

Company Number 02372740

The Companies Act 2006
Company Limited by Guarantee
Written Resolution
of
BRITISH RECORD INDUSTRY TRUST
(the "Company")

THURSDAY



Passed by the members of the Company on the date of the latest signature hereto pursuant to Part 13 Chapter 2 of the Companies Act 2006 and the Articles of Association of the Company

We, the undersigned, being all of the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company have signed the following resolution, which shall be valid and effective as if it had been passed as a special resolution at a general meeting of the Company duly convened and held

THAT

The Articles of Association of the Company be replaced in their entirety by the new Articles of Association attached hereto

Date

Geoff Taylor (for and on behalf of BPI (British Recorded Music Industry) Limited)

Date


David Bryant

Date

Paul Burger

Date

Andrew Cleary


John Craig

Date

20/7/2010

Company Number 02372740

Rob Dickins



Date

Ged Doherty

Date

22/4/10

Derek Greene

Date

David Kassner

Date

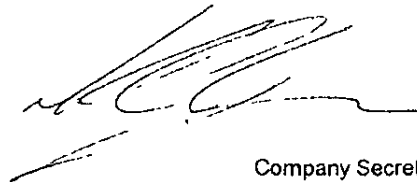
Jonathan Morrish

Date

Tony Wadsworth

Date

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Company Secretary

Company Number 02372740

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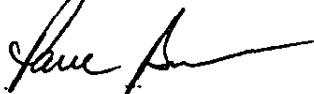
The Articles of Association of the Company be replaced in their entirety by the new Articles of Association attached hereto

Date

Geoff Taylor (for and on behalf of BPI (British Recorded Music Industry) Limited)

Date

David Bryant



Date

7-6-10

Paul Burger

Date

Andrew Cleary

Date

John Craig

Company Number 02372740

Date

Rob Dickins

Date

Ged Doherty

Date

Derek Greene

Date

David Kassner

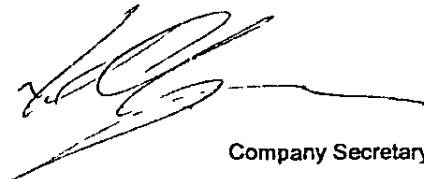
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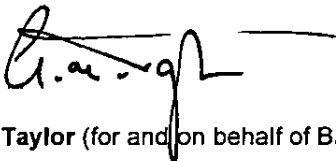
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The Articles of Association of the Company be replaced in their entirety by the new Articles of Association attached hereto



Date

2/6/10

Geoff Taylor (for and on behalf of BPI (British Recorded Music Industry) Limited)

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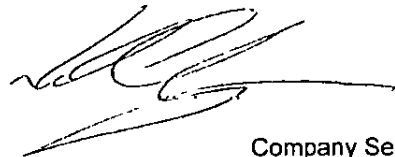
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Date

Tony Wadsworth

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A handwritten signature in black ink, consisting of several fluid, overlapping strokes, positioned above the title 'Company Secretary'.

Company Secretary

Company Number 02372740

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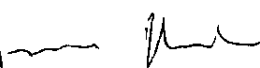
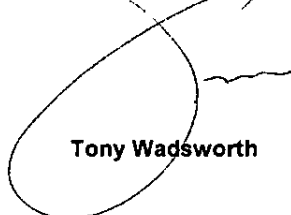
Derek Greene

Date

David Kassner

Date

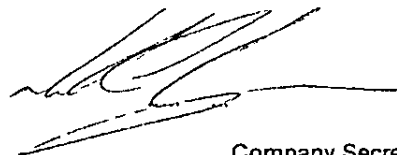
Jonathan Morrish



Tony Wadsworth

Date

May 13 2010

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Company Secretary

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Paul Burger

Date

Andrew Cleary

Date

John Craig

Company Number 02372740

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Rob Dickins

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Ged Doherty

Date

Derek Greene

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David Kassner

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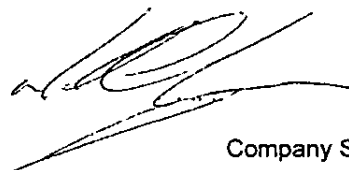
Jonathan Morrish

Tony Wadsworth

Date

4/5/10

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Company Secretary

Date _____
Rob Dickens

Date _____
Ged Doherty

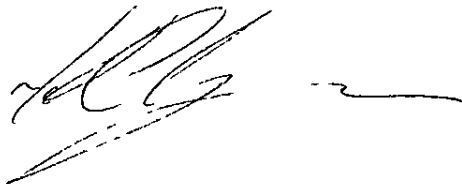
Date _____
Derek Green

Date 7.6.10
Devon Kassner

Date _____
Jonathan Morfitt

Date _____
Tony Wadsworth

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Date

Paul Burger



Andrew Cleary

Date

20/4/10

Date

John Craig

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Date

21-14-10

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Date

Paul Burger

Date

Andrew Cleary

Date

John Craig

Company Number: 02372740

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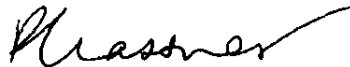
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Derek Greene



