

Number of }
(the company)

1308583

THE COMPANIES ACTS 1948 to 1967

DECLARATION of Compliance with the requirements of the
Companies Act 1948 on application for registration of a Company.

Pursuant to Section 15 (2) of the Companies Act 1948

Insert the
Name of the
Company.

INDUSTRY AND PARLIAMENT TRUST

LIMITED

D58

Presented by

GW BECK / Solicitor

Hammersmith House

London W6

Presentor's Reference GWB/CD

Form No. 41
(No filing fee payable)

I, GUY WILLIAM BECK

Hammersmith House

of

London W6

Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland "a
Solicitor") engaged
"in the formation"

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary".

Do solemnly and sincerely declare that I am (*) A Solicitor

of the Supreme Court engaged in the formation

of INDUSTRY AND PARLIAMENT TRUST

Limited,

And that all the requirements of the Companies Act 1948 in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Hammersmith
London W6

the 25th day of March

one thousand nine hundred and
seventy seven

Before me,

D. Stevens
D. STEVENS.

Note.—This margin is reserved for binding and must not be written across.

1308583/2

THE COMPANIES ACTS 1948 TO 1967

PUB 162112
WSL

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Memorandum of Association

INDUSTRY AND PARLIAMENT ~~PARLIAMENTARY INDUSTRIAL TRUST~~ LIMITED

1. The name of the Company (hereinafter called "THE TRUST") is ~~"PARLIAMENTARY INDUSTRIAL TRUST LIMITED"~~ ^{INDUSTRY AND PARLIAMENT} TRUST LIMITED.

2. The registered office of the Trust will be situate in England.

3. The objects for which the Trust is established are:—

- (A) (i) To promote knowledge of the function of industry based in the United Kingdom and its part in the life of the United Kingdom among those concerned with all aspects of the Government of the United Kingdom and of the European Economic Community.
- (ii) To promote knowledge of all aspects of the Government of the United Kingdom and of the European Economic Community among those concerned with the management of industry and industrial decision making.

Provided always that these objects shall be carried out and the powers which follow shall be exercised in an educational manner and that the Trust shall be non party political in constitution and shall not with its funds support the purposes of any political party.

And the Trust shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:—

- (B) To sponsor and provide courses of instruction, training programmes, research awards and projects calculated to provide

government and industry with knowledge of each other's functions and problems.

- (C) To make awards of finance to and provide facilities for Members of both Houses of Parliament and other elected Representatives to enable those to carry out familiarisation studies of industry.
- (D) To provide and publish information on the results of studies and research and otherwise in connection with its objects.
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (F) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust.
- (G) To undertake and execute any charitable trusts which may lawfully be undertaken by the Trust.
- (H) To borrow or raise money on such terms and on such security as may be thought fit.
- (I) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (J) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (K) To do all such other things as are necessarily conducive and incidental to the attainment or furtherance of the said objects or any of them.

Provided that:—

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science.

the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Trustees as the Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Trustees have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust and no Trustee shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust.

Provided that nothing herein shall prevent any payment in good faith by the Trust—

- (A) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a Trustee) for any services rendered to the Trust;
- (B) of interest at a rate not exceeding 6 per cent. per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Trust or Trustee;
- (C) to any Trustee out-of-pocket expenses;
- (D) to a company of which a member of the Trust or Trustee may be a member holding not more than one hundredth part of the capital of such company.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Department of Trade.

6. The fourth and fifth paragraphs of this Memorandum contain conditions to which a licence granted pursuant to section 19 (1) of the Companies Act 1948 is subject.

7. The liability of the members is limited.

8. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding in the case of each class of member the following amounts :—

Subscribing Members	£1,000
Trustee Members	£1

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

• BOC International Limited, Hammersmith House,
London W6 (A public company)
• Cadbury Schweppes Limited, Bournville,
Birmingham B30 (A public company)
• Chloride Group Limited, 52 Grosvenor
Gardens, London SW1 (A public company)
• Laporte Industries (Holdings) Limited, Hanover
House, Hanover Square, London W1 (A public company)
• Marks & Spencer Ltd, Michael House,
Baker Street, London W1 (A public company)
• Metal Box Limited, Queens House, Forbury
Road, Reading, Berks (A public company)
• Scottish & Newcastle Breweries Ltd, Abbey
Brewery, Holyrood Road, Edinburgh (A public company)
• Tarmac Limited, Eddingshall, Wolverhampton
Staffs (A public company)
• The Plessey Company Ltd, 2-60 Vicarage Lane,
Ilford, Essex (A public company)
• United Biscuits (Holdings) Limited, Syon
Lane, Isleworth, Middlesex (A public company)

thornton

Harold J. Thornton Director
John Ray, Director.

Peter A. Smith, Director

John Baker Director

David W. H. Ho - Director.

John E. C. Baeffer Director

John Director

Frank Taylor

John P. Mann - Joint.

DATED this 25 day of March, 1977.

WITNESS to the above Signatures:—

John (A W Beck)
Hammersmith House,
London W6
Solicitor ✓

NOTE.—The names should be in full, and the addresses should be definite, the name of the street and number of the house being given where practicable. At least seven persons must subscribe the Memorandum and Articles.

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

Articles of Association

INDUSTRY AND ^{OF} PARLIAMENT
~~PARLIAMENTARY~~ INDUSTRIAL TRUST
LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:—

WORDS	MEANINGS
The Act ...	The Companies Act 1948.
These presents ...	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust ...	The above-named Company.
The Trustees ...	The Trustees forming the Committee of Management for the time being of the Trust.
The Office ...	The registered office of the Trust.
The Seal ...	The common seal of the Trust.
The United Kingdom ...	Great Britain and Northern Ireland.
Month ...	Calendar month.
In writing ...	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The Council ...	The Advisory Council elected or appointed in accordance with these Articles.
A qualified person ...	An individual Subscribing Member or a person proposed in writing by a Subscribing Member for election or appointment to the Council.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Trust proposes to be registered is forty, but the Council may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

5. The subscribers to the Memorandum of Association and such other persons as the Trustees shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.

6. There shall be Two classes of members, namely :—

- (1) Subscribing Members.
- (2) Trustee Members.

7. The qualification of a Subscribing Member shall be :—

- (a) the payment to the Trust of the initial sum of £6,000;
- (b) the guarantee of such amount as may be required in accordance with Clause 8 of the Memorandum not exceeding £1,000;

- (c) the payment of such annual subscription as may be fixed by the Trust in general meeting from time to time for Subscribing Members.

8. The qualification of a Trustee Member shall be the guarantee of such amount as may be required in accordance with Clause 8 of the Memorandum not exceeding £1.

9. No person shall be admitted to membership of the Trust in any class until he is first approved by the Members of the Council or by a Committee of not less than five of their number appointed by them who (in either case) shall have full discretion as to the admission of any person to membership in any class.

10. Where any person desires to be admitted to membership of the Trust he shall sign and deliver to the Trust an application for membership framed in such terms as the Trustees shall require according to the class in respect of which he desires to become a member and such application shall be accompanied by the appropriate payment and subscription and where appropriate the form of guarantee in any case where the amount agreed by the applicant to be guaranteed exceeds that for which provision is made in the Memorandum.

11. Every member shall be bound to further to the best of his ability the objects of the Trust and shall observe the rules and regulations of the Trust made pursuant to the powers in that behalf hereinbefore contained.

GENERAL MEETINGS

12. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

14. The Trustees may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall

also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

15. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

16. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Auditors, the election of Trustees and Members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a

quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Trustees, or if no such member be present, or if all the members of the Trustees present decline to take the chair, they shall choose some Member of the Council or if no such Member be present or if all the Members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of Article 24, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall

direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

27. Subject as hereinafter provided, the classes of members shall have the following voting rights:—

Subscribing Members	1,000 votes
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Trustee Members	50 votes
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28. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

29. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

30. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under the hand of some officer duly authorised in that behalf.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the

office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit—

“
 “I,
 “of
 “a member of
 “hereby appoint
 “of
 “and failing him,
 “of
 “to vote for me and on my behalf at the [Annual or Extra-
 “ordinary, or Adjourned, as the case may be] General
 “Meeting of the Trust to be held on the day of
 “ , and at every adjournment thereof.

“As witness my hand this day of 19 .”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

TRUSTEES

34. Until otherwise determined by the General Meeting, the number of the members of the Trustees shall not be less than five nor more than nine.

35. The first Trustees shall be

*The Right Honourable Lord Diamond
 The Right Honourable Lord Byles
 The Right Honourable Lord Carr of Hadley
 Lord Greene of Harrow Weald
 The Right Reverend Michael Mann*

36. The Trustees may from time to time and at any time appoint any member of the Trust as a Trustee, either to fill a casual vacancy or by way of addition to the Trustees, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

37. No person who is not a Trustee Member and no person who is a Director officer or employee of a Subscribing Member shall in any circumstances be eligible to hold office as a Trustee and any person elected or appointed as a Trustee shall thereupon and before acting subscribe and be admitted a Trustee Member.

POWERS OF THE TRUSTEES

38. The business of the Trust shall be managed by the Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.

39. (A) The Trustees may make Regulations and Rules for the carrying out of the objects of the Trust the making of awards and the constitution of schemes of instruction and the provision of facilities and finance for projects.

(B) The Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Trustees for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

40. The Secretary shall be appointed by the Trustees for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

41. The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Trustees, and in the presence of at least two Trustees and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF TRUSTEES

42. The office of a member of the Trustees shall be vacated:—

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Trust or if any Company of which he is or becomes a Director officer or employee is or becomes a Subscribing Member.
- (D) If by notice in writing to the Trust he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.
- (G) There shall be no retiring age for Trustees and section 185 of the Companies Act 1948 shall not apply.

ROTATION OF TRUSTEES

43. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the Trustees for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

44. The Trustees to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Trustee shall be eligible for re-election.

45. The Trust may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

46. No person not being a Trustee retiring at the meeting shall, unless recommended by the Trustees for election, be eligible for election to membership of the Trustees at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

47. The Trust may from time to time in General Meeting increase or reduce the number of Trustees, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

48. In addition and without prejudice to the provisions of section 184 of the Act, the Trust may by Extraordinary Resolution remove any Trustee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so

long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE TRUSTEES

49. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, [three] shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

50. A Trustee may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the several members of the Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

51. The Members of the Council shall from time to time appoint a Chairman of the Trustees who shall be entitled to preside at all meetings of the Trustees at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be appointed, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be Chairman of the meeting.

52. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Trustees generally.

