

Industry and Parliament Trust

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Industry and Parliament Trust

Company registration number 1308583
Charity registration number 287527
COMPANY LIMITED BY GUARANTEE, NO SHARE CAPITAL

The following resolution was passed as a special resolution of the above-named company (the "Company") at the Annual General Meeting of the Company held in the Attlee Suite, Portcullis House, London SW1A 2LW on Wednesday 12 March 2008

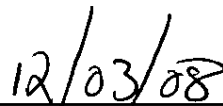
SPECIAL RESOLUTION

To adopt the new articles of association in the form attached to this notice

I certify that this is a true copy of the original

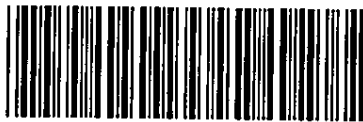


Bill Olnet MP Chairman



Date

FRIDAY



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A22

25/04/2008

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COMPANIES HOUSE

Presidents The Rt Hon Jack Straw MP, Secretary of State for Justice and Lord Chancellor
The Rt Hon Lord Falconer of Thoroton, QC
The Rt Hon Michael Martin MP, Speaker of the House of Commons
The Rt Hon the Baroness Hayman, Lord Speaker

Vice-President The Rt Hon the Baroness Boothroyd OM PC
John Sacher CBE

Trustees Bill Olnet MP, Chairman David Amess MP Sir David Arculus Miss Rosemary Brook The Rt Hon Richard Caborn MP
The Rt Hon the Baroness Dean of Thornton-le-Fylde The Rt Hon Sir David Edward KCMG QC Dr Evan Harris MP
The Baroness Harris of Richmond DL The Baroness Hooper CMG Miller McLean Jim Meredith Douglas Millar
CB, Clerk Assistant, House of Commons
Mark Prisk MP Barry Stickings CBE

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
INDUSTRY AND PARLIAMENT TRUST

(As adopted by special resolution on 12 March 2008)

I certify that this is a true copy
of the original.

Bill Goh 12/03/08.

THE COMPANIES ACTS 1985 to 2006

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

**ARTICLES OF ASSOCIATION
of
INDUSTRY AND PARLIAMENT TRUST**
(As adopted by special resolution on 12 March 2008)

GENERAL

- 1 In these Articles 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
Act	the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force,
Address	includes a number or address used for the purposes of sending or receiving documents or information by electronic means
Articles	these Articles of Association
Committee	a committee constituted pursuant to Article 49,
Electronic Communication	Any notice, documents or information on the Trust's website or sent or received by email or any other electronic means,
Executive Committee	a committee of the Trustee Board,
Fellow	a person nominated as such by the Trustees from time to time,
Industrialists	a Subscribing Member who owns or manages a branch of trade or manufacture or collective trade who makes or produces goods,
in writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including any form of Electronic Communication,
Member	Subscribing Members and Trustees,
Month	calendar month,

Non-Parliamentarian	a member of the Trust who is not a Parliamentarian,
Office	the registered office of the Trust,
Parliamentarian	a member of the House of Commons, the House of Lords or the European Parliament, or an officer of Parliament or a member or officer of any other parliament or assembly approved by the Trustee Board for the purposes of these Articles,
Qualified Person	a director, employee or officer of a Susbcribing Member,
Seal	the common seal of the Trust,
Trust	the above-named Company,
Trustee	a person currently appointed to be a Trustee in accordance with these Articles of Association,
Trustee Board	the collective name for the Trustees for the time being of the Trust,
Trustee Board Meeting	a meeting of the Trustee Board in accordance with the Articles
United Kingdom	Great Britain and Northern Ireland,
Working day	a day which is not a Saturday or Sunday or a bank or a national holiday in England

2 In these Articles

- (a) unless expressly defined in these Articles, words or expressions that are defined in the Act bear the same meaning as in the Act but excluding any statutory modification of the Act not in force when the Articles become binding on the Trust,
- (b) references to a document being executed include references to its being executed under hand or under seal or by any other method,
- (c) words denoting the singular number include the plural number and vice versa, words denoting the masculine gender include the feminine gender and words denoting persons include corporations,

3 The Trust shall keep a register of members in accordance with the Act 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 shall be admitted to membership in accordance with the provisions hereinafter contained shall be members of the Trust

- 6 There shall be two classes of members, namely -
- (a) Subscribing Members, who shall be businesses or associations, and
 - (b) Trustees, who shall be individuals
- 7 The qualification of a Subscribing Member shall be -
- (a) the guarantee of such amount as may be required in accordance with Clause 7 of the Memorandum not exceeding £1,000,
 - (b) the payment of such subscription as may be fixed by the Trustee Board at the Trustee Board Meeting from time to time for Subscribing Members
- 8 The qualification of a Trustee shall be the guarantee of such amount as may be required in accordance with Clause 7 of the Memorandum not exceeding £1
- 9 No person shall be admitted to membership of the Trust in any class until the following four conditions are satisfied
- (a) the relevant qualification under Article 7 or 8 (as appropriate) is satisfied (if required by the Trustee Board),
 - (b) he is first approved by the Trustee Board or a duly authorised committee thereof who shall have full discretion as to the admission of any person to membership in any class, and
 - (c) such person has signed and delivered to the Trust an application for membership framed in such terms as the Trustee Board shall require according to the class in respect of which he desires, and
 - (d) such person has paid the appropriate subscription payable to the Trust
- 10 No person who is not a Trustee 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
- 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 contained in these Articles

GENERAL MEETINGS

- 12 The Trust shall not be obliged but may hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Trustee Board, 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 General Meetings
- 14 The Trustee Board may whenever it thinks fit convene a General Meeting, and General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 303 of the Act

- 15 At least Fourteen clear days' notice in writing is required for every Annual General Meeting, every meeting convened to pass a special resolution and 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) The notice must specify the place, the day and the hour of the meeting and in the case of special business, the general nature of that business and shall be given to such persons (including the Auditors) as are entitled under the Act to receive such notices from the Trust If all the members having the right to attend and vote at the meeting consent (or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings consent) 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 a 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 Trustee Board and of the Auditors, the election of Trustees 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 provided in Article 19, 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 Trustee Board 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 Trustee Board 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 Trustee Board, or if no such member be present, or if all the members of the Trustee Board present decline to take the chair, they shall choose some member of the Executive Committee or if no such member be present or if all the members of the Executive Committee 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 not less than 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 The classes of members shall have the following voting rights -

Subscribing Members	1 vote each
Trustees	1 vote each

provided that no member other than a member duly registered, who shall have paid every subscription due for the year in which the member seeks to vote, 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.

- 28 Votes may be given on a poll either personally or, at General Meetings, by proxy. A proxy shall be entitled to vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 323 of the Act. A proxy need not be a member.
- 29 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 and such instrument may be sent by electronic means in accordance with these Articles and the Act.
- 30 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 Trust
- (a) in the case of a meeting or adjourned meeting, 48 hours before the time for holding the meeting or adjourned meeting,
- (b) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll,

- (c) in the case of a poll taken not more than 48 hours after it was demanded, the time at which it was demanded

In calculating the periods in this Article no account shall be taken of any part of a day that is not a working day. Default of this Article 30 will render the instrument of proxy invalid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution. The instrument appointing a proxy may be deposited at the Trust by electronic means in accordance with these Articles and the Act.

- 31 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.
- 32 Any instrument appointing a proxy shall be in the following form (or as near thereto as circumstances allow or in any other form which is usual or which the Trustee Board may approve) -

"I, _____,
"of _____,
"a member of _____,
"hereby appoint _____,
"of _____,
"and failing him, _____,
"of _____,
"to vote for me and on my behalf at the
"[Annual 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 _____ 20 ."

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

TRUSTEES

- 33 Until otherwise determined by the General Meeting, the number of Trustees shall be no more than eighteen. If the number of Trustees is eighteen they shall consist of eleven Parliamentarians and seven Non-Parliamentarians of whom five shall be Industrialists and two shall not be Industrialists. The Trustee Board shall, pursuant to Article 36, ensure that the number of Trustees from time to time is so far as practicable eighteen, but nothing in this Article 33 or in Article 36 shall require the Trustee Board to appoint a replacement Trustee until they have concluded such selection process as is reasonable in the circumstances.

- 34 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

- 35 From time to time, the Trustee Board may appoint Presidents. The role of such Presidents may be set out in the Rules determined by the Trustee Board in accordance with article 39
- 36 Trustees shall be appointed for a term of office of four years at an Annual General Meeting of the Trust, and may be reappointed for one further period of four years. In the event of a casual vacancy, and provided the prescribed maximum is not thereby exceeded, the Trustee Board may co-opt any person to act as a Trustee until the next Annual General Meeting at which the appointment of such person may be confirmed and the first four year period of such person's appointment will commence on the date of that Annual General Meeting
- 37 If at any time the number (P) of Parliamentary Trustees is not greater than the number (N) of Non-Parliamentary Trustees for the purposes of Article 51, the number of votes exercisable by the Trustees who are Parliamentarians shall be increased from one vote per Trustee to

(N+1)

P

votes per Trustee, so that the total number of votes possessed by Trustees who are Parliamentarians (and who are voting on such resolution) exceeds the total number of votes possessed by Trustees who are Non-Parliamentarians (and who are voting on such resolution) by one vote

For example, at a Trustee Board meeting attended by 4 Non-Parliamentary Trustees and 3 Parliamentary Trustees, the Parliamentary Trustees would each possess one and two-thirds votes

POWERS OF THE TRUSTEE BOARD

- 38 The business of the Trust shall be managed by the Trustee Board 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 Articles required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these Articles, 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 Trustee Board which would have been valid if such regulation had not been made
- 39 The Trustee Board 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
- 40 The Trustee Board for the time being may act notwithstanding any vacancy in their body

SECRETARY

- 41 The Trustee Board may appoint a Secretary for such time, at such remuneration and upon such conditions as the Trustee Board may think fit, and any Secretary so appointed may be removed by the Trustee Board. The Trustee Board 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

- 42 The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Trustee Board, and in the presence of at least two Trustees and of the Secretary, and the said Trustees 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

VACATION OF OFFICE OF TRUSTEE

- 43 The office of Trustee shall be vacated if -
- (a) he ceases to be a Trustee by virtue of any provision of the Act or he becomes prohibited by law from being a Trustee, or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (c) he ceases to be a member of the Trust, or
 - (d) he is, or may be, suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 (as amended) or, in Scotland, an application for admission under the Mental Health (Care and Treatment) (Scotland) Act 2003, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
 - (e) he resigns his office by notice in writing to the Trust, or
 - (f) he is requested to resign in writing by not less than three-quarters of the other Trustees, or
 - (g) he has completed two successive four year periods of office as a Trustee, or has completed one four year period of office and has not been reappointed, or
 - (h) he has failed to be present at three or more consecutive Trustee meetings without cause considered to be reasonable by the majority of Trustees
- 44 In addition and without prejudice to the provisions of sections 168 and 169 of the Act, the Trust may by ordinary resolution remove any Trustee before the expiration of his period of office

PROCEEDINGS OF THE TRUSTEE BOARD

- 45 The Trustee Board may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum, of whom at least one shall be a Parliamentary Questioner 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

- 46 A Trustee may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of the Trustee Board by notice served upon the several members of the Trustee Board. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting
- 47 The members of the Trustee Board shall from time to time appoint a Chairman of the Trustee Board who shall be entitled to preside at all meetings of the Trustee Board 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
- 48 A meeting of the Trustee Board 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 Trustee Board generally
- 49 The Trustee Board may delegate any of its powers to committees consisting of such members of the Trust or Trustee Board as it thinks fit for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustee Board would be more conveniently undertaken or carried out by a committee provided that all acts and proceedings of any such committee shall be reported to the Trustee Board. Any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it as the Trustee Board may specify. The Trustee Board may revoke or alter any such delegation at any time. The meetings and the proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Trustee Board so far as applicable, and so far as the same shall not be superseded by any regulations made by the Trustee Board, save that, the members of any such committee or sub-committee shall not be required to retire by rotation
- 50 Any or all of the Trustees or members of a committee can take part in a meeting of the Trustee Board or a committee by means of a conference call, or similar equipment, designed to allow everyone to take part in the meeting

Taking part in a meeting in this way will be counted as being present at the meeting. A meeting which takes place in this way will be treated as taking place where the chairman is calling from
- 51 All acts bona fide done by any meeting of the Trustee Board or of any committee of the Trustee Board, or by any person acting as a Trustee, 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 Trustee
- 52 The Trustee Board shall cause proper minutes to be made of all appointments of officers made by the Trustee Board and of the proceedings of all meetings of the Trust and of the Trustee Board and of committees of the Trustee Board, 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
- 53 A resolution of (i) the Trustee Board or (ii) a committee that is in writing signed, or approved by email or facsimile, by, in the case of (i), all the Trustees for the time

being or, in the case of (ii), by all members of the relevant committee shall be as valid and effectual as if it had been passed at (i) a meeting of the Trustee Board or (ii) of such committee, duly convened and constituted. Such resolution in writing may consist of several documents in the like form, each signed or approved by one or more Trustee/member of the committee (as appropriate)

THE EXECUTIVE COMMITTEE

- 54 The Executive Committee shall be a committee of the Trustee Board and shall consist entirely of Qualified Persons who are Non-Parliamentarians and shall be chaired by a Trustee. The members of the Executive Committee shall be appointed by the Trustee Board for a period of four years and may be reappointed for one further period of four years. Save for the chairman, it shall not be necessary for members of the Executive Committee to be Trustees
- 55 The powers of the Executive Committee will be determined by the Trustee Board in accordance with Article 49
- 56 The office of a member of the Executive Committee shall be vacated if -
- (a) he ceases to hold office by virtue of any provision of the Act, or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
 - (c) he is, or may be, suffering from mental disorder and either
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
 - (d) the Subscribing Member ceases to be a member of the Trust or he ceases to be a Qualified Person, or
 - (e) he resigns his office by notice in writing to the Trust, or
 - (f) he has completed two successive four year periods of office as a member, or has completed one four year period of office and has not been reappointed, or
 - (g) he has failed to be present at three or more consecutive Executive Committee meetings without cause considered to be reasonable by the majority of members, or
 - (h) he is removed from office by the Trustee Board

FELLOWSHIP COMMITTEE

- 57 The Fellowship Committee shall be a committee of the Trustee Board and shall include a maximum of seven Fellows of the Trust
- 58 The Fellowship Committee shall, in the exercise of the powers delegated to it, conform to any regulations imposed on the committee by the Trustee Board

59 The office of a member of the Fellowship Committee shall be vacated if -

- (a) he resigns his office by notice in writing to the Trust, or
- (b) he ceases to be a member of the Trustee Board

ACCOUNTS

60 The Trustee Board shall cause accounting records to be kept in accordance with the Act

61 No member shall (as such) have any right of inspecting any accounting records or other book or document of the Trust except as conferred by statute or authorised by the Trustee Board or by ordinary resolution of the Trust

AUDIT

62 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

63 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. References in those provisions to the directors shall be construed as references to members of the Trustee Board

ELECTRONIC COMMUNICATIONS

64 A document or information may only be sent or supplied by a member to the Trust in electronic form if the Trust has notified the members that the document or information may be sent or supplied in that form

COMMUNICATIONS BY THE TRUST IN ELECTRONIC FORM

65 A document or information may only be sent or supplied by the Trust or the board in electronic form

- (a) to a person who has agreed (generally or specifically) that the document or information may be sent or supplied in that form (and the person has not revoked that agreement), or
- (b) to a company that is deemed to have so agreed by a provision in the Act

66 Where the document or information is sent or supplied by electronic means, it may only be sent or supplied to an Address

- (a) specified for the purpose by the intended recipient (generally or specifically), or
- (b) where the intended recipient is a company, deemed by a provision of the Act to have been so specified

COMMUNICATIONS BY THE TRUST BY MEANS OF A WEBSITE

67 A document or information may only be sent or supplied by the Trust to a person by being made available on a website if the person

- (a) has agreed (generally or specifically) that the document or information may be sent or supplied to him or her in that manner, or

- (b) is taken to have so agreed in accordance with the statutes, and has not revoked that agreement
- 68 A document or information authorised or required to be sent or supplied by means of a website must be made available in a form, and by a means, that the Trust reasonably considers will enable the recipient to read it (and see any images contained in it) with the naked eye and to retain a copy of it
- 69 The Trust must notify the intended recipient of each of the following
 - (a) the presence of the document or information on the website,
 - (b) the Address of the website,
 - (c) the place on the website where it may be accessed, and
 - (d) how to access the document or information
- 70 The Trust must make the document or information available on the website throughout
 - (a) the period specified by any applicable provision of the statutes, or
 - (b) if no such period is specified, the period of 28 days beginning with the date on which the notification required by Article 69 is sent to the person in question

A failure to make a document or information available on a website throughout the period mentioned in this Article 70 shall be disregarded if (1) it is made available on the website for part of that period and (2) the failure to make it available throughout that period is wholly attributable to circumstances that it would not be reasonable to have expected the Trust to prevent or avoid

NOTICES

- 71 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. A notice may also be served by Electronic Communication
- 72 Subject to Article 64, the Trust's Members may send any document or information (including without limitation the notice of appointment of proxy referred to in Article 29) to the Trust by electronic means in accordance with the Act
- 73 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
- 74 Proof that a document was sent by electronic means and proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice sent shall be deemed to be given
 - (a) if sent by first class post, on the day following that on which the envelope containing it was posted, or

- (b) in any other case, on the second day following that on which the envelope containing it was posted, or
- (c) if sent by Electronic Communication, 48 hours after being sent (except in relation to documents supplied by website publication)

75 Documents supplied by website publication are taken to be sent

- (a) on the date on which the notification required by Article 69 is sent, or
- (b) if later, the date on which the document or information first appears on the website after that notification is sent

DISSOLUTION

75 The provisions of Clause 8 of the 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