Date

20 / 4 / 2010

David Kassner

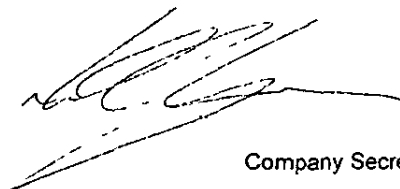
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Jonathan Morrish

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Tony Wadsworth

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Company Secretary

Company number 02372740
Charity number 1000413

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION¹
OF
BRITISH RECORD INDUSTRY TRUST

1 Name

The company's name is "British Record Industry Trust" (and in this document it shall be referred to as the "Trust")

2. Interpretation

In these Articles

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

"Articles" means these articles of association of the Trust as amended from time to time,

"clear days" in relation to the period of a notice means a period excluding (a) the day when the notice is given or deemed to be given, and (b) the day for which it is given or on which it is deemed to take effect,

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

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

"directors" means the directors of the Trust The directors are charity trustees as defined by section 97 of the Charities Act 1993,

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

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

"memorandum" means the Trust's memorandum of association,

¹ Amended by special resolution dated 7 June 2010

"officers" includes the directors and secretary (if any) of the Trust,

"secretary" means any person appointed to perform the duties of the secretary of the Trust, and

"United Kingdom" means Great Britain and Northern Ireland

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

Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these Articles become binding on the Trust

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

Headings shall be ignored in the interpretation of these Articles

3 Liability of members

- 3 1 The liability of the members is limited
- 3 2 Every member of the Trust promises, if the Trust is dissolved while he is a member or within 12 months after he ceases to be a member, to contribute such sum (not exceeding £1 00) as may be demanded of him towards the payment of the debts and liabilities of the Trust incurred before he ceases to be a member, and of the costs and charges of winding up, and the adjustment of the rights of the contributories among themselves

4 Objects

The Trust's objects (the **"Objects"**) are the promotion of such exclusively charitable purposes (as defined by the laws of England) as the Trust may from time to time see fit

5 Powers

The Trust has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, but without limitation, the Trust has power

- 5 1 to raise funds. In doing so, the Trust must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations,
- 5 2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use,
- 5 3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Trust. In exercising this power, the Trust must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006,
- 5 4 to borrow money and to charge the whole or any part of the property belonging to the Trust as security for repayment of the money borrowed or as security for a grant or the discharge of

such an obligation The Trust must comply as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land,

- 5 5 to cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them,
- 5 6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects,
- 5 7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity,
- 5 8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves,
- 5 9 to employ and remunerate such staff as are necessary for carrying out the work of the Trust
The Trust may employ or remunerate a director only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article,
- 5 10 to
 - 5 10 1 deposit or invest funds,
 - 5 10 2 employ a professional fund-manager, and
 - 5 10 3 arrange for the investments or other property of the Trust to be held in the name of a nominee,

In the same manner and subject to the same conditions as the trustees of a trust are permitted to do so by the Trustee Act 2000,

- 5 11 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993, and
- 5 12 to pay out of the funds of the Trust the costs of forming and registering the Trust both as a company and as a charity

6 Application of income and property

- 6 1 The income and property of the Trust shall be applied solely towards the promotion of the Objects
- 6 2 A director
 - 6 2 1 is entitled to be reimbursed from the property of the Trust or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Trust,
 - 6 2 2 may benefit from trustee indemnity insurance cover purchased at the Trust's expense in accordance with, and subject to the conditions in section 73F of the Charities Act 1993
 - 6 2 3 may receive an indemnity from the Trust in the circumstances specified in Article 56

- 6 3 None of the income or property of the Trust may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Trust This does not prevent a member who is not also a director receiving
- 6 3 1 a benefit from the Trust in the capacity of a beneficiary of the Trust, and/or
- 6 3 2 reasonable and proper remuneration for any goods or services supplied to the Trust
- 6 4 No director or connected person (as defined in section 252 of the Companies Act 2006) may buy goods or services from the Trust on terms preferential to those applicable to other members of the public, or sell goods or services to the Trust or receive remuneration, or receive any other financial benefit from the Trust

7 Members

- 7 1 Membership of the Trust is open to individuals or organisations who
- 7 1 1 are invited in writing to become a member by all of the existing members or the directors acting with the unanimous written approval of the members, and
- 7 1 2 sign a document approved by the directors agreeing to be bound by the Articles
- 7 2 Membership is not transferable
- 7 3 The directors must keep a register of names and addresses of the members

8. Classes of membership

- 8 1 The directors may establish classes of membership with different rights and obligations and shall record those rights and obligations in the register of members
- 8 2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership
- 8 3 The rights attached to a class of membership may only be varied if
- 8 3 1 three quarters of the members of that class consent in writing to the variation, or
- 8 3 2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation
- 8 4 The provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

9. Termination of membership

Membership of the Trust shall be terminated immediately if

- 9 1 the member dies or, if it is an organisation, ceases to exist,
- 9 2 the member resigns by written notice to the Trust unless, after such resignation, there would be less than two members,

- 9 3 any sum due from the member to the Trust is not paid in full within six months of it falling due,
- 9 4 the member is removed from membership by a resolution of the directors that it is in the best interests of the Trust that his membership is terminated A resolution to remove a member from membership may only be passed if
- 9 4 1 the member has been given at least 21 days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed,
- 9 4 2 the member or, at the option of the member, the member's representative (who need not be a member of the Trust) has been allowed to make representations to the Trust

10. General meetings

The directors may call a general meeting of the Trust at any time

11. Notice of general meetings

- 11 1 The minimum periods of notice required to hold a general meeting of the Trust are
- 11 1 1 21 clear days for a general meeting called for the passing of a special resolution, and
- 11 1 2 14 clear days for all other general meetings
- 11 2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting who hold not less than 90% of the total voting rights
- 11 3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 13
- 11 4 The notice must be given to all members and to the directors and auditors
- 11 5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Trust

12. Proceedings at General Meetings

- 12 1 No business shall be transacted at any general meeting unless a quorum is present
- 12 2 A quorum shall be three members present in person or by proxy and entitled to vote upon the business to be transacted at the meeting or one tenth of the total membership at the time, whichever is the greater
- 12 3 The authorised representative of a member organisation shall be counted in the quorum
- 12 4 If a quorum is not present within half an hour from the time appointed for the meeting, or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the directors shall determine

- 12 5 The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting, stating the date, time and place of the meeting
- 12 6 If no quorum is present at the reconvened meeting within half an hour of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting
- 12 7 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors
- 12 8 If there is no such person or he is not present within half an hour of the time appointed for the meeting a director nominated by the directors shall chair the meeting
- 12 9 If no director is present and willing to chair the meeting within half an hour of the time appointed for holding it, the members present in person or by proxy and entitled to vote shall choose one of their number to chair the meeting
- 12 10 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- 12 11 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution
- 12 12 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- 12 13 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting
- 12 14 Any vote at a meeting of the members shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- 12 14 1 by the person chairing the meeting, or
- 12 14 2 by at least two members present in person or by proxy and having the right to vote at the meeting, or
- 12 14 3 by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of the members having the right to vote at the meeting
- 12 15 A declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded The result of the vote must be recorded in the minutes of the Trust but the number or proportion of votes cast need not be recorded
- 12 16 A demand for a poll may be withdrawn, before the poll is taken, only with the consent of the person who is chairing the meeting If the demand for a poll is so withdrawn, the demand shall not invalidate the result of a show of hands declared before the demand was made
- 12 17 A poll must be taken as the chair of the meeting directs, who may also appoint scrutineers as he sees fit, and who may fix a time and place for declaring the result of the poll
- 12 18 The result of a poll shall be deemed to be the resolution of the meeting at which the poll is demanded

- 12 19 A poll demanded of the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other matter must be taken either immediately or at such time and place as the person chairing the meeting shall direct, subject Article 12 20 and to it being held in any event within 30 days of being demanded.
- 12 20 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 12 21 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

13 Content of proxy notices

- 13 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- 13 1 1 states the name and address of the member appointing the proxy,
- 13 1 2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- 13 1 3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- 13 1 4 is delivered to the Trust in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 13 2 The Trust may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 13 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 13 4 Unless a proxy notice indicates otherwise, it must be treated as
- 13 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 13 4 2 appointing the person as a proxy in relation to any adjournment or the general meeting to which it relates as well as the meeting itself.

14. Delivery of proxy notices

- 14 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment thereof, even though a valid proxy notice has been delivered to the Trust by or on behalf of that person.
- 14 2 An appointment under a proxy notice may be revoked by delivering to the Trust a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

- 14 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 14 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

15. Written resolutions

- 15 1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that
- 15 1 1 a copy of the proposed resolution has been sent to every eligible member,
- 15 1 2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution, and
- 15 1 3 it is contained within an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date
- 15 2 A resolution in writing may comprise several copies to which one or more members have signified their agreement
- 15 3 In the case of a member that is an organisation, its authorised representative may signify its agreement

16. Votes of members

- 16 1 Subject to Article 8, every member shall have one vote
- 16 2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final
- 16 3 Any organisation that is a member of the Trust may nominate any person to act as its representative at any meeting of the Trust on the following conditions
- 16 3 1 The organisation must give written notice to the Trust of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Trust. The representative may continue to represent the organisation until written notice to the contrary is received by the Trust
- 16 3 2 Any notice given to the Trust will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Trust shall not be required to consider whether the representative has been properly appointed by the organisation

17. Directors

- 17 1 A director must be a natural person aged 16 years or older

- 17 2 No one may be appointed a director if he would be disqualified from acting under the provisions of Article 21
- 17 3 The number of directors shall be not less than three and (unless otherwise determined by ordinary resolution) not more than twelve unless resolved otherwise in writing by the members
- 17 4 A director may by notice in writing to the other directors appoint an alternate director to act on his behalf at meetings of the directors

18 Powers of directors

- 18 1 The directors shall manage the business of the Trust and may exercise all the powers of the Trust unless they are subject to any restrictions imposed on them by the Companies Acts, the Articles or any special resolution
- 18 2 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors
- 18 3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors

19 Retirement of directors

Each director shall retire at the meeting of the directors following the third anniversary of his appointment, but shall be eligible for re-election immediately. Such a resignation shall take effect upon the conclusion of the relevant meeting. A director standing for re-election following resignation shall be re-elected by a majority of not less than 75% of the directors

20. Appointment of directors

- 20 1 The Trust may by ordinary resolution appoint a person who is willing to act as a director, and, if necessary, determine the rotation of retirements of the directors beyond what is envisaged in Article 19
- 20 2 No person other than a director retiring under Article 19 (or such other rotation requirement as the directors may resolve) may be appointed a director unless he is recommended for election by a majority of not less than 75% of the directors
- 20 3 The appointment of a director, whether by the Trust in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed by the Trust as the maximum number of directors

21. Disqualification and removal of directors

A director shall cease to hold office if he

- 21 1 ceases to be a director by virtue of any provision of the Companies Acts or is prohibited by law from being a director,

- 21 2 is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),
- 21 3 ceases to be a member of the Trust,
- 21 4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs,
- 21 5 resigns as a director by notice to the Trust (but only if at least three directors will remain in office when the notice of resignation is to take effect),
- 21 6 is absent without the permission of the other directors from all their meetings held within a period of 12 consecutive months and the directors resolve that his office be vacated, or
- 21 7 is removed by an ordinary resolution of the Trust

22. Remuneration of directors

The directors must not be paid any remuneration unless it is authorised under Article 6

23. Proceedings of directors

- 23 1 The directors may regulate their proceedings as they think fit, subject to the provisions of the Articles
- 23 2 The chairman of the board of directors appointed under Article 23 11 may call a meeting of the directors
- 23 3 The secretary must call a meeting of the directors if requested to do so by a simple majority of the directors
- 23 4 Questions arising at a meeting shall be decided by a majority vote unless otherwise required by the chairman of the board of directors or the Articles
- 23 5 In the case of an equality of votes, the chairman of the board of directors shall have a second or casting vote
- 23 6 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants
- 23 7 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made 'Present' includes being present by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants
- 23 8 The quorum shall be three or the number nearest to one third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors
- 23 9 A director shall not be counted for quorum purposes when any decision is made about a matter upon which that director is not entitled to vote

- 23 10 If the number of directors is less than the number fixed as a quorum, the continuing directors or director may act only for the purposes of filling vacancies or calling a general meeting
- 23 11 The directors shall appoint a director to chair their meetings for such tenure as they see fit, and may revoke at any time such appointment, by a resolution of a majority of the directors
- 23 12 If no-one has been appointed to chair a meeting of the directors or if the person so appointed is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the directors may appoint one of their number or any other person they consider able to do so to chair the meeting
- 23 13 The person appointed as chairman of the board of directors under Article 23 11 shall have no functions or powers except those conferred by the Articles or delegated to him by the directors
- 23 14 A resolution in writing or in electronic form agreed by a simple majority of the directors entitled to receive notice of a meeting of directors or of a committee convened by the directors and to vote upon the resolution shall be valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee convened by the directors duly convