Complaints Policy (BWYQ 019) and Appeals Policy (BWYQ 020), which are available on the BWYQ web pages and from the BWYQ Operations Coordinator.

Ensuring BWYQ Market Correctly

We must not:

- make any statements that would be likely to lead users of qualifications to believe that a qualification is a regulated qualification when it is not (e.g. attempt to pass off non-regulated qualifications as regulated by Ofqual).
- advertise or promote BWYQ qualifications in a manner that is likely to be misleading to users of qualifications.

Staff must ensure that all public statements and materials including those on the BWYQ website adhere to these key principles. In addition, we will review Centre websites to monitor how qualifications and BWYQ are being promoted. If this marketing is inappropriate we will take action to rectify this.

The BWYQ Operations Coordinator ensures that the use of any regulatory logos complies with the owner's logo requirements and certificate requirements. These are published by the regulators and may be revised from time to time.

Endorsement Arrangements

Endorsement is where BWYQ publicly approves resources which are designed help learners or potential learners with a current/proposed BWYQ qualification

We do not have any agreement in place with publishers to endorse their materials. However, if this changes then we will;

- take all reasonable steps to ensure the endorsement process does not have an adverse effect.
- publish the criteria used to decide whether or not to endorse a particular resource.
- ensure all endorsed products are signalled in the same way (for example the use of BWYQ logo or specified text expressing the endorsement) – including those produced by BWYQ or any affiliated company.
- put suitable arrangements are in place with publishers to ensure they do not market an endorsed resource in a way which implies that the resource contains privileged examiner/assessment insight or that its use is necessary for the successful completion of an assessment or qualification.

In order to endorse any learning materials/products BWYQ will need to satisfy itself that the product and supplier meets the following criteria:

- It thoroughly covers all the learning outcomes for the qualification/s
- It is set at the appropriate level for the qualification
- It covers the depth and breadth of the knowledge and skills required to achieve the qualification
- It is suitable for inclusion a general resource list for BWYQ qualifications
- There is no enticement that learners and/or centres must use the product
- It does not make claims to be the only resource suitable for the qualification/s
- It is not misleading in any way to centres or learners
- It does not contain any content that would be deemed to discriminate against any individuals that share a particular characteristic (e.g. disabilities, race, religious belief)
- It does not claim to guarantee a pass for the unit(s) or qualification
- Endorsement of one publication does not imply or grant endorsement of other materials – each individual material/document produced must be submitted to BWYQ for approval
- Any use of BWYQ name or logo must be in accordance with branding guidelines
- Any marketing materials must be submitted to us for approval in advance of being used
- Any re-editions must be submitted for approval to ensure they still align with the relevant

qualification

Centre Assessment Standards Scrutiny (CASS) Strategy

In accordance with Ofqual General Conditions of Recognition H2, BWYQ have developed a Centre Assessment Standards Scrutiny (CASS) Strategy. This sets out the steps BWYQ take to ensure consistency in the standard of assessment across Centres and assessors where an assessment for a qualification is marked by a Centre. The aims of this are;

- to ensure that learners are assessed in the same way regardless of who assesses them or where that assessment takes place
- to ensure that Centres maintain necessary standards in line with BWYQ and Ofqual expectations
- identify and manage potential adverse events.

Appendix 1 – Terms of Reference

Terms of reference for the BWYQ Board of Directors:

The decision and policy-making committee of the BWYQ; setting its strategic direction and overseeing its annual self-assessment. This group is responsible for:

1. Complying with the governing document of the charitable company, which is the Memorandum and Articles of Association, as approved by the Charity Commission and Companies House and its byelaws;
2. Setting the strategic direction for the BWYQ;
3. Overseeing the BWYQ annual self-assessment and formulating recommendations for action;
4. Authorising the release of self-assessment reports to the regulatory authorities;
5. Assessing the continuing appropriateness of the legal identity of the BWYQ;
6. Monitoring and evaluating the robustness and transparency of the BWYQ governance, organisation and management arrangements;
7. Assessing the continuing appropriateness of the point of accountability for maintaining the quality and standards of the BWYQ qualifications in Yoga and associated subjects;
8. Monitoring the continuing avoidance of any potential conflict of interest between the awarding activities of the BWYQ and the training remit of its parent organisation;
9. Monitoring and evaluating the sufficiency of the BWYQ financial, technical and staffing resources;
10. Monitoring the situation in Scotland, Wales and Northern Ireland to be able to identify the demand for the BWYQ Yoga qualifications to be offered through the medium of Welsh and/or Irish and formulating an appropriate Welsh and/or Irish strategy;
11. Monitoring the Malpractice and Maladministration Committee and Complaints and Appeals Panel.

Management Committee:

- Headed by the BWYQ Chair who is a director of the company and a trustee of the charity
- Up to 7 additional directors/trustees in total, with relevant expertise
- Any BWYT Committee members and those involved with the delivery of BWYQ regulated qualifications sitting on the Board of BWYQ will not outnumber the Directors who do not have this conflict of interest;
- Any BWYT Committee members and those involved with the delivery of BWYQ regulated qualifications sitting on the Board of BWYQ shall not be involved in the final vote and decision-making regard assessment and results decisions other than to give information;
- The role of the Responsible Officer shall either be allocated to a member of the BWYQ Board or shall be answerable internally in their capacity as Responsible Officer to the BWYQ Board.