53. The Trustees may delegate any of their powers to committees consisting of such member or members of the Trustees as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees.

54. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees, or by any person acting as a

member of the Trustees, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was duly qualified to be a member of the Trustees.

55. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Trust and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

56. A resolution in writing signed by all the members for the time being of the Trustees or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

THE COUNCIL

57. The Council shall consist of qualified persons elected or appointed to represent the general body of Subscribing Members. A Subscribing Member shall not be entitled to be represented on the Council by more than one qualified person proposed by that Subscribing Member at any one time. Any qualified person duly elected or appointed to be a member of the Council shall be deemed to be a member of the Trust while holding office but shall not be entitled as such member to vote at General Meetings of the Trust.

58. Until otherwise determined by the General Meeting, the number of the members of the Council shall not be less than five nor more than such a number as may be determined by the General Meeting from time to time.

59. The first members of the Council shall be

60. The Council may from time to time and at any time appoint any qualified person as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

61. No person who is not a qualified person shall in any circumstances be eligible to hold office as a member of the Council.

FUNCTIONS OF THE COUNCIL

62. It shall be the function of the Council:—

- (a) To receive and decide upon applications for membership of the Trust and to admit persons to membership of the Trust in accordance with the provisions of Article 9
- (b) To appoint the chairman of the Trustees from time to time
- (c) To make such arrangements as the members of the Council shall think fit to provide finance to enable the Trustees to carry out the work of the Trust in accordance with an annual budget to be agreed in advance with the Trustees or in such other manner as the Trustees and the Council shall from time to time agree
- (d) To provide advice and other services by agreement when requested by the Trustees
- (e) To carry out and implement schemes conclusive to the objects of the Trust approved by the Trustees and agreed by the members of the Council
- (f) To exercise any powers of the Trustees at the Direction of the Trustees which the Trustees may lawfully delegate to them and which they may agree to accept
- (g) To assist the Trustees in carrying out the objects of the Trust

63. The members of the Council for the time being may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purposes of admitting persons to membership of the Trust or filling up vacancies in their body, but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

64. The office of a member of the Council shall be vacated:—

- (A) If a receiving order is made against him or he makes any arrangements or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If the Subscribing Member ceases to be a member of the Trust or he ceases to be a qualified person.
- (D) If by notice in writing to the Trust he resigns office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by the Trust by an Extraordinary Resolution.

ROTATION OF MEMBERS OF THE COUNCIL

65. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the Members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

66. The Members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Member of the Council shall be eligible for re-election.

67. The Trust may, at the meeting at which a Member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

68. No qualified person not being a Member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some Subscribing Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be

elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

69. The Trust may from time to time in General Meeting increase or reduce the number of Members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

70. In addition the Trust may by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified person in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

71. The Members of the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

72. A Member of the Council may, and on the request of a Member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

73. The Members of the Council shall from time to time appoint a Chairman of the Council from amongst their number who shall be entitled to preside at all meetings of the Trustees at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be appointed, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be Chairman of the meeting.

74. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and dis-

cretions by or under the regulations of the Trust for the time being vested in the Council generally.

75. The Council may delegate any of its powers to committees consisting of such member or members of the Council as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

76. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was duly qualified to be a member of the Council.

77. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members for the time being of the Trustees or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

ACCOUNTS

79. The Trustees shall cause proper books of account to be kept with respect to:—

- (A) all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure take place;

(b) all sales and purchases of goods by the Trust; and

(c) the assets and liabilities of the Trust.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Trust and to explain its transactions.

80. The books of account shall be kept at the office, or, subject to section 147 (3) of the Act, at such other place or places as the Trustees shall think fit, and shall always be open to the inspection of the members of the Trustees.

81. The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being members of the Trustees, and no member (not being a member of the Trustees) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Trustees or by the Trust in General Meeting.

82. At the Annual General Meeting in every year the Trustees shall lay before the Trust a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Trust) made up to a date not more than [four] months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158(1)(c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.

AUDIT

83. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

84. Auditors shall be appointed and their duties regulated in accordance with sections 159 to 161 of the Act and section 14 of the Companies Act 1967, the members of the Trustees being treated as the Directors mentioned in those sections.

NOTICES

85. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

86. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.

87. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

88. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- BOC International Limited, Hammersmith House, London W6 (A public company)
- Cadbury Schweppes Limited, Bowditch, Birmingham B30 (A public company)
- Chloride Group Limited, 52 Grosvenor Gardens, London SW1 (A public company)
- Laporte Industries (Holdings) Ltd, Hanover House, 14 Hanover Square, London W1 (A public company)
- Marks & Spencer Ltd, Michael House, Baker Street, London W1 (A public company)
- Metal Box Limited, Queens House, Foxbury Road, Reading, Berks (A public company)
- Scottish & Newcastle Breweries Ltd, Abbey Brewery, Holyrood Road, Edinburgh (A public company)
- Tarmac Limited, Ettingshall, Wolverhampton, Staffs (A public company)
- The Plessey Company Ltd, 2-60 Vicarage Lane, Ilford, Essex (A public company)
- United Biscuits (Holdings) Ltd, Syon Lane, Isleworth, Middlesex (A public company)

Annals

Donald J. Hetherington
John Ray. Director.

John Ashford

John Baker Director

John M. H. J.

Peter E. A. Beppin Director

John Driver

Frank Taylor

John P. M.

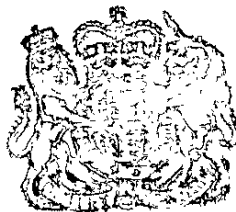
John

DATED this 25th day of March, 1977

Witness to the above Signatures:—

John (G.W. Beck)
Hammersmith House
London W6
Solicitor. ✓

NOTE—The above particulars should be given as in the Memorandum.



CERTIFICATE OF INCORPORATION

No. 1308583

I hereby certify that

INDUSTRY AND PARLIAMENT TRUST LIMITED

is this day incorporated under the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at Cardiff the

14TH APRIL 1977

D.A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

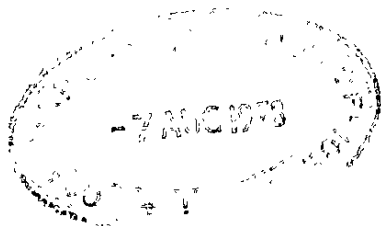
MEMORANDUM AND ARTICLES OF ASSOCIATION of
INDUSTRY AND PARLIAMENT TRUST LIMITED

Delivered pursuant to Section 9, European
Communities Act 1972.

General Secretary

Presented by : FRESHFIELDS (RJCS/FW/GB)
Grindall House
25 Newgate Street
London EC1A 7LH

28 July 1978



Beelen

No. 1308583

[COAT OF ARMS]

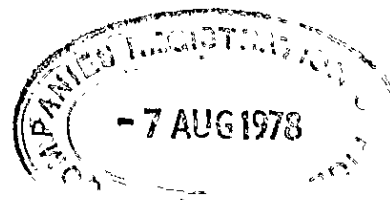
CERTIFICATE OF INCORPORATION

I hereby certify that INDUSTRY AND PARLIAMENT
TRUST LIMITED is this day incorporated under
the Companies Acts 1948 to 1967 and that the
Company is Limited.

Given under my hand at Cardiff the 14 April,
1977.

D. A. PENDLEBURY,

Assistant Registrar of Companies



THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION of
INDUSTRY AND PARLIAMENT TRUST LIMITED

1. The name of the Company (hereinafter called "THE TRUST") is "INDUSTRY AND PARLIAMENT TRUST LIMITED".
2. The registered office of the Trust will be situate in England.
3. The objects for which the Trust is established are :-

- no party*
- (A) (i) To promote knowledge of the function of industry based in the United Kingdom and its part in the life of the United Kingdom among those concerned with all aspects of the Government of the United Kingdom and of the European Economic Community.
 - (ii) To promote knowledge of all aspects of the Government of the United Kingdom and of the European Economic Community among those concerned with the management of industry and industrial decision making.

Provided always that these objects shall be carried out and the powers which follow shall be exercised in an educational manner and that the Trust shall be non party political in constitution and shall not with its funds support the purposes of any political party.

And the Trust shall have the following powers exercisable

in furtherance of its said objects but not otherwise, namely :-

- (B) To sponsor and provide courses of instruction, training programmes, research awards and projects calculated to provide government and industry with knowledge of each other's functions and problems.
- (C) To make awards of finance to and provide facilities for Members of both Houses of Parliament and other elected Representatives to enable those to carry out familiarisation studies of industry.
- (D) To provide and publish information on the results of studies and research and otherwise in connection with its objects.
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (F) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust.
- (G) To undertake and execute any charitable trusts which may lawfully be undertaken by the Trust.
- (H) To borrow or raise money on such terms and on such security as may be thought fit.
- (I) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (J) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (K) To do all such other things as are necessarily conducive and incidental to the attainment or furtherance of the said objects or any of them.

Provided that :-

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Trustees as the Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Trustees have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust and no Trustee shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust.

Provided that nothing herein shall prevent any payment

in good faith by the Trust -

- (A) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a Trustee) for any services rendered to the Trust;
- (B) of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Trust or Trustee;
- (C) to any Trustee out-of-pocket expenses;
- (D) to a company of which a member of the Trust or Trustee may be a member holding not more than one hundredth part of the capital of such company.

5. The liability of the members is limited.

6. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding in the case of each class of member the following amounts :-

Subscribing Members	£1,000
Trustee Members	£1

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

NAMEE, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BOC INTERNATIONAL LIMITED

Hammersmith House,
London, W.6. (A public company, L. E. SMITH

CADBURY SCHWEPPE LIMITED

Bournville,
Birmingham, B.30. (A public company)

DONALD J. METHVEN Director

CHLORIDE GROUP LIMITED

52 Grosvenor Gardens,
London, S.W.1. (A public company)

JOHN RAY Director

LAPORTE INDUSTRIES (HOLDINGS) LIMITED

Hanover House,
Hanover Square,
London, W.1. (A public company)

DENNIS A. SMITH Director

MARKS & SPENCER LIMITED

Michael House,
Baker Street,
London, W.1. (A public company)

JOHN SACHER Director

METAL BOX LIMITED

Queens House,
Forbury Road,
Reading, Berks. (A public company)

DEREK B. HUFFAM Director

SCOTTISH & NEWCASTLE BREWERIES LTD.

Abbey Brewery,
Wood Road,
Edinburgh. (A public company)

PETER E. G. BALFOUR Director

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

TARMAC LIMITED
Ettingshall,
Wolverhampton, Staffs. (A public company)
A.P. DE BOER Director

THE PLESSEY COMPANY LTD.
2-60 Vicarage Lane,
Ilford, Essex (A public company)
FRANK ROGERS

UNITED BISCUITS (HOLDINGS) LIMITED
Syon Lane,
Isleworth, Middlesex. (A public company)
JOHN P. MANN Director

DATED this 25 day of March, 1977.

WITNESS to the above Signatures :-

G. W. BECK,
Hammersmith House
London, W.6.

Solicitor

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION of

INDUSTRY AND PARLIAMENT TRUST LIMITED

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :-

WORDS	MEANINGS
The Act	... The Companies Act 1948.
These presents	... These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	... The above-named Company.
The Trustees	... The Trustees forming the Committee of Management for the time being of the Trust.
The Office	... The registered office of the Trust.
The Seal	... The common seal of the Trust.
The United Kingdom	... Great Britain and Northern Ireland.
Month	... Calendar month.
In writing	... Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The Council	... The Advisory Council elected or appointed in accordance with these Articles.

WORDS

MEANINGS

A qualified person An individual Subscribing Member or a person proposed in writing by a Subscribing Member for election or appointment to the Council.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Trust proposes to be registered is forty, but the Council may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

5. The subscribers to the Memorandum of Association and such other persons as the Trustees shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.

6. There shall be Two classes of members, namely :-

(1) Subscribing Members.

(2) Trustee Members.

7. The qualification of a Subscribing Member shall be :-

- (a) the guarantee of such amount as may be required in accordance with Clause 6 of the Memorandum not exceeding £1,000;
- (b) the payment of such subscription as may be fixed by, or be ascertained by such method as may be determined by, the Trust in general meeting from time to time for Subscribing Members.

8. The qualification of a Trustee Member shall be the guarantee of such amount as may be required in accordance with Clause 6 of the Memorandum not exceeding £1.

9. No person shall be admitted to membership of the Trust in any class until he is first approved by the Members of the Council or by a Committee of not less than five of their number appointed by them who (in either case) shall have full discretion as to the admission of any person to membership in any class.

10. Where any person desires to be admitted to membership of the Trust he shall sign and deliver to the Trust an application for membership framed in such terms as the Trustees shall require according to the class in respect of which he desires to become a member and such application shall be accompanied by the appropriate payment and subscription and where appropriate the form of guarantee in any case where the amount agreed by the applicant to be guaranteed exceeds that for which provision is made in the Memorandum.

11. Every member shall be bound to further to the best of his ability the objects of the Trust and shall observe the rules and regulations of the Trust made pursuant to the powers in that behalf hereinbefore contained.

GENERAL MEETINGS

12. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual

General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

14. The Trustees may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

15. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

16. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of

the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Auditors, the election of Trustees and Members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Trustees, or if no such member be present, or if all the members of the Trustees present decline to take the chair, they shall choose some Member of the Council or if no such Member be present or if all the Members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of Article 24, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

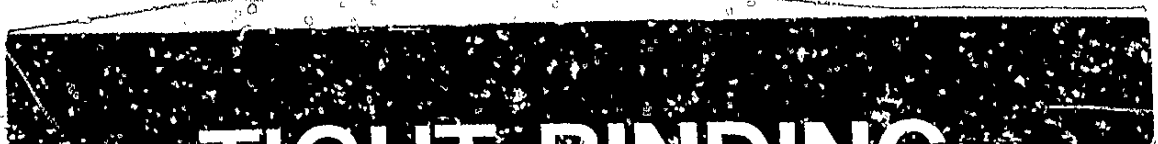
25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

27. Subject as hereinafter provided, the classes of members shall have the following voting rights :-

Subscribing Members	1,000 votes
Trustee Members	50 votes



22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of Article 24, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

27. Subject as hereinafter provided, the classes of members shall have the following voting rights :-

Subscribing Members	1,000 votes
Trustee Members	50 votes

28. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

29. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

30. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under the hand of some officer duly authorised in that behalf.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notorially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :-

"
"I,
"of
"a member of
"hereby appoint
"of
"and failing him,
"of
"to vote for me and on my behalf at the
"[Annual or Extraordinary, or Adjourned,
"as the case may be] General Meeting of
"the Trust to be held on the day
"of , and at every adjourn-
"ment thereof.

"As witness my hand this day of 19 .

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

TRUSTEES

34. Until otherwise determined by the General Meeting, the number of the members of the Trustees shall not be less than five nor more than nine.

35. The first Trustees shall be :-

The Right Honourable Lord Diamond.
The Right Honourable Lord Byers.
The Right Honourable Lord Carr of Hadley.
Lord Greene of Harrow Weald.
The Right Reverend Michael Mann.

36. The Trustees may from time to time and at any time appoint any member of the Trust as a Trustee, either to fill a casual vacancy or by way of addition to the Trustees, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

37. No person who is not a Trustee Member shall in any circumstances be eligible to hold office as a Trustee and any person elected or appointed as a Trustee shall thereupon and before acting subscribe and be admitted a Trustee Member.



POWERS OF THE TRUSTEES

38. The business of the Trust shall be managed by the Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.

39. (A) The Trustees may make Regulations and Rules for the carrying out of the objects of the Trust the making of awards and the constitution of schemes of instruction and the provision of facilities and finance for projects.

(B) The Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Trustees for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

40. The Secretary shall be appointed by the Trustees for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

41. The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Trustees, and in the presence of at least two Trustees and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF TRUSTEES

42. The office of a member of the Trustees shall be vacated :-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Trust.
- (D) If by notice in writing to the Trust he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

There shall be no retiring age for Trustees and section 185 of the Act shall not apply.

ROTATION OF TRUSTEES

43. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the Trustees for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

44. The Trustees to retire shall be those who have been longest in office since their last election

or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Trustee shall be eligible for re-election.

45. The Trust may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

46. No person not being a Trustee retiring at the meeting shall, unless recommended by the Trustees for election, be eligible for election to membership of the Trustees at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

47. The Trust may from time to time in General Meeting increase or reduce the number of Trustees, and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

48. In addition and without prejudice to the provisions of section 184 of the Act, the Trust may by Extraordinary Resolution remove any Trustee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE TRUSTEES

49. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

50. A Trustee may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the several members of the Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

51. The Members of the Council shall from time to time appoint a Chairman of the Trustees who shall be entitled to preside at all meetings of the Trustees at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be appointed, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be Chairman of the meeting.

52. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Trustees generally.

53. The Trustees may delegate any of their powers to committees consisting of such member or members of the Trustees as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees.

54. All acts bona fide done by any meeting of the

Trustees or of any committee of the Trustees, or by any person acting as a member of the Trustees, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was duly qualified to be a member of the Trustees.

55. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Trust and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

56. A resolution in writing signed by all the members for the time being of the Trustees or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

THE COUNCIL

57. The Council shall consist of qualified persons elected or appointed to represent the general body of Subscribing Members. A Subscribing Member shall not be entitled to be represented on the Council by more than one qualified person proposed by that Subscribing Member at any one time. Any qualified person duly elected or appointed to be a member of the Council shall be deemed to be a member of the Trust while holding office but shall not be entitled as such member to vote at General Meetings of the Trust.

58. Until otherwise determined by the General Meeting, the number of the members of the Council shall not be less than five nor more than such a number as may be determined by the General Meeting from time to time.

59. The first members of the Council shall be

60. The Council may from time to time and at any time appoint any qualified person as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

61. No person who is not a qualified person shall in any circumstances be eligible to hold office as a member of the Council.

FUNCTIONS OF THE COUNCIL

62. It shall be the function of the Council :-

- (a) To receive and decide upon applications for membership of the Trust and to admit persons to membership of the Trust in accordance with the provisions of Article 9
- (b) To appoint the chairman of the Trustees from time to time
- (c) To make such arrangements as the members of the Council shall think fit to provide finance to enable the Trustees to carry out the work of the Trust in accordance with an annual budget to be agreed in advance with the Trustees or in such other manner as the Trustees and the Council shall from time to time agree
- (d) To provide advice and other services by agreement when requested by the Trustees
- (e) To carry out and implement schemes conducive to the objects of the Trust approved by the Trustees and agreed by the members of the Council
- (f) To exercise any powers of the Trustees at the Direction of the Trustees which the Trustees may lawfully delegate to them and which they may agree to accept
- (g) To assist the Trustees in carrying out the objects of the Trust

63. The members of the Council for the time being may

act notwithstanding any vacancy in their body :
provided always that in case the members of the
Council shall at any time be or be reduced in number
to less than the minimum number prescribed by or in
accordance with these presents, it shall be lawful
for them to act as the Council for the purposes of
admitting persons to membership of the Trust or fill-
ing up vacancies in their body, but not for any
other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

64. The office of a member of the Council shall
be vacated :-

- (A) If a receiving order is made against him or
he makes any arrangements or composition
with his creditors.
- (B) If he becomes of unsound mind.
- (C) If the Subscribing Member ceases to be a
member of the Trust or he ceases to be a
qualified person.
- (D) If by notice in writing to the Trust he
resigns office.
- (E) If he ceases to hold office by reason of
any order made under section 188 of the
Act.
- (F) If he is removed from office by the Trust by
an Extraordinary Resolution.

ROTATION OF MEMBERS OF THE COUNCIL

65. At the first Annual General Meeting and at
the Annual General Meeting to be held in every sub-
sequent year, one-third of the Members of the Council
for the time being, or if their number is not a
multiple of three then the number nearest to one-third,
shall retire from office.

66. The Members of the Council to retire shall
be those who have been longest in office since their
last election or appointment. As between members
of equal seniority, the members to retire shall in
the absence of agreement be selected from among them

by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Member of the Council shall be eligible for re-election.

67. The Trust may, at the meeting at which a Member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

68. No qualified person not being a Member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some Subscribing Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

69. The Trust may from time to time in General Meeting increase or reduce the number of Members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

70. In addition the Trust may by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified person in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

71. The Members of the Council may meet together

for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

72. A Member of the Council may, and on the request of a Member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

73. The Members of the Council shall from time to time appoint a Chairman of the Council from amongst their number who shall be entitled to preside at all meetings of the Trustees at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be appointed, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be Chairman of the meeting.

74. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

75. The Council may delegate any of its powers to committees consisting of such member or members of the Council as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

76. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall,

notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was duly qualified to be a member of the Council.

77. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members for the time being of the Trustees or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

ACCOUNTS

79. The Trustees shall cause accounting records to be kept in accordance with section 12 of the Companies Act 1976.

80. The accounting records shall be kept at the Office or, subject to section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Trustees think fit, and shall always be open to the inspection of the officers of the Trust.

81. The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being members of the Trustees, and no member (not being a member of the Trustees) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Trustees or by the Trust in General Meeting.

82. The Trustees shall from time to time, in accordance with sections 150 and 157 of the Act and sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Trust in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections. A copy of every such balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with a copy of the Trustees' report and the Auditors' report, shall not less than 21 days before the date of the Meeting, subject nevertheless to section 158(1)(c) of the Act and section 24 of the Companies Act 1967, be sent to every Member of, and every holder of debentures of, the Trust.

AUDIT

83. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

84. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act, section 14 of the Companies Act 1967 and sections 13 to 18 of the Companies Act 1976. References in those sections to the directors shall be construed as references to the Trustees.

NOTICES

85. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

86. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.

87. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

88. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BOC INTERNATIONAL LIMITED

Hammersmith House,
London, W.6. (A public company)

L. E. SMITH

CADBURY SCHWEPPE'S LIMITED

Bournville,
Birmingham, B.30. (A public company)

DONALD J. METHVEN Director

CHLORIDE GROUP LIMITED

53 Grosvenor Gardens,
London, S.W.1. (A public company)

JOHN RAY Director

LAPORTE INDUSTRIES (HOLDINGS) LIMITED

Hanover House,
Hanover Square,
London, W.1. (A public company)

DENNIS A. SMITH Director

MARKS & SPENCER LIMITED

Michael House,
Baker Street,
London, W.1. (A public company)

JOHN SACHER Director

METAL BOX LIMITED

Queens House,
Forbury Road,
Reading, Berks. (A public company)

DEREK B. HUFFAM Director

SCOTTISH & NEWCASTLE BREWERIES LTD,

Abbey Brewery,
Holyrood Road
Edinburgh. (A public company)

PETER E.G. BALFOUR Director

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

TARMAC LIMITED
Ettingshall,
Wolverhampton, Staffs. (A public company)
A. P. DE BOER Director

THE PLESSEY COMPANY LIMITED
2-60 Vicarage Lane,
Ilford, Essex (A public company)
FRANK ROGERS

UNITED BISCUITS (HOLDINGS) LIMITED
Syon Lane,
Isleworth, Middlesex. (A public company)
JOHN P. MANN Director

DATED this 25 day of March, 1977.

Witness to the above Signatures :-

G. W. BECK,
Hammersmith House,
London, W.6.

Solicitor

SPECIAL RESOLUTIONS of
INDUSTRY AND PARLIAMENT TRUST LIMITED

No 1308563

19
Passed 28 July 1978

At an Extraordinary General Meeting of the Members
of the Trust held at the offices of The Plessey Company
Limited, Millbank Tower, Millbank, London S.W.1. on
Friday, 28 July 1978 the following Resolutions were
passed as Special Resolutions :

Resolutions

1. That the Memorandum of Association of the Trust
be hereby altered by the deletion of Clauses 5 and 6
and the renumbering of Clauses 7 and 8 as 5 and 6
respectively.

2. That the Articles of Association of the Trust
be hereby altered as follows :

Article 7. By the deletion of '(a) the payment
to the Trust of an initial sum of £6,000;'.
By the re-lettering of (b) as (a) and the
substitution therein of 'Clause 6' for 'Clause
8'.

By the re-lettering of (c) as (b), the deletion
therefrom of 'annual' and the substitution
therein of 'be fixed by, or be ascertained by
such method as may be determined by,' for
'be fixed by'.

Article 8. By the substitution of 'Clause 6'
for 'Clause 8'.

Article 37. By the deletion of 'and no person who is a Director officer or employee of a Subscribing Member'.

Article 42. By the deletion from paragraph (C) of 'or if any Company of which he is or becomes a Director officer or employee is or becomes a Subscribing Member' and by the deletion of '(G)', 'Companies' and '1948'.

Articles 79 and 80. By the substitution for existing Articles 79 and 80 of the following new Articles 79 and 80 :

"79. The Trustees shall cause accounting records to be kept in accordance with Section 12 of the Companies Act 1976.

80. The accounting records shall be kept at the Office or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Trustees think fit, and shall always be open to the inspection of the officers of the Trust."

Article 82. By the substitution for existing Article 82 of the following new Article 82 :

"82. The Trustees shall from time to time, in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Trust in General Meeting such income and expenditure accounts,

balance sheets, group accounts (if any) and reports as are referred to in those Sections. A copy of every such balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with a copy of the Trustees' report and the auditors' report, shall not less than 21 days before the date of the Meeting, subject nevertheless to Section 158(1)(c) of the Act and Section 24 of the Companies Act 1967, be sent to every Member of, and every holder of debentures of, the Trust."

Article 84. By substituting for existing Article 84 the following new Article 84 :

"84. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Section 14 of the Companies Act 1967 and Sections 13 to 18 of the Companies Act 1976. References in those Sections to the directors shall be construed as references to the Trustees."

A. Eden-Green

A. EDEN-GREEN

General Secretary

*Presented by:
FRESHFIELDS
Grindall House
25 Newgate Street
London EC1A 3GH*

Ref: RJS/FW/98

SPECIAL RESOLUTION OF
INDUSTRY AND PARLIAMENT TRUST LIMITED

No. 1308583

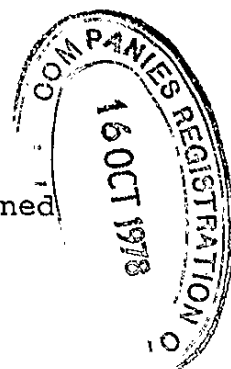
Passed 2 October 1978

At the Annual General Meeting of the Members of the Trust held at 2 Connaught Place, London W.2. on Monday, 2 October 1978, the following Resolution was passed as a Special Resolution:

Resolution

That the Articles of Association of the Trust be hereby altered as follows:

- (a) By the addition at the end of Article 27 of 'provided nevertheless that the voting right of a Subscribing Member whose subscription rate fixed by, or in accordance with, Article 7 is less than the maximum subscription rate so fixed shall be such proportion of 1,000 votes as his subscription rate bears to such maximum subscription rate'.
- (b) By the deletion from Article 58 of 'nor more than such a number as may be fixed by the General Meeting from time to time'.
- (c) By the addition at the end of Article 59 of 'those qualified persons each of whom has signed the Memorandum of Association of the Trust on behalf of a subscriber thereto'.




Presented by: FRESHFIELDS (RJS/FW/QB)
Grindall House 25 Abchurch Lane London EC4A 7HH

(d) By the deletion from Article 60 of 'provided that the prescribed maximum be not thereby exceeded'.

(e) By the insertion after Article 61 of the following new Article 61A:

'61A. Notwithstanding Articles 57, 60, 61 and 64 and any other provisions of these Articles which may be inconsistent with this Article, the Council may from time to time and at any time appoint any individual to be a Member of the Council, provided that (i) any individual so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election and (ii) the number of Members of the Council holding office at the time of their appointment or re-election in accordance with this Article shall not exceed one-tenth of the total number of Members of the Council holding office at that time'.



A. EDEN-GREEN

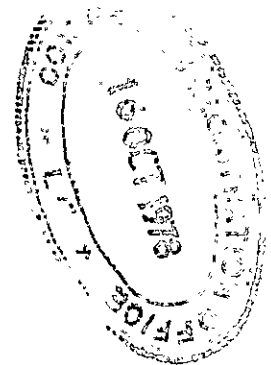
General Secretary

12

MEMORANDUM AND ARTICLES OF ASSOCIATION of
INDUSTRY AND PARLIAMENT TRUST LIMITED

Delivered pursuant to Section 9, European
Communities Act 1972.

B. de Leeuw
Secretary



2 October 1978

Presented by:
FRESHFIELDS
Grindall House
25 Newgate Street
London EC1A 7EH
(Ref: RIES/FW/QB)

No. 1308583

[COAT OF ARMS]

CERTIFICATE OF INCORPORATION

I hereby certify that INDUSTRY AND PARLIAMENT TRUST LIMITED is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited.

Given under my hand at Cardiff the 14 April, 1977.

D. A. PENDLEBURY,

Assistant Registrar of Companies

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE
CAPITAL

MEMORANDUM OF ASSOCIATION of
INDUSTRY AND PARLIAMENT TRUST LIMITED
(As at 2 October 1978)

1. The name of the Company (hereinafter called "THE TRUST") is "INDUSTRY AND PARLIAMENT TRUST LIMITED".
2. The registered office of the Trust will be situate in England.
3. The objects for which the Trust is established are :-
 - (A) (i) To promote knowledge of the function of industry based in the United Kingdom and its part in the life of the United Kingdom among those concerned with all aspects of the Government of the United Kingdom and of the European Economic Community.
 - (ii) To promote knowledge of all aspects of the Government of the United Kingdom and of the European Economic Community among those concerned with the management of industry and industrial decision making.

No Change

Provided always that these objects shall be carried out and the powers which follow shall be exercised in an educational manner and that the Trust shall be non party political in constitution and shall not with its funds support the purposes of any political party.

And the Trust shall have the following powers exercisable

in furtherance of its said objects but not otherwise,
namely :-

- (B) To sponsor and provide courses of instruction, training programmes, research awards and projects calculated to provide government and industry with knowledge of each other's functions and problems.
- (C) To make awards of finance to and provide facilities for Members of both Houses of Parliament and other elected representatives to enable those to carry out familiarisation studies of industry.
- (D) To provide and publish information on the results of studies and research and otherwise in connection with its objects.
- (E) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (F) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust.
- (G) To undertake and execute any charitable trusts which may lawfully be undertaken by the Trust.
- (H) To borrow or raise money on such terms and on such security as may be thought fit.
- (I) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (J) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (K) To do all such other things as are necessarily conducive and incidental to the attainment or furtherance of the said objects or any of them.

Provided that :-

(i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

(iii) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State for Education and Science, the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Trustees as the Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Trustees have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

4. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust and no Trustee shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust.

Provided that nothing herein shall prevent any payment

in good faith by the Trust -

- (A) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a Trustee) for any services rendered to the Trust;
- (B) of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Trust or Trustee;
- (C) to any Trustee out-of-pocket expenses;
- (D) to a company of which a member of the Trust or Trustee may be a member holding not more than one hundredth part of the capital of such company.

5. The liability of the members is limited.

6. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding in the case of each class of member the following amounts :-

Subscribing Members	£1,000
Trustee Members	£1

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BOC INTERNATIONAL LIMITED

Hammersmith House,
London, W.6. (A public company) L. E. SMITH

CADBURY SCHWEPPE'S LIMITED

Bournville,
Birmingham, B.30. (A public company)

DONALD J. METHVEN Director

CHLORIDE GROUP LIMITED

52 Grosvenor Gardens,
London, S.W.1. (A public company)

JOHN RAY Director

LAPORTE INDUSTRIES (HOLDINGS) LIMITED

Hanover House,
Hanover Square,
London, W.1. (A public company)

DENNIS A. SMITH Director

MARKS & SPENCER LIMITED

Michael House,
Baker Street,
London, W.1. (A public company)

JOHN SACHER Director

METAL BOX LIMITED

Queens House,
Forbury Road,
Reading, Berks. (A public company)

DEREK B. HUFFAM Director

SCOTTISH & NEWCASTLE BREWERIES LTD.

Abbey Brewery,
Holyrood Road,
Edinburgh. (A public company)

PETER E. G. BALFOUR Director

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

TARMAC LIMITED
Ettingshall,
Wolverhampton, Staffs. (A public company)
A.P. DE BOER Director

THE PLESSEY COMPANY LTD.
2-60 Vicarage Lane,
Ilford, Essex (A public company)
FRANK ROGERS

UNITED BISCUITS (HOLDINGS) LIMITED
Syon Lane,
Isleworth, Middlesex. (A public company)
JOHN P. MANN Director

DATED this 25 day of March, 1977.

WITNESS to the above Signatures :-

G. W. BECK,
Hammersmith House
London, W.6.

Solicitor

THE COMPANIES ACTS 1948 to 1976

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
SHARE CAPITAL

ARTICLES OF ASSOCIATION of
INDUSTRY AND PARLIAMENT TRUST LIMITED
(As at 2 October 1978)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context :-

WORDS	MEANINGS
The Act	... The Companies Act 1948.
These presents	... These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	... The above-named Company.
The Trustees	... The Trustees forming the Committee of Management for the time being of the Trust.
The Office	... The registered office of the Trust.
The Seal	... The common seal of the Trust.
The United Kingdom	... Great Britain and Northern Ireland.
Month	... Calendar month.
In writing	... Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The Council	... The Advisory Council elected or appointed in accordance with these Articles.

WORDS

MEANINGS

A qualified person An individual Subscribing Member or a person proposed in writing by a Subscribing Member for election or appointment to the Council.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Trust proposes to be registered is forty, but the Council may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

5. The subscribers to the Memorandum of Association and such other persons as the Trustees shall admit to membership in accordance with the provisions herein-after contained shall be members of the Trust.

6. There shall be Two classes of members, namely :-

- (1) Subscribing Members.
- (2) Trustee Members.

7. The qualification of a Subscribing Member shall be :-

- (a) the guarantee of such amount as may be required in accordance with Clause 6 of the Memorandum not exceeding £1,000;
- (b) the payment of such subscription as may be fixed by, or be ascertained by such method as may be determined by, the Trust in general meeting from time to time for Subscribing Members.

8. The qualification of a Trustee Member shall be the guarantee of such amount as may be required in accordance with Clause 6 of the Memorandum not exceeding £1.

9. No person shall be admitted to membership of the Trust in any class until he is first approved by the Members of the Council or by a Committee of not less than five of their number appointed by them who (in either case) shall have full discretion as to the admission of any person to membership in any class.

10. Where any person desires to be admitted to membership of the Trust he shall sign and deliver to the Trust an application for membership framed in such terms as the Trustees shall require according to the class in respect of which he desires to become a member and such application shall be accompanied by the appropriate payment and subscription and where appropriate the form of guarantee in any case where the amount agreed by the applicant to be guaranteed exceeds that for which provision is made in the Memorandum.

11. Every member shall be bound to further to the best of his ability the objects of the Trust and shall observe the rules and regulations of the Trust made pursuant to the powers in that behalf hereinbefore contained.

GENERAL MEETINGS

12. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual

General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

14. The Trustees may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

15. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

16. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of

the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Auditors, the election of Trustees and Members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Trustees, or if no such member be present, or if all the members of the Trustees present decline to take the chair, they shall choose some Member of the Council or if no such Member be present or if all the Members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of Article 24, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

27. Subject as hereinafter provided, the classes of members shall have the following voting rights :-

Subscribing Members	1,000 votes
Trustee Members	50 votes

provided nevertheless that the voting right of a Subscribing Member whose subscription rate fixed by, or in accordance with, Article 7 is less than the maximum subscription rate so fixed shall be such proportion of 1,000 votes as his subscription rate bears to such maximum subscription rate.

28. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

29. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

30. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under the hand of some officer duly authorised in that behalf.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit :-

"I, _____
 "of _____
 "a member of _____
 "hereby appoint _____
 "of _____
 "and failing him, _____
 "of _____
 "to vote for me and on my behalf at the
 "[Annual or Extraordinary, or Adjourned,
 "as the case may be] General Meeting of
 "the Trust to be held on the _____ day
 "of _____, and at every adjourn-
 "ment thereof.

"As witness my hand this _____ day of _____ 19 _____

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

TRUSTEES

34. Until otherwise determined by the General Meeting, the number of the members of the Trustees shall not be less than five nor more than nine.

35. The first Trustees shall be :-

The Right Honourable Lord Diamond.
 The Right Honourable Lord Byers.
 The Right Honourable Lord Carr of Hadley.
 Lord Greene of Harrow Weald.
 The Right Reverend Michael Mann.

36. The Trustees may from time to time and at any time appoint any member of the Trust as a Trustee, either to fill a casual vacancy or by way of addition to the Trustees, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

37. No person who is not a Trustee Member shall in any circumstances be eligible to hold office as a Trustee and any person elected or appointed as a Trustee shall thereupon and before acting subscribe and be admitted a Trustee Member.

POWERS OF THE TRUSTEES

38. The business of the Trust shall be managed by the Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.

39. (A) The Trustees may make Regulations and Rules for the carrying out of the objects of the Trust the making of awards and the constitution of schemes of instruction and the provision of facilities and finance for projects.

(B) The Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Trustees for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

40. The Secretary shall be appointed by the Trustees for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

41. The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Trustees, and in the presence of at least two Trustees and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF TRUSTEES

42. The office of a member of the Trustees shall be vacated :-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Trust.
- (D) If by notice in writing to the Trust he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 183 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

There shall be no retiring age for Trustees and section 185 of the Act shall not apply.

ROTATION OF TRUSTEES

43. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the Trustees for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

44. The Trustees to retire shall be those who have been longest in office since their last election

or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Trustee shall be eligible for re-election.

45. The Trust may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

46. No person not being a Trustee retiring at the meeting shall, unless recommended by the Trustees for election, be eligible for election to membership of the Trustees at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

47. The Trust may from time to time in General Meeting increase or reduce the number of Trustees, and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

48. In addition and without prejudice to the provisions of section 184 of the Act, the Trust may by Extraordinary Resolution remove any Trustee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE TRUSTEES

49. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
50. A Trustee may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the several members of the Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
51. The Members of the Council shall from time to time appoint a Chairman of the Trustees who shall be entitled to preside at all meetings of the Trustees at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be appointed, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be Chairman of the meeting.
52. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Trustees generally.
53. The Trustees may delegate any of their powers to committees consisting of such member or members of the Trustees as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees.
54. All acts bona fide done by any meeting of the

Trustees or of any committee of the Trustees, or by any person acting as a member of the Trustees, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be a valid as if every such person had been duly appointed or had duly continued in office and was duly qualified to be a member of the Trustees.

55. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Trust and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

56. A resolution in writing signed by all the members for the time being of the Trustees or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

THE COUNCIL

57. The Council shall consist of qualified persons elected or appointed to represent the general body of Subscribing Members. A Subscribing Member shall not be entitled to be represented on the Council by more than one qualified person proposed by that Subscribing Member at any one time. Any qualified person duly elected or appointed to be a member of the Council shall be deemed to be a member of the Trust while holding office but shall not be entitled as such member to vote at General Meetings of the Trust.

58. Until otherwise determined by the General Meeting, the number of the members of the Council shall not be less than five.

59. The first members of the Council shall be those qualified persons each of whom has signed the Memorandum of Association of the Trust on behalf of a subscriber thereto.

60. The Council may from time to time and at any time appoint any qualified person as a member of the Council, either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

61. No person who is not a qualified person shall in any circumstances be eligible to hold office as a member of the Council.

61A. Notwithstanding Articles 57, 60, 61 and 64 and any other provisions of these Articles which may be inconsistent with this Article, the Council may from time to time and at any time appoint any individual to be a Member of the Council, provided that (i) any individual so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election and (ii) the number of Members of the Council holding office at the time of their appointment or re-election in accordance with this Article shall not exceed one-tenth of the total number of Members of the Council holding office at that time.

FUNCTIONS OF THE COUNCIL

62. It shall be the function of the Council :-

- (a) To receive and decide upon applications for membership of the Trust and to admit persons to membership of the Trust in accordance with the provisions of Article 9
- (b) To appoint the chairman of the Trustees from time to time
- (c) To make such arrangements as the members of the Council shall think fit to provide finance to enable the Trustees to carry out the work of the Trust in accordance with an annual budget to be agreed in advance with the Trustees or in such other manner as the Trustees and the Council shall from time to time agree
- (d) To provide advice and other services by agreement when requested by the Trustees
- (e) To carry out and implement schemes conducive to objects of the Trust approved by the Trustees and agreed by the members of the Council
- (f) To exercise any powers of the Trustees at the Direction of the Trustees which the Trustees may lawfully delegate to them and which they may agree to accept

- (g) To assist the Trustees in carrying out the objects of the Trust

63. The members of the Council for the time being may act notwithstanding any vacancy in their body : provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purposes of admitting persons to membership of the Trust or filling up vacancies in their body, but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

64. The office of a member of the Council shall be vacated :-

- (A) If a receiving order is made against him or he makes any arrangements or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If the Subscribing Member ceases to be a member of the Trust or he ceases to be a qualified person.
- (D) If by notice in writing to the Trust he resigns office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by the Trust by an Extraordinary Resolution.

ROTATION OF MEMBERS OF THE COUNCIL

65. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the Members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

66. The Members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them

by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Member of the Council shall be eligible for re-election.

67. The Trust may, at the meeting at which a Member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

68. No qualified person not being a Member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some Subscribing Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

69. The Trust may from time to time in General Meeting increase or reduce the number of Members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

70. In addition the Trust may by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified person in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

71. The Members of the Council may meet together

for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

72. A Member of the Council may, and on the request of a Member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

73. The Members of the Council shall from time to time appoint a Chairman of the Council from amongst their number who shall be entitled to preside at all meetings of the Trustees at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be appointed, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be Chairman of the meeting.

74. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

75. The Council may delegate any of its powers to committees consisting of such member or members of the Council as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

76. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall,

notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was duly qualified to be a member of the Council.

77. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members for the time being of the Trustees or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

ACCOUNTS

79. The Trustees shall cause accounting records to be kept in accordance with section 12 of the Companies Act 1976.

80. The accounting records shall be kept at the Office or, subject to section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Trustees think fit, and shall always be open to the inspection of the officers of the Trust.

81. The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being members of the Trustees, and no member (not being a member of the Trustees) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Trustees or by the Trust in General Meeting.

82. The Trustees shall from time to time, in accordance with sections 150 and 157 of the Act and sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Trust in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections. A copy of every such balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with a copy of the Trustees' report and the Auditors' report, shall not less than 21 days before the date of the Meeting, subject nevertheless to section 158(1)(c) of the Act and section 24 of the Companies Act 1937, be sent to every Member of, and every holder of debentures of, the Trust.

AUDIT

83. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

84. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act, section 14 of the Companies Act 1967 and sections 13 to 18 of the Companies Act 1976. References in those sections to the directors shall be construed as references to the Trustees.

NOTICES

85. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

86. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.

87. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

88. If upon the winding up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Trust under or by virtue of Clause 4 of its Memorandum of Association, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BOC INTERNATIONAL LIMITED

Hammersmith House,
London, W.6. (A public company)

L. E. SMITH

CADBURY SCHWEPPE'S LIMITED

Bournville,
Birmingham, B.30. (A public company)

DONALD J. METHVEN Director

CHLORIDE GROUP LIMITED

53 Grosvenor Gardens,
London, S.W.1. (A public company)

JOHN RAY Director

LAPORTE INDUSTRIES (HOLDINGS) LIMITED

Hanover House,
Hanover Square,
London, W.1. (A public company)

DENNIS A. SMITH Director

MARKS & SPENCER LIMITED

Michael House,
Baker Street,
London, W.1. (A public company)

JOHN SACHER Director

METAL BOX LIMITED

Queens House,
Forbury Road,
Reading, Berks. (A public company)

DEREK B. HUFFAM Director

SCOTTISH & NEWCASTLE BREWERIES LTD,

Abbey Brewery,
Holyrood Road
Edinburgh. (A public company)

PETER E.G. BALFOUR Director

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

TARMAC LIMITED

Ettingshall,

Wolverhampton, Staffs. (A public company)

A. P. DE BOER Director

THE PLESSEY COMPANY LIMITED

2-60 Vicarage Lane,

Ilford, Essex (A public company)

FRANK ROGERS

UNITED BISCUITS (HOLDINGS) LIMITED

Syon Lane,

Isleworth, Middlesex. (A public company)

JOHN P. MANN Director

DATED this 25 day of March, 1977.

Witness to the above Signatures :-

G. W. BECK,

Hammersmith House,

London, W.6.

Solicitor

RESOLUTION OF INDUSTRY AND
PARLIAMENT TRUST LIMITED

No. 1308583 / 24
Passed 17 May, 1983

At an Extraordinary General Meeting of the Company duly convened and held on 17 May, 1983, the following resolutions were passed as special resolutions:-

RESOLUTIONS

1. That the Memorandum of Association of the Company be altered, as respects the objects of the Company,

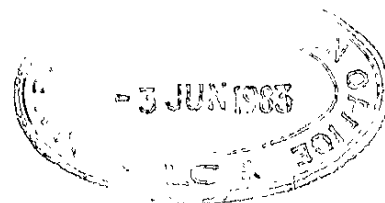
(a) by the deletion of the existing Clauses 3 and 4 and the insertion in their place of new Clauses 3, 4 and 5 as follows:-

"3. The objects for which the Trust is established are to advance and encourage public education or other charitable purposes beneficial to the community in connection with:

(i) The art or science of government or other branches of political or economic science (with particular reference to the government of the United Kingdom and of the European Economic Community);

(ii) The study of, and research into, methods of government, or of civil, commercial, industrial or other public organisations; and the publication of the useful results of all such study and research.

4. The Trust shall have the following powers exercisable in furtherance of its said objects and so far as the same may be exercised for charitable purposes:-



- (a) To sponsor or organize residential or other courses of study or instruction, training programmes, seminars, conferences, meetings and projects, and to provide accommodation, food, drink and other amenities (either free of charge or on such terms as may be thought fit) to persons attending such courses, programmes, seminars, conferences or meetings PROVIDED THAT the Trust shall not engage in permanent trading in providing such accommodation, food, drink and amenities as aforesaid.
- (b) To promote and facilitate in any part of the world the study by groups composed of Members or Members-elect of the Parliament of the United Kingdom or the European Parliament or of persons who work or have worked in industry or commerce or in government in the United Kingdom or elsewhere (together with or without other or another persons or person) of sociological, economic, scientific, cultural, industrial, commercial, technological or other problems and questions which from time to time affect or may affect the United Kingdom or a section or sections of the community in the United Kingdom, and with which the members of such groups shall be concerned or in which they shall be experienced, by reason of their training or occupation or other activities or interests.
- (c) To organize and take part in organizing, and to give financial or other support to, investigations and enquiries in any part of the world into such problems and questions as are hereinbefore referred to or into any facts or matters relevant to any such problems or questions.
- (d) To establish fellowships, scholarships and prizes.

- (e) Subject to clause 5 hereof, to remunerate and/or to make grants by way of payments to or contributions towards the expenses (including travelling expenses and 'loss of earnings') of directors, instructors and teachers and other persons helping to carry on or to carry out, or persons desirous of taking part in or advantage of, the work or any part or aspect of the work of or the courses of study or instruction or the conferences promoted by the Trust or of the facilities provided by the Trust.
- (f) To provide and publish information on the results of studies and research and otherwise in connection with its objects.
- (g) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
- (h) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust.
- (i) To undertake and execute any charitable trust which may lawfully be undertaken by the Trust.
- (j) To borrow or raise money on such terms and on such security as may be thought fit.
- (k) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as

may for the time being be imposed or required by law and subject also as hereinafter provided.

- (l) To establish and support or aid in the establishment and support of any charitable association, or institutions and to subscribe or guarantee money for charitable purposes.
- (m) To do all such other things as are necessary for the attainment or furtherance of the said objects or any of them.

Provided that:-

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) These objects shall be carried out and the powers which follow shall be exercised in an educational manner and the Trust shall be non-party political in its conduct and constitution and shall not with its funds support the purposes of any political party.
- (iv) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may

be required by law, and as regards any such property the Trustees as the Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Trustees have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, or the said Charity Commissioners over such Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

5. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust and no Trustee shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust. Provided that nothing herein shall prevent any payment in good faith by the Trust -

- (a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a Trustee) for any services rendered to the Trust;
- (b) of interest at a rate not exceeding six per cent. per annum on money lent or reasonable proper rent for premises demised or let by any member of the Trust or Trustee;

- (c) to any Trustee of out-of-pocket expenses;
 - (d) to a company of which a member of the Trust or Trustee may be a member holding not more than one-hundredth part of the issued capital of such company."
- (b) by the consequential renumbering of the existing Clauses 5 and 6 as 6 and 7 and
- (c) by the addition of a new Clause 8 as follows:-

"8. If upon the winding-up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under, or by virtue of, clause 5 of this Memorandum of Association, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object."

2. That the Articles of Association of the Trust be hereby altered by the deletion of existing Article 88 and the insertion in its place of a new Article 88 as follows:

"88. The provisions of Clause 8 of this Memorandum of Association relating to the winding up and dissolution of the Trust shall apply and have effect mutatis

mutandis as if that Clause were repeated in these Articles."

.....*Man Eder Lee*.....

Secretary

Presented by:-

FRESHFIELDS

Grindall House

25 Newgate Street

London

EC1A 7LH

Ref : RJCS/JHC

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

REVISED
MEMORANDUM OF ASSOCIATION
OF
INDUSTRY AND PARLIAMENT TRUST LIMITED

Delivered pursuant to section 5 Companies Act 1948
and section 9 European Communities Act 1972

Alan Sam-Lien
.....
Secretary

Presented by:-
FRESHFIELDS
Grindall House
25 Newgate Street
London
EC1A 7LH

Ref : RJCS/JHC



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of
INDUSTRY AND PARLIAMENT TRUST LIMITED
(As at 9 June, 1983)

1. The name of the Company (hereinafter called "The Trust") is "INDUSTRY AND PARLIAMENT TRUST LIMITED".

2. The registered office of the Trust will be situate in England.

3. The objects for which the Trust is established are to advance and encourage public education or other charitable purposes beneficial to the community in connection with:-

(i) The art or science of government or other branches of political or economic science (with particular reference to the Government of the United Kingdom and of the European Economic Community).

(ii) The study of, and research into, methods of government, or of civil, commercial, industrial or other public organisations; and the publication of the useful results of all such study and research.

4. The Trust shall have the following powers exercisable in furtherance of its said objects and so far as the same may be exercised for charitable purposes:-

(a) To sponsor or organize residential or other courses of study or instruction, training programmes, seminars, conferences, meetings and projects, and to provide accommodation, food, drink and other amenities (either free of charge or on such terms as may be thought fit) to persons attending such courses, programmes, seminars, conferences or meetings PROVIDED THAT the Trust shall not engage in permanent trading in providing such accommodation, food, drink and amenities as aforesaid.

(b) To promote and facilitate in any part of the world the study by groups composed of Members or Members-elect of the Parliament of the United Kingdom or the European Parliament or of persons who work or have worked in industry or commerce or in government in the United Kingdom or elsewhere (together with or without other or another persons or person) of sociological, economic, scientific, cultural, industrial, commercial, technological or other problems and questions which

from time to time affect or may affect the United Kingdom or a section or sections of the community in the United Kingdom, and with which the members of such groups shall be concerned or in which they shall be experienced, by reason of their training or occupation or other activities or interests.

- (c) To organize and take part in organizing, and to give financial or other support to, investigations and enquiries in any part of the world into such problems and questions as are hereinbefore referred to or into any facts or matters relevant to any such problems or questions.
- (d) To establish fellowships, scholarships and prizes.
- (e) Subject to clause 5 hereof, to remunerate and/or to make grants by way of payments to or contributions towards the expenses (including travelling expenses and 'loss of earnings') of directors, instructors and teachers and other persons helping to carry on or to carry out, or persons desirous of taking part in or advantage of, the work or any part or aspect of the work of or the courses of study or instruction or the conferences promoted by the Trust or of the facilities provided by the Trust.
- (f) To provide and publish information on the results of studies and research and otherwise in connection with its objects.
- (g) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings or erections.
- (h) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust.
- (i) To undertake and execute any charitable trust which may lawfully be undertaken by the Trust.
- (j) To borrow or raise money on such terms and on such security as may be thought fit.
- (k) To invest the moneys of the Trust not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (l) To establish and support or aid in the establishment and support of any charitable associations or

institutions and to subscribe or guarantee money for charitable purposes.

- (m) To do all such other things as are necessary for the attainment or furtherance of the said objects or any of them.

Provided that:-

- (i) In case the Trust shall take or hold any property which may be subject to any trusts, the Trust shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Trust's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) These objects shall be carried out and the powers which follow shall be exercised in an educational manner and the Trust shall be non-party political in its conduct and constitution and shall not with its funds support the purposes of any political party.
- (iv) In case the Trust shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Trust shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Trustees as the Governing Body of the Trust shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Trustees have been if no incorporation had been effected, and the incorporation of the Trust shall not diminish or impair any control or authority exercisable by the Chancery Division, or the said Charity Commissioners over such Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Trust were not incorporated.

5. The income and property of the Trust shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Trust and no Trustee shall be appointed to any office of the Trust paid by salary or fees, or receive

any remuneration or other benefit in money or money's worth from the Trust. Provided that nothing herein shall prevent any payment in good faith by the Trust:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a Trustee) for any services rendered to the Trust;
- (b) of interest at a rate not exceeding six per cent per annum on money lent or reasonable proper rent for premises demised or let by any member of the Trust or Trustee;
- (c) to any Trustee of out-of-pocket expenses;
- (d) to a company of which a member of the Trust or Trustee may be a member holding not more than one hundredth part of the issued capital of such company.

6. The liability of the members is limited.

7. Every member of the Trust undertakes to contribute to the assets of the Trust, in the event of the same being wound-up while he is a member within one year after he ceases to be a member, for payment of the debts and liabilities of the Trust contracted before he ceases to be a member, all the costs, charges and expenses of winding-up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding in the case of each class of member the following amounts:-

Subscribing Members	£1,000
Trustee Members	£1

8. If upon the winding-up or dissolution of the Trust there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Trust, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Trust, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Trust under, or by virtue of, clause 5 of this Memorandum of Association, such institution or institutions to be determined by the members of the Trust at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BOC INTERNATIONAL LIMITED

Hammersmith House,
London, W.6. (A public company) L.E.SMITH

CADBURY SCHWEPPE'S LIMITED

Bournville,
Birmingham, B.30. (A public company)

DONALD J.METHVEN Director

CHLORIDE GROUP LIMITED

52 Grosvenor Gardens,
London, S.W.1. (A public company)

JOHN RAY Director

LAPORTE INDUSTRIES (HOLDINGS) LIMITED

Hanover House,
Hanover Square,
London, W.1. (A public company)

DENNIS A.SMITH Director

MARKS & SPENCER LIMITED

Michael House,
Baker Street,
London, W.1. (A public company)

JOHN SACHER Director

METAL BOX LIMITED

Queens House,
Forbury Road,
Reading, Berks. (A public company)

DEREK B.HUFFAM Director

SCOTTISH & NEWCASTLE BREWERIES LTD.

Abbey Brewery,
Holyrood Road,
Edinburgh. (A public company)

PETER E.G.BALFOUR Director

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

TARMAC LIMITED

Ettingshall,

Wolverhampton, Staffs. (A public company)

A.P. DE BOER Director

THE PLESSEY COMPANY LTD.

2-60 Vicarage Lane,

Ilford, Essex (A public company)

FRANK ROGERS

UNITED BISCUITS (HOLDINGS) LIMITED

Syon Lane,

Isleworth,

Middlesex. (A public company)

JOHN P. MANN Director

DATED this 25 day of March, 1977.

WITNESS to the above Signatures:-

G.W. BECK,

Hammersmith House

London, W.6.

Solicitor

No. 1308583

26

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

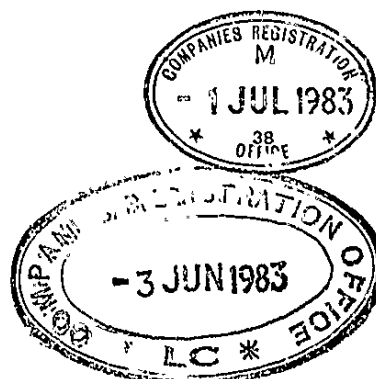
REVISED
ARTICLES OF ASSOCIATION
OF
INDUSTRY AND PARLIAMENT TRUST LIMITED

Delivered pursuant to section 9
European Communities Act 1972

Alan Eden-Lee
.....
Secretary

Presented by:-
FRESHFIELDS
Grindall House
25 Newgate Street
London
EC1A 7LH

Ref : RJCS/JHC



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
of
INDUSTRY AND PARLIAMENT TRUST LIMITED
(As at 17 May, 1983)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act 1948.
These presents	These Articles of Association, and the regulations of the Trust from time to time in force.
The Trust	The above-named Company.
The Trustees	The Trustees forming the Committee of Management for the time being of the Trust.
The Office	The registered office of the Trust.
The Seal	The common seal of the Trust.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
The Council	The Advisory Council elected or appointed in accordance with these Articles.

WORDS

MEANINGS

A qualified

person An individual Subscribing Member or a person proposed in writing by a Subscribing Member for election or appointment to the Council.

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Trust shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Trust proposes to be registered is forty, but the Council may from time to time register an increase of members.

3. The provisions of section 110 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Trust is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

5. The subscribers to the Memorandum of Association and such other persons as the Trustees shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Trust.

6. There shall be two classes of members, namely :-

(1) Subscribing Members.

(2) Trustee Members.

7. The qualification of a Subscribing Member shall be:-

(a) the guarantee of such amount as may be required in accordance with Clause 6 of the Memorandum not exceeding £1,000;

(b) the payment of such subscription as may be fixed by, or be ascertained by such method as may be determined by, the Trust in general meeting from time to time for Subscribing Members.

8. The qualification of a Trustee Member shall be the guarantee of such amount as may be required in accordance with Clause 6 of the Memorandum not exceeding £1.

9. No person shall be admitted to membership of the Trust in any class until he is first approved by the Members of the Council or by a Committee of not less than five of their number appointed by them who (in either case) shall have full discretion as to the admission of any person to membership in any class.

10. Where any person desires to be admitted to membership of the Trust he shall sign and deliver to the Trust an application for membership framed in such terms as the Trustees shall require according to the class in respect of which he desires to become a member and such application shall be accompanied by the appropriate payment and subscription and where appropriate the form of guarantee in any case where the amount agreed by the applicant to be guaranteed exceeds that for which provision is made in the Memorandum.

11. Every member shall be bound to further to the best of his ability the objects of the Trust and shall observe the rules and regulations of the Trust made pursuant to the powers in that behalf hereinbefore contained.

GENERAL MEETINGS

12. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Trust holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

13. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

14. The Trustees may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 132 of the Act.

15. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Trust; but with the consent of all the members having the right to attend and vote there at, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

16. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Auditors, the election of Trustees and Members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

18. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Trustees may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

20. The Chairman (if any) of the Trustees shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding

the same, or shall be unwilling to preside, the members present shall choose some member of the Trustees, or if no such member be present, or if all the members of the Trustees present decline to take the chair, they shall choose some Member of the Council or if no such Member be present or if all the Members of the Council present decline to take the chair, they shall choose some member of the Trust who shall be present to preside.

21. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

22. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Trust shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of Article 24, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

26. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

27. Subject as hereinafter provided, the classes of members shall have the following voting rights :-

Subscribing Members	1,000 votes
Trustee Members	50 votes

provided nevertheless that the voting right of a Subscribing Member whose subscription rate fixed by, or in accordance with Article 7 is less than the maximum subscription rate so fixed shall be such proportion of 1,000 votes as his subscription rate bears to such maximum subscription rate.

28. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Trust in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

29. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

30. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under the hand of some officer duly authorised in that behalf.

31. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been

33. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"As witness my hand this day of 19 ."

TRUSTEES

35. The first Trustees shall be:-

36. The Trustees may from time to time and at any time appoint any member of the Trust as a Trustee, either to fill a casual vacancy or by way of addition to the Trustees, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

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POWERS OF THE TRUSTEES

38. The business of the Trust shall be managed by the Trustees who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Trust as they think fit, and may exercise all such powers of the Trust, and do on behalf of the Trust all such acts as may be exercised and done by the Trust, and as are not by statute or by these presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Trustees which would have been valid if such regulation had not been made.

39.(A) The Trustees may make Regulations and Rules for the carrying out of the objects of the Trust the making of awards and the constitution of schemes of instruction and the provision of facilities and finance for projects.

(B) The Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as Trustees for the purpose of admitting persons to membership of the Trust, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

40. The Secretary shall be appointed by the Trustees for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 177 and 179 of the Act shall apply and be observed. The Trustees may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

41. The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Trustees, and in the presence of at least two Trustees and

of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Trust such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF TRUSTEES

42. The office of a member of the Trustees shall be vacated:-

- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Trust.
- (D) If by notice in writing to the Trust he resigns his office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by a resolution duly passed pursuant to section 184 of the Act.

There shall be no retiring age for Trustees and section 185 of the Act shall not apply.

ROTATION OF TRUSTEES

43. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the Trustees for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

44. The Trustees to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Trustee shall be eligible for re-election.

45. The Trust may, at the meeting at which a Trustee retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is

expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

46. No person not being a Trustee retiring at the meeting shall, unless recommended by the Trustees for election, be eligible for election to membership of the Trustees at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

47. The Trust may from time to time in General Meeting increase or reduce the number of Trustees, and determine in what rotation such increased or reduced number shall go out of office and may make the appointments necessary for effecting any such increase.

48. In addition and without prejudice to the provisions of section 184 of the Act, the Trust may by Extraordinary Resolution remove any Trustee before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE TRUSTEES

49. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

50. A Trustee may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of the Trustees by notice served upon the several members of the Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.

51. The Members of the Council shall from time to time appoint a Chairman of the Trustees who shall be entitled to preside at all meetings of the Trustees at which he shall be

present, and may determine for what period he is to hold office, but if no such Chairman be appointed, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Trustees present shall choose one of their number to be Chairman of the meeting.

52. A meeting of the Trustees at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Trustees generally.

53. The Trustees may delegate any of their powers to committees consisting of such member or members of the Trustees as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Trustees. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Trustees so far as applicable and so far as the same shall not be superseded by any regulations made by the Trustees.

54. All acts bona fide done by any meeting of the Trustees or of any committee of the Trustees, or by any person acting as a member of the Trustees, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was duly qualified to be a member of the Trustees.

55. The Trustees shall cause proper minutes to be made of all appointments of officers made by the Trustees and of the proceedings of all meetings of the Trust and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

56. A resolution in writing signed by all the members for the time being of the Trustees or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

THE COUNCIL

57. The Council shall consist of qualified persons elected or appointed to represent the general body of Subscribing

Members. A Subscribing Member shall not be entitled to be represented on the Council by more than one qualified person proposed by that Subscribing Member at any one time. Any qualified person duly elected or appointed to be a member of the Council shall be deemed to be a member of the Trust while holding office but shall not be entitled as such member to vote at General Meetings of the Trust.

58. Until otherwise determined by the General Meeting, the number of the members of the Council shall not be less than five.

59. The first members of the Council shall be those qualified persons each of whom has signed the Memorandum of Association of the Trust on behalf of a subscriber thereto.

60. The Council may from time to time and at any time appoint any qualified person as a member of the Council, either to fill a casual vacancy or by way of addition to the Council. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

61. No person who is not a qualified person shall in any circumstances be eligible to hold office as a member of the Council.

61A. Notwithstanding Articles 57, 60, 61 and 64 and any other provisions of these Articles which may be inconsistent with this Article, the Council may from time to time and at any time appoint any individual to be a Member of the Council, provided that (i) any individual so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election and (ii) the number of Members of the Council holding office at the time of their appointment or re-election in accordance with this Article shall not exceed one-tenth of the total number of Members of the Council holding office at that time.

FUNCTIONS OF THE COUNCIL

62. It shall be the function of the Council :-

- (a) To receive and decide upon applications for membership of the Trust and to admit persons to membership of the Trust in accordance with the provisions of Article 9
- (b) To appoint the chairman of the Trustees from time to time
- (c) To make such arrangements as the members of the Council shall think fit to provide finance to enable the Trustees to carry out the work of the Trust in

accordance with an annual budget to be agreed in advance with the Trustees or in such other manner as the Trustees and the Council shall from time to time agree

- (d) To provide advice and other services by agreement when requested by the Trustees
- (e) To carry out and implement schemes conducive to the objects of the Trust approved by the Trustees and agreed by the members of the Council
- (f) To exercise any powers of the Trustees at the Direction of the Trustees which the Trustees may lawfully delegate to them and which they may agree to accept
- (g) To assist the Trustees in carrying out the objects of the Trust

63. The members of the Council for the time being may act notwithstanding any vacancy in their body: provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purposes of admitting persons to membership of the Trust or filling up vacancies in their body, but not for any other purpose.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

64. The office of a member of the Council shall be vacated:-

- (A) If a receiving order is made against him or he makes any arrangements or composition with his creditors.
- (B) If he becomes of unsound mind.
- (C) If the Subscribing Member ceases to be a member of the Trust or he ceases to be a qualified person.
- (D) If by notice in writing to the Trust he resigns office.
- (E) If he ceases to hold office by reason of any order made under section 188 of the Act.
- (F) If he is removed from office by the Trust by an Extraordinary Resolution.

ROTATION OF MEMBERS OF THE COUNCIL

65. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year,

one-third of the Members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

66. The Members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring Member of the Council shall be eligible for re-election.

67. The Trust may, at the meeting at which a Member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

68. No qualified person not being a Member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some Subscribing Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

69. The Trust may from time to time in General Meeting increase or reduce the number of Members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.

70. In addition the Trust may by Extraordinary Resolution remove any Member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified person in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE COUNCIL

71. The Members of the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

72. A Member of the Council may, and on the request of a Member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A Member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.

73. The Members of the Council shall from time to time appoint a Chairman of the Council from amongst their number who shall be entitled to preside at all meetings of the Trustees at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be appointed, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Council present shall choose one of their number to be Chairman of the meeting.

74. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Trust for the time being vested in the Council generally.

75. The Council may delegate any of its powers to committees consisting of such member or members of the Council as it thinks fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

76. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was duly qualified to be a member of the Council.

77. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Trust and of the Trustees and of committees of the Trustees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

78. A resolution in writing signed by all the members for the time being of the Trustees or of any committee of the Trustees who are entitled to receive notice of a meeting of the Trustees or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Trustees or of such committee duly convened and constituted.

ACCOUNTS

79. The Trustees shall cause accounting records to be kept in accordance with section 12 of the Companies Act 1976.

80. The accounting records shall be kept at the Office or, subject to section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Trustees think fit, and shall always be open to the inspection of the officers of the Trust.

81. The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Trust or any of them shall be open to the inspection of members not being members of the Trustees, and no member (not being a member of the Trustees) shall have any right of inspecting any account or book or document of the Trust except as conferred by statute or authorised by the Trustees or by the Trust in General Meeting.

82. The Trustees shall from time to time, in accordance with sections 150 and 157 of the Act and sections 1, 6 and 7 of the Companies Act 1976, cause to be prepared and to be laid before the Trust in General Meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections. A copy of every such balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Trust in General Meeting, together with a copy of the Trustees' report and the Auditors' report, shall not less than 21 days before the date of the Meeting, subject nevertheless to section 158(1)(c) of the Act and section 24 of the Companies Act 1967, be sent to every Member of, and every holder of debentures of, the Trust.

AUDIT

83. Once at least in every year the accounts of the Trust shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

84. Auditors shall be appointed and their duties regulated in accordance with section 161 of the Act, section 14 of the Companies Act 1967 and sections 13 to 18 of the Companies Act 1976. References in those sections to the directors shall be construed as references to the Trustees.

NOTICES

85. A notice may be served by the Trust upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

86. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Trust an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Trust.

87. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

88. The provisions of Clause 8 of this Memorandum of Association relating to the winding up and dissolution of the Trust shall apply and have effect mutatis mutandis as if that Clause were repeated in these Articles.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

=====

BOC INTERNATIONAL LIMITED

Hammersmith House,
London, W.6. (A public company)

L.E. SMITH

CADBURY SCHWEPPE'S LIMITED

Bournville,
Birmingham, B.30. (A public company)

DONALD J. METHVEN Director

CHLORIDE GROUP LIMITED

52 Grosvenor Gardens,
London, S.W.1. (A public company)

JOHN RAY Director

LAPORTE INDUSTRIES (HOLDINGS) LIMITED

Hanover House,
Hanover Square,
London, W.1. (A public company)

DENNIS A. SMITH Director

MARKS & SPENCER LIMITED

Michael House,
Baker Street,
London, W.1. (A public company)

JOHN SACHER Director

METAL BOX LIMITED

Queens House,
Forbury Road,
Reading,
Berks. (A public company)

DEREK B. HUFFAM Director

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

SCOTTISH & NEWCASTLE BREWERIES LTD,
Abbey Brewery,
Holyrood Road
Edinburgh. (A public company)

PETER E.G.BALFOUR Director

TARMAC LIMITED
Ettingshall,
Wolverhampton,
Staffs. (A public company)

A. P. DE BOER Director

THE PLESSEY COMPANY LIMITED
2-60 Vicarage Lane,
Ilford,
Essex (A public company)

FRANK ROGERS

UNITED BISCUITS (HOLDINGS) LIMITED
Syon Lane,
Isleworth,
Middlesex. (A public company)

JOHN P. MANN Director

DATED this 25 day of March, 1977.

Witness to the above Signatures:-

G.W. BECK,
Hammersmith House,
London, W.6.

Solicitor

RESOLUTION OF
INDUSTRY AND PARLIAMENT
TRUST LIMITED.

Passed:

No. 1308583
6 July, 1983

At an extraordinary general meeting of the Company held on
6 July 1983 the following resolution was passed as a
special resolution:-

RESOLUTION

"THAT the name of the Company be changed to
INDUSTRY AND PARLIAMENT TRUST".

Signed
Secretary

Presented by:-

FRESHFIELDS
Grindall House
25 Newgate Street
LONDON EC1 7LH

Ref: RJCS/JHC



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1308583

128

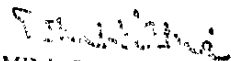
I hereby certify that

INDUSTRY AND PARLIAMENT TRUST
LIMITED

having by special resolution changed its name, is now
incorporated under the name of

INDUSTRY AND PARLIAMENT TRUST

Given under my hand at the Companies Registration Office,
Cardiff the 2ND SEPTEMBER 1983


MRS. D. M. WILKIE

an authorised officer

G

THE COMPANIES ACTS 1948 TO 1981

Form No 63

63

**Declaration on application for the
change of name of a company for
exemption from the requirement to
use the word "limited."**

Pursuant to section 25(4)(c) of the Companies Act 1981

Please do not
write in this
binding margin



Please complete
legibly, preferably
in black type, or
bold block lettering

*Insert full name
of company

Delete as
appropriate

For official use

29

Company number

130 85 83

Name of Company

INDUSTRY AND PARLIAMENT TRUST LIMITED

I, A. Eden-Green
of 25 Victoria Street, London SW1H 0EX

~~being a Director~~ Secretary of Industry and Parliament Trust Limited

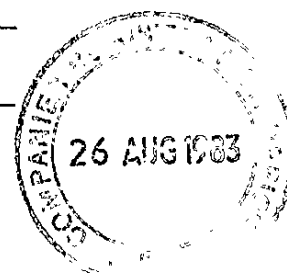
do solemnly and sincerely declare that the company is a company to which section 25 of the
Companies Act 1981 applies
And I make this solemn Declaration conscientiously believing the same to be true and by virtue
of the provisions of the Statutory Declarations Act 1835

Declared at 83/91 Victoria St
LONDON S.W-1

A Eden-Green
Signature of Declarant

the 14th day of JULY
One thousand nine hundred and 1983 THREE

before me [Signature]
A Commissioner for Oaths or Notary Public or Justice of the Peace
or Solicitor having the powers conferred on a Commissioner
for Oaths



Presenter's name, address and
reference (if any):

FRESHFIELDS
Grindall House
25 Newgate Street
LONDON EC1A 7LH

(REF: RJCS/JHC)

For official use
New companies section

Post room

24 AUG 1983
OFFICE