Frequency of BWYQ Directors meeting:

The BWYQ Directors usually meet a minimum of four times a year The standard agenda for each meeting is;

1. Actions from the previous meetings
2. Declarations of any conflicts of interest with the members and the proposed agenda items
3. Review of risk log
4. Review of key issues/incidents
5. Review current state of compliance against the conditions - including self-evaluation status and report
6. Regulatory and market developments
7. Management Finance Reports (including resources)
8. Any other business

Terms of reference of the Complaints and Appeals Panel:

A panel adjudicating on appeals against assessment decisions and other decisions affecting centres and/or candidates.

Frequency of meetings of the Complaints and Appeals Panel

The Complaints and Appeals Panel will meet within a month of a complaint or appeal having been formally submitted to the BWYQ, in line with the BWYQ Complaints, and Appeals procedures.

The panel will reconvene after the event has been resolved to review and report on any lessons learnt.

Terms of reference of the Malpractice Committee:

The Directors delegate one of the Directors to be Head of the Malpractice Committee. The Head of Malpractice Committee may appoint a panel to help investigate allegations of malpractice or maladministration, if required. Any investigation will follow the BWYQ Malpractice and Malpractice Policy and Procedures.

Appendix 2 – Roles and Responsibilities

RESPONSIBLE OFFICER

MAIN PURPOSE: As the Awarding Organisation, the BWYQ appointed a named person to act as its Responsible Officer (RO). They serve as the point of contact for Ofqual in relation to all activities undertaken by the BWYQ which are of interest to Ofqual in accordance with compliance.

REQUIREMENTS AND DUTIES:

- To serve as the main and authoritative point of contact for Ofqual
- To support the administration and implementation of BWYQ's 'annual self-assessment'
- To deal with internal and external enquiries in relation to standards of qualifications, and Centre Approval
- To liaise with and support the BWYQ Board of Directors
- To liaise with the British Wheel of Yoga (BWY) and subsequent committees
- To oversee necessary administration resources as necessary

TRUSTEES (The Trustees are the BWYQ Company Directors & Board Members)

The Directors/Trustees of BWYQ oversee the strategic direction, efficient organisation and compliance of BWYQ. The Directors/Trustees provide reports as necessary to the parent body, BWY.

BWYQ Directors/Trustees ensure that the Awarding Organisation is meeting its regulatory requirements whilst protecting the needs and interests of the qualification users; including the students, tutors, assessors and staff.

Who are BWYQ?

- is a subsidiary company and registered charity of the British Wheel of Yoga (BWY). The BWY is recognised by Sport England and The Sport and Recreation Alliance (formally the CCPR) as the National Governing Body for Yoga in England.
- provides the 'quality kitemark' for yoga teacher training in the UK through the provision of its Ofqual regulated qualifications.
- was created at a Special Meeting of the BWY in September 2009. The BWYQ incorporated itself as a private company limited by guarantee in September 2010 and successfully applied for charitable status.
- was formally recognised by Ofqual (the Office of Qualifications and Examinations Regulations) in May 2010.
- Each Trustee of the registered charity is automatically a Director and Board Member of the company.

What is expected of a BWYQ Trustee?

The key responsibilities are, with the other Trustees, to hold the charity "in trust" for current and future activities by:

- ensuring that BWYQ has a clear vision, mission and strategic direction and is focused on achieving these;
- being responsible for the performance of BWYQ and for its professionalism;
- ensuring that BWYQ complies with all legal and regulatory requirements – including Ofqual Compliance;
- ensuring that BWYQ's governance is of the highest possible standard.

In practice, this means working in partnership with the other Trustees, the BWY, and the Operational Team:

- to develop and agree the strategic plans,
- to ensure that business, operational and other plans and board policies support the strategic priorities, and
- to ensure that there are effective mechanisms in place
- to take into account the views of the BWY National Executive Committee (NEC);
- to review the external environment for changes that might affect the charity;
- to assess the need for the charity and for the services it provides, or could provide, and to review regularly its strategic plans and priorities.

Trustees are responsible for agreeing how the performance of the charity is measured against its strategic priorities, which includes producing regular reports for the BWY NEC on progress and performance to ensure accountability.

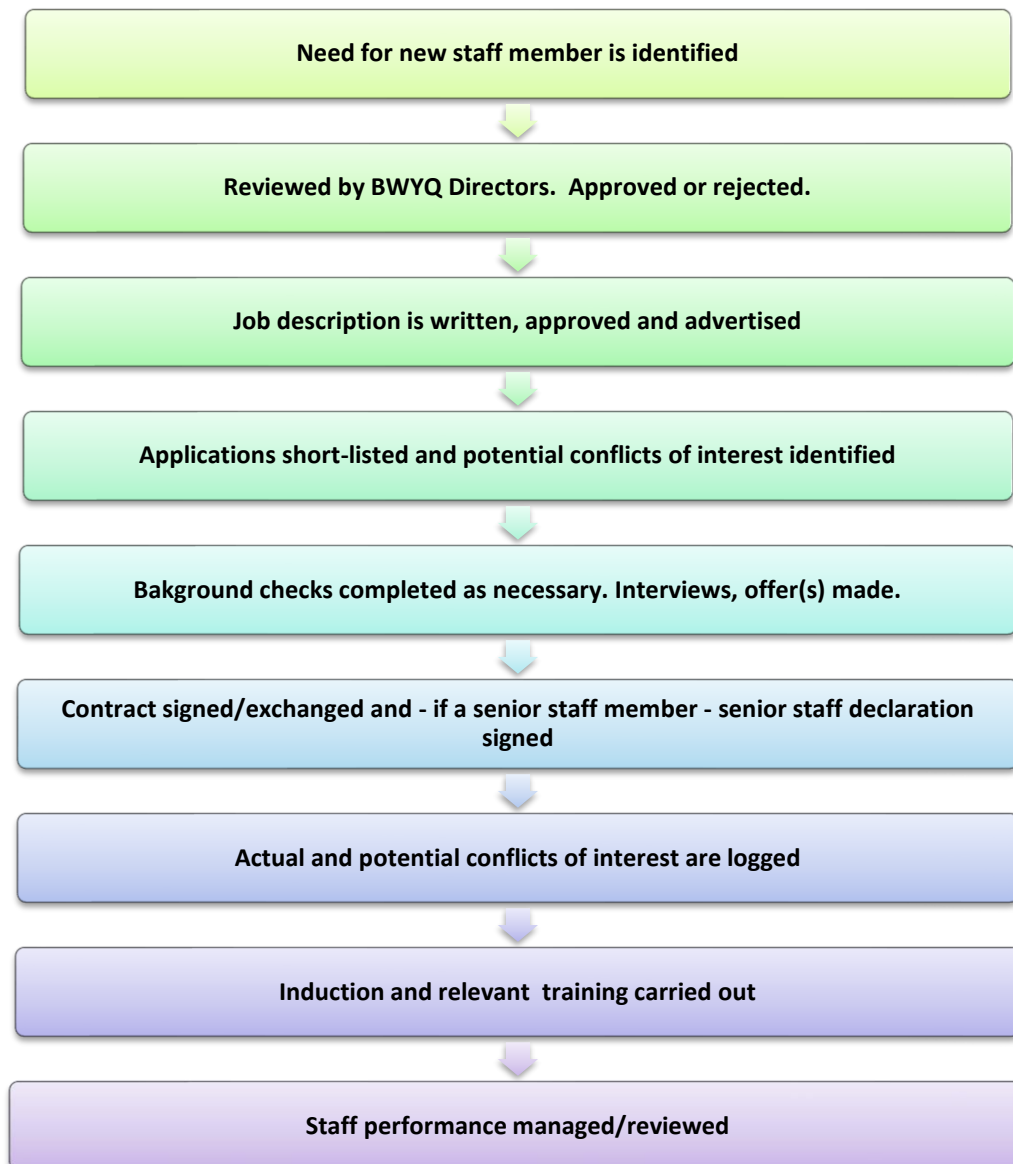
Trustees, both individually and collectively, have a considerable impact on the direction, reputation and effectiveness of BWYQ. As such they are expected to act as ambassadors for BWYQ and to ensure that organisational knowledge and expertise, intellectual property, the charity's good name and reputation are properly valued, utilised and safeguarded.

- Trustees receive no remuneration but are entitled to be reimbursed for all reasonable out of pocket expenses including travel to and from meetings.
- Each Trustee is individually accountable to the Board of Trustees as a whole. Collectively, the Board is accountable to BWYQ's constituents, as well as to Ofqual and other statutory regulators.
- Trustees are responsible collectively for ensuring that BWYQ has in place the appropriate policies to enable it to fulfil its obligations as set out in the Memorandum and Articles of Association, the terms of our registration with the Charities Commission, as well as ensuring Ofqual Compliance.
- Trustees are also responsible collectively for ensuring BWYQ has in operation the appropriate policies and procedures to enable it to fulfil its Ofqual obligations for the needs and requirements for all Learners, any Statutory obligations, Staff, Insurance, and H&S.
- It is the responsibility of each Trustee to ensure that all Board members are provided with sufficient information to fulfil their roles in providing appropriate scrutiny and challenge.
- To avoid any conflict of interest, each Trustee is obliged to declare any possible conflict of interest and to withdraw from making a decision on any matter in which it may reasonably be claimed that they have a vested interest.
- Trustees must act solely in the best interests of BWYQ and its objectives. Where, for example, a Trustee has an affinity for a particular facet of BWYQ's work it is their duty to act on the basis of the best interests of the charity as a whole rather than to benefit one particular activity and/or identified area over another.
- Trustees may be offered an annual 'non-managerial' performance appraisal to help identify any issues or training needs etc.
- Trustees are expected to operate within the law and guidelines of the Charity Commission, Companies House, and other statutes that may from time to time apply.

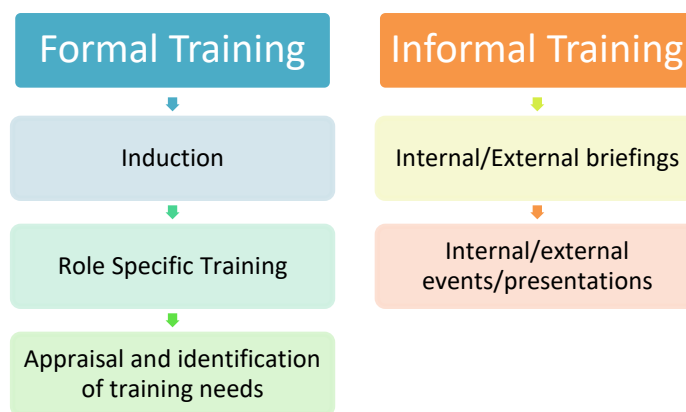
Appendix 3 – Staff recruitment and training – summary approach

Recruitment - All advertised BWYQ posts will include an appropriate job description and person specification that clearly outlines the attributes and experience the post-holder requires and the responsibilities associated with the role. Normally, staff in senior roles will be required to have experience of working in the sector and/or for an awarding organisation delivering various regulatory functions.

Arrangements are implemented in accordance with BWYQ's recruitment and personnel procedures. Job descriptions and associated person specification are produced by the relevant line manager and reviewed/signed-off by BWY prior to publication. This process also applies to the recruitment of consultants.



Training - This section outlines BWYQ approach to staff training and has been based around regulator good practice recommendations.



All staff are encouraged and supported to undertake relevant training to meet the objectives of their role, including compliance with CPD arrangements.

An induction programme give staff appropriate guidance and training in relation to:

- equality and diversity policy
- sector developments (both subject and qualification based) and an overview of relevant SSC strategies, plans and remits
- an overview of the regulators and their requirements and expectations
- qualification and unit development procedures (including ‘rules of combination’)
- assessment, delivery and awarding procedures
- core stakeholders and their roles and responsibilities
- relevant examples of National Occupational Standards or Qualification Specifications/Syllabi
- key aspects of the regulatory criteria relevant to their role

BWYQ believes that people learn much from everyday experiences and situations, so informal training is an important part of BWYQ work. For example, through internal meetings to discuss, review and ensure standardisation of approach in relation to developing and delivering units and qualifications, discussion of policy developments and/or events organised by the regulatory authorities, Federation of Awarding Bodies (FAB) or various SSCs. BWYQ also holds annual training events for DCTs and staff and take part in congress events for the wider yoga community at BWY.

As a progressive and people focused company and awarding organisation all staff are actively encouraged to flag up individual/group training/standardisation needs with their line manager in order to ensure that BWYQ continues to develop and deliver high-quality services. Formal training needs are identified as part of BWYQ’s staff appraisal process. In some cases, BWYQ may ask external consultants to facilitate this training.

The performance of each member of staff will be reviewed via a staff appraisal scheme. All BWYQ staff will receive their first review after their probationary period. Once this has been completed, they will receive annual reviews. Training needs will be identified and individual training plans will be put in place.

All BWYQ staff will receive 1-2-1 meetings with their line managers on a regular basis to review their progress.

BWYQ is committed to incorporating specific and appropriate duties in respect of implementing its Equality and Diversity Policy into job descriptions and work objectives, for all staff.

Appendix 4 – Annual senior staff declaration template

Each member of senior staff, including Board members, must complete the following template to help ensure BWYQ’s compliance with Ofqual’s General conditions A1.4 and A1.5.

Name	Birthdate	Postal Address	Phone No.	Any Professional titles
<p>I (insert name) sign to declare that at the time of this declaration I do not:</p> <ul style="list-style-type: none"> • have any criminal convictions (noting that any spent convictions need not be declared) • have any finding by a court or any professional, regulatory, or government body against me in relation to a breach of any legislation or any regulatory obligation to which I may have been subject, • have any current proceedings in relation to bankruptcy or any other relevant individual financial arrangement, • have a current disqualification from holding the directorship of a company or from public office, • have had any finding of malpractice or maladministration proven against me in relation to regulated or unregulated qualifications 				
Notes (if applicable)				
Signed				Date

Appendix 5 – BWYQ Bye Laws

The following Bye Laws (as permitted by Article 32 of BWYQ Articles) were passed at a meeting of the BWYQ Directors on the 14th October 2018:

- Any BWYT Committee members and those involved with the delivery of BWYQ regulated qualifications sitting on the Board of BWYQ shall not be involved in the final vote and decision-making regard assessment and results decisions other than to give information;
- The role of the Responsible Officer shall either be allocated to a member of the BWYQ Board or shall be answerable internally in her capacity as Responsible Officer to the BWYQ Board;

BWYQ Chair Anthony Grover, Laura Bissell BWYQ Secretary and directors John Parry, Elaine Fletcher and Pauline Fleming voted for it. Director Zoe Brown did not vote. They were passed by 5 votes to Nil.

(BWYQ Chair Anthony Grover 14th October 2018)

Appendix 6 – BWYQ Memorandum and Articles of Association

Company number: 07371206
Charity number: 1140717

Notice of General Meeting

The British Wheel of Yoga Qualifications

Notice is hereby given that a General Meeting (the 'Meeting') of the Company will be held by join.me video/teleconference at 12:30 PM on Monday, 22nd July, 2019.

At the Meeting, the Member of the Company -- the entity The British Wheel of Yoga Limited ('BWY') as represented by the BWY directors on the National Executive Committee -- will be asked to consider and vote on the following proposal to pass a special resolution:

"To adopt the British Wheel of Yoga Qualifications Articles of Association attached to this resolution as the Articles of Association in substitution for, and to the exclusion of, any articles of association previously registered with the Register of Companies."

Laura Bissell
British Wheel of Yoga Qualifications Charity Secretary
29 June 2019

The Company is a charitable company limited by guarantee with registered office at 25 Jermyn Street, Sleaford, Lincs NG34 7RU, company number 07371206 and charity number 1140717.

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SPECIAL RESOLUTION

At the Meeting held on 22nd July, 2019, the Member of the Company adopted the Articles of Association attached to this resolution as the Articles of Association in substitution for, and to the exclusion of, any articles of association previously registered with the Register of Companies.



Signature

Gillian Osborne for and on behalf of The British Wheel of Yoga Limited
Vice-Chair
The British Wheel of Yoga Limited

22nd July 2019

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

of

THE BRITISH WHEEL OF YOGA QUALIFICATIONS

COMPANY NUMBER: 07371206

1. COMPANY NAME

The Company's name is The British Wheel of Yoga Qualifications (and in this document is called the "**Charity**").

2. INTERPRETATION

2.1. In the articles:-

"**address**" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a telephone number for receiving text messages in each case registered with the Charity

"**the Articles**" means the Charity's articles of association

"**Awarding Organisation**" means the Charity as an awarding organisation on the Register of Regulated Qualifications maintained by HM Government.

"**the Charity**" means the company intended to be regulated by the Articles

"**clear days**" in relation to the period of a notice means a period excluding:-

- a) the day when the notice is given or deemed to be given; and
- b) the day for which it is given or on which it is to take effect

"**the Commission**" means the Charity Commission for England and Wales

"**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity

"**the Directors**" means the directors of the Charity. The directors are charity trustees as defined by section 177 of the Charities Act 2011

"**document**" includes, unless otherwise specified, any document sent or supplied in electronic form

"**electronic form**" has the meaning given in section 1168 of the Companies Act 2006

"**the Member**" has the meaning given in article 7.2 of these Articles

"**the memorandum**" means the Charity's memorandum of association

"**the Register**" means the Register of Regulated Qualifications maintained by HM Government

"**the Regulator**" means the qualifications regulator in any part of the United Kingdom from time to time that

regulates the educational activities of the Charity
"the seal" means the common seal of the Charity if it has one
"the United Kingdom" means Great Britain and Northern Ireland

2.2. Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.3. Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

2.4. Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

2.5. Words importing the singular number only include plural and vice versa. Words importing the masculine gender include the feminine and neuter gender. Words importing persons include companies.

3. LIABILITY OF MEMBERS

3.1. The liability of the Member is limited.

3.2. The Member of the Charity promises, if the Charity is dissolved while it is a member or within 12 months after it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of it towards the payment of the debts and liabilities of the Charity incurred before it ceases to be a member, and of the costs charges and expenses of winding up.

4. OBJECTS

The Charity's objects (the "Objects") are to advance for the benefit of the public the education of the public in yoga and related Group 1 and 2 therapies from the relevant House of Lords report (hereinafter called 'related therapies') and for that purpose:

4.1. to maintain and improve the standard of teaching of yoga and related therapies by producing and maintaining qualifications that are recognised on the Register;

4.2. to moderate, verify and assess the quality of the centres approved to deliver the Charity's qualifications and any qualifications delivered by the Charity as an Awarding Organisation;

4.3. to maintain and raise standards in the development and delivery of yoga qualifications;

4.4. to produce and make available specimen assessment materials for training centres that deliver the Charity's qualifications; and

4.5. to meet the Regulator's conditions and ensure that they are upheld by anyone delivering regulated qualifications on behalf of the Charity as an Awarding Organisation.

5. POWERS

5.1. The Charity has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Charity has power:-

5.1.1. to moderate, verify and quality assure the teaching and qualification standards of those delivering regulated qualifications on behalf of the Charity as an Awarding Organisation;

5.1.2. to deliver regulated qualifications on behalf of the Charity as an Awarding Organisation;

5.1.3. to produce specimen assessment materials for training centres;

5.1.4. to provide appropriate support and advice to training centres or similar establishments approved to deliver regulated qualifications on behalf of the Charity as an Awarding Organisation;

5.1.5. to charge reasonable fees to individuals and organisations which wish to register with the Charity as a regulated Awarding Organisation;

5.1.6. to disseminate information and opinions by means of printing, publishing, advertising and otherwise;

5.1.7. to accept gifts of whatsoever nature or kind, which may serve the interests of the Charity;

5.1.8. to make appeals to the public for contributions to funds of the Charity;

5.1.9. to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

5.1.10. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and

equip it for use;

5.1.11. to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

5.1.12. to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;

5.1.13. to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

5.1.14. to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

5.1.15. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;

5.1.16. to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

5.1.17. to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article;

5.1.18. to:

a) deposit or invest funds; and

b) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5.1.19. to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 1801 of the Charities Act 2011; and

5.1.20. to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity.

6. APPLICATION OF INCOME AND PROPERTY

6.1. The income and property of the Charity shall be applied solely towards the promotion of the Objects.

6.2.

6.2.1. A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

6.2.2. A Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6.2.3. A Director may receive an indemnity from the Charity in the circumstances specified in Article 28.

6.3. None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:-

6.3.1. a benefit from the Charity in the capacity of a beneficiary of the Charity; and/or

6.3.2. reasonable and proper remuneration for any goods or services supplied to the Charity.

6.4. No Director or connected person may:-

6.4.1. buy any goods or services from the Charity on terms preferential to those applicable to members of the public;

6.4.2. sell goods, services, or any interest in land to the Charity;

6.4.3. be employed by, or receive any remuneration from, the Charity;

6.4.4. receive any other financial benefit from the Charity, unless:-

- a) the payment is permitted by Article 6.5; or
- b) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.

6.5.

6.5.1. A Director or connected person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Directors do not benefit in this way.

6.5.2. A Director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, section 185 and 186 of the Charities Act 2011.

6.5.3. Subject to Article 6.6 a Director or connected person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Director or connected person.

6.5.4. A Director or connected person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

6.5.5. A Director or connected person may receive rent for premises let by the Director or connected person to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper and provided that the Director concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.5.6. The Directors may arrange for the purchase, out of the funds of the Charity, of insurance designed to indemnify the Directors in accordance with the terms of, and subject to the conditions in, section 189 of the Charities Act 2011.

6.5.7. A Director or connected person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

6.6. The Charity and its Directors may only rely upon the authority provided by Article 6.5.3 if each of the following conditions is satisfied:-

6.6.1. The amount or maximum amount of the prepayment for the goods is set out in an agreement in writing between:-

- a) the Charity or its Directors (as the case may be); and
- b) the Director or connected person supplying the goods (the "**supplier**") under which the supplier is to supply the goods in question to or on behalf of the Charity.

6.6.2. The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

6.6.3. The other Directors are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Director or connected person. In reaching that decision the Directors must balance the advantage of contracting with a Director or connected person against the disadvantages of doing so.

6.6.4. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.

6.6.5. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.

6.6.6. The reason for their decision is recorded by the Directors in the minute book.

6.6.7. A majority of the Directors then in office are not in receipt of remuneration or payments authorised by Article 6.4.

6.6.8. In Articles 6.2 to 6.6, "Charity" shall include any company in which the Charity:-

- a) holds more than 50% of the shares; or
- b) controls more than 50% of the voting rights attached to the shares; or

c) has the right to appoint one or more Directors to the Board of the company.

6.6.9. In Articles 6.4 to 6.6 "connected person" means:-

- a) a child, parent, grandchild, grandparent, brother or sister of the Director;
- b) the spouse or civil partner of the Director or of any person falling within Article 6.6.9a) above;
- c) a person carrying on business in partnership with the Director or with any person falling within Articles 6.6.9a) or 6.6.9b) above;
- d) an institution which is controlled:-
 - i. by the Director or any connected person falling within Articles 6.6.9a) 6.6.9b) or 6.6.9c) above; or
 - ii. by two or more persons falling within Articles 6.6.9d) when taken together;
- e) a body corporate in which:-
 - i. the Director or any connected person falling within Articles 6.6.9a) to 6.6.9c) has a substantial interest; or
 - ii. two or more persons falling within Article 6.6.9e) who, when taken together, have a substantial interest.

6.6.10. Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Article 6.6.

7. MEMBERS

7.1. The subscribers to the memorandum are the first members of the Charity.

7.2. The Charity is a sole member company. The Charity's sole member ("the **Member**") shall be The British Wheel of Yoga Limited (company number 07030679).

7.3. In the event of a bona fide reconstruction of the Member, other than in accordance with Article 7.4 below, the Directors shall admit its successor organisation as a Member.

7.4. In the event that the Member:

7.4.1. becomes the subject of a compulsory voluntary arrangement under the Insolvency Act 1986;

7.4.2. has a receiver, manager, administrator or administrative receiver appointed over all or any part of its undertaking, asset or income;

7.4.3. has a resolution passed for its winding up; or

7.4.4. has a petition presented to any court for its winding up or an application is made for an administration order, or any winding-up or administration order is made against it,

then the Member's membership shall automatically cease to hold any voting rights and the Directors shall, after consultation (so far as practicable) with representative of the Member admit any other person or organisation willing to become a member of the company.

7.5. Membership is not transferable.

7.6. The Directors must keep a register of names and addresses of the members.

8. GENERAL MEETINGS

8.1. The Directors may call a general meeting at any time.

8.2. On the Member's written request, the Directors must forthwith call a general meeting.

9. NOTICE OF GENERAL MEETINGS

9.1. The minimum periods of notice required to hold a general meeting of the Charity are:- 9.1.1. 21 clear days for a

general meeting called for the passing of a special resolution;

9.1.2. 14 clear days for all other general meetings.

9.2. A general meeting may be called by shorter notice if it is so agreed by the Member.

9.3. The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006.

9.4. The notice must be given to the Member and to the Directors and auditors.

9.5. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

10. PROCEEDINGS AT GENERAL MEETINGS

10.1. No business shall be transacted at any general meeting unless a quorum is present.

10.2. A quorum is the Member or as applicable its authorised representative or proxy.

10.3. Subject to the provisions of this article 10, the business of any general meeting shall be conducted in such manner as the Member shall decide.

10.4.

10.4.1. If:-

a) a quorum is not present within half an hour from the time appointed for the meeting; or

b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Directors shall determine.

10.4.2. The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

10.4.3. General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.

10.4.4. If there is no such person or he or she is not present within 15 minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.

10.4.5. If there is only one Director present and willing to act, he or she shall chair the meeting.

10.4.6. If no Director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the Member shall chair the meeting.

10.4.7. The Member present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

10.4.8. The person who is chairing the meeting must decide the date time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

10.4.9. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

10.4.10. If a meeting is adjourned by a resolution of the Member for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.

10.5. The Member may nominate any person to act as its representative at any meeting of the Charity.

10.6. The Member must give written notice to the Charity 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 Charity. The representative may continue to represent the organisation until written notice to the contrary is received by the Charity.

10.7. Any notice given to the Charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the representative has been properly appointed by the organisation.

10.8. Any vote at a meeting shall be decided by a show of hands.

11. CONTENT OF PROXY NOTICES

- 11.1. Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:-
- 11.1.1. states the name and address of the Member appointing the proxy;
 - 11.1.2. identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 11.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 11.1.4. is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 11.2. The Charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 11.3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 11.4. Unless a proxy notice indicates otherwise, it must be treated as:-
- 11.4.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 11.4.2. 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.

12. DELIVERY OF PROXY NOTICES

- 12.1. A person who is entitled to attend, speak or vote 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 Charity by or on behalf of that person.
- 12.2. An appointment under a proxy notice may be revoked by delivering to the Charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 12.3. 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.
- 12.4. 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 appointor's behalf.

13. WRITTEN RESOLUTIONS

- 13.1.** A resolution in writing signed by the Member (or its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective if it is passed in accordance with Companies Act 2006..

14. DIRECTORS

- 14.1. A Director must be a natural person aged 16 years or older.
- 14.2. No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 17.
- 14.3. The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.
- 14.4. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

15. POWERS OF DIRECTORS

- 15.1. The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.
- 15.2. No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- 15.3. Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

16. THE APPOINTMENT AND RETIREMENT OF DIRECTORS

16.1. The composition of the Charity's board of Directors shall be as follows:

16.1.1. The British Wheel of Yoga Limited ('the Member') shall appoint one Director who is not connected with the delivery of training courses to serve as the liaison between the Member and the Charity, as mutually agreed;

16.1.2. The British Wheel of Yoga Training Committee ('BWYT') shall appoint one Director to serve as liaison between BWYT and the Charity, with the stipulation that the appointee shall not be involved in the final vote and decision-making with regards to BWYQ assessment and results decisions, other than to give information;

16.1.3. The British Wheel of Yoga Qualifications Directors ('the Directors') shall appoint up to six Ordinary Directors who are not directors, employees or committee members of the Member.

16.2. Ordinary Directors:

16.2.1. The Directors shall nominate one of the Ordinary Directors to act as chair of the board of Directors (the "BWYQ Chair") and the BWYQ Chair shall not be the same person at the same time as the chair of the Member ("BWY Chair");

16.2.2. Any Directors involved with the delivery of training courses or serving on any training centre board or committee shall together not form the majority of the Directors and shall not be involved in any vote or decision-making with regards to BWYQ assessments and results decisions, other than to give information;

16.2.3. Subject to Article 16, the Ordinary Directors so appointed shall hold office for a period of no more than three years but may be reappointed for further terms.

17. DISQUALIFICATION AND REMOVAL OF DIRECTORS

17.1. A Director shall cease to hold office if he or she:-

17.1.1. ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;

17.1.2. is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

17.1.3. in the written opinion given to the Charity of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;

17.1.4. resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect);

17.1.5. is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated; or

17.1.6. commits proven malpractice under the Regulator's conditions.

17.1.7 is determined by the passing of a resolution by special notice that he or she should be removed in accordance with sections 168, 169 and 312 of the Companies Act 2006 (or any statutory re-enactment or modification of that provision).

18. REMUNERATION OF DIRECTORS

The Directors must not be paid any remuneration unless it is authorised by Article 6.

19. PROCEEDINGS OF DIRECTORS

19.1. The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

19.2. Any Director may call a meeting of the Directors.

19.3. Questions arising at a meeting shall be decided by a majority of votes.

19.4. In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

19.5. A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.

19.6.

19.6.1. No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.

19.6.2. The quorum shall be three or the number nearest to one-third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors.

19.6.3. A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

19.7. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

19.8.

19.8.1. The Chair shall chair meetings of the Directors.

19.8.2. If the Chair is unwilling to preside or is not present within 10 minutes after the time appointed for the meeting, the Directors present may appoint another one of their number to chair that meeting.

19.8.3. The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Directors.

19.9.

19.9.1. A resolution in writing or in electronic form agreed by a simple 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 had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:-

- a) a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
- b) a simple majority of Directors has 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.

19.9.2. 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 has signified their agreement.

20. DELEGATION

20.1. The Directors may delegate a Director or staff member to be the designated contact with the Regulator (the "Responsible Officer");

20.1.1. The Responsible Officer is answerable to and reports internally to the Directors;

20.1.2. The Directors may revoke or alter the delegation of the Responsible Officer.

20.2. The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.

20.3. The Directors may impose conditions when delegating, including the conditions that:-

20.3.1. the relevant powers are to be exercised exclusively by the committee to whom they delegate;

20.3.2. no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

- 20.4. The Directors may revoke or alter any committee delegations.
- 20.5. All acts and proceedings of any committees must be fully and promptly reported to the Directors.
- 20.6. The Directors can adopt by-laws to regulate the composition of any committees, their powers and procedures.

21. DECLARATION OF DIRECTORS' INTERESTS

A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

22. CONFLICTS OF INTEREST

22.1. For the purposes of this Article 22, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

22.2. The Directors may, in accordance with the requirements set out in this Article 22, authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Companies Act 2006 to avoid situations in which he has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Charity (such conflict being hereinafter referred to as a Conflict of Interest).

22.3. A Director seeking authorisation in respect of a Conflict of Interest shall declare to the other Directors the nature and extent of his interest in a Conflict of Interest as soon as is reasonably practicable. The Director shall provide the other Directors with such details of the relevant matter as are necessary for the other Directors to decide how to address the Conflict of Interest, together with such other information as may be requested by the other Directors.

22.4. Any authorisation under this Article 22 will be effective only if:

22.4.1. the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;

22.4.2. any requirement as to the quorum at any meeting of the Directors at which the matter is considered is met without counting the Director in question and any other conflicted Director(s); and

22.4.3. the matter was agreed to without the Director and any other conflicted Director(s) voting or would have been agreed to if their votes had not been counted.

22.5. Any authorisation of a Conflict of Interest under this Article 22 may (whether at the time of giving the authorisation or subsequently):

22.5.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict of Interest so authorised;

22.5.2. be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine; or

22.5.3. be terminated or varied by the Directors at any time.

This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.

22.6. In authorising a Conflict of Interest, the Directors may decide (whether at the time of giving the authorisation or subsequently) that if a Director has obtained any information through his involvement in the Conflict of Interest otherwise than as a Director of the Charity and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to:

22.6.1. disclose such information to the Directors or to any Director or other officer or employee or the Charity; or

22.6.2. use or apply any such information in performing his duties as a Director, where to do so would amount to a breach of that confidence.

22.7. Where the Directors authorise a Conflict of Interest they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the Director:

22.7.1. is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflicts of Interest;

22.7.2. is not given any documents or other information relating to the Conflict of Interest;

22.7.3. may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict of Interest.

22.8. Where the Directors authorise a Conflict of Interest:

22.8.1. the Director will be obliged to conduct himself in accordance with any terms, limits and/or conditions imposed by the Directors in relation to the Conflict of Interest;

22.8.2. the Director will not infringe any duty he owes to the Charity by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits, and/or conditions (if any) as the Directors impose in respect of its authorisation;

22.8.3. the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and

22.8.4. the Directors may withdraw such authority at any time.

22.9. For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.

22.10. Subject to the following sub-paragraph, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any Director other than the chairman is to be final and conclusive.

22.11. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

23. VALIDITY OF DIRECTORS' DECISIONS

23.1. Subject to Article 23.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:-

23.1.1. who was disqualified from holding office;

23.1.2. who had previously retired or who had been obliged by the constitution to vacate office;

23.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise, if without:-

23.1.4. the vote of that Director; and

23.1.5. that Director being counted in the quorum,

the decision has been made by a majority of the Directors at a quorate meeting.

23.2. Article 23.1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 23.1, the resolution would have been void, or if the Director has not complied with Article 21.

24. MINUTES

The Directors must keep minutes of all:-

24.1. appointments of officers made by the Directors;

24.2. proceedings at meetings of the Charity;

24.3. meetings of the Directors and committees of Directors including:-

- 24.3.1. the names of the Directors present at the meeting;
- 24.3.2. the decisions made at the meetings; and
- 24.3.3. where appropriate the reasons for the decisions.

25. ACCOUNTS

25.1. The Directors must prepare for each financial year accounts as required by the Companies Acts. 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.

25.2. The Directors must keep accounting records as required by the Companies Acts.

26. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

26.1. The Directors must comply with the requirements of the Charities Act 2011 with regard to the:-

- 26.1.1. transmission of the statements of account to the Charity;
- 26.1.2. preparation of an annual report and its transmission to the Commission;
- 26.1.3. preparation of an annual return and its transmission to the Commission.

26.2. The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

27. MEANS OF COMMUNICATION TO BE USED

27.1. Subject to the Articles, anything sent or supplied by or to the Charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 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 Charity.

27.2. 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.

27.3. Any notice to be given to or by any person pursuant to the Articles:-

- 27.3.1. must be in writing; or
- 27.3.2. must be given in electronic form.

27.4.

27.4.1. The Charity may give any notice to the Member either:-

- a) by sending it by post in a prepaid envelope addressed to the Member at its address; or
- b) by leaving it at the address of the Member; or
- c) by giving it in electronic form to the Member's address.

27.5. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

27.6.

27.6.1. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

27.6.2. 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 Companies Act 2006.

27.6.3. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:-

27.6.4. 48 hours after the envelope containing it was posted; or

27.6.5. in the case of an electronic form of communication, 48 hours after it was sent.

28. INDEMNITY

28.1. The Charity shall indemnify every Director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

28.2. The Charity may indemnify an auditor against any liability incurred by him or her or it:-

28.2.1. in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or

28.2.2. in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

29. RULES

29.1. The Directors may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the Charity.

29.2. The by-laws may regulate the following matters but are not restricted to them:-

29.2.1. the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

29.2.2. the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by these Articles;

29.2.3. generally, all such matters as are commonly the subject matter of company rules.

29.3. The Charity in general meeting has the power to alter, add to or repeal the rules or bylaws.

29.4. The Directors must adopt such means as they think sufficient to bring the rules and bylaws to the notice of the Member.

29.5. The rules and by-laws shall be binding on the Member. No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

30. DISSOLUTION

30.1. The Member may at any time before, and in expectation of, the Charity's dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:-

30.1.1. directly for the Objects; or

30.1.2. by transfer to any charity or charities for purposes similar to the Objects; or

30.1.3. to any charity or charities for use for particular purposes that fall within the Objects.

30.2. Subject to any such resolution of the Member, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:-

30.2.1. directly for the Objects; or

30.2.2. by transfer to any charity or charities for purposes similar to the Objects; or

30.2.3. to any charity or charities for use for particular purposes that fall within the Objects.

30.3. In no circumstances shall the net assets of the Charity be paid to or distributed to the Member (unless the Member is itself a charity) and if no such resolution in accordance with Article 30.1 is passed by the Member or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the Court or the Commission.

BWYQ Governance Manual Document History		
Date	Author	Action
July 2015	Head of BWYQ Operations and Responsible Officer Amanda Buchanan	Reviewed and revised
July 2015	BWYQ Chair Paul Fox	Reviewed, amended approved.
March 2016	Head of BWYQ Operations and Responsible Officer Amanda Buchanan	Updated
July 2017	Head of BWYQ Operations and Responsible Officer Amanda Buchanan	Reviewed and revised
July 2017	BWYQ Chair Mila Bogen	Approved
November 2018	BWYQ Operations Coordinator	Reviewed and revised
December 2018	BWYQ Directors	Approved
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June 2021	BWYQ Directors	Approved
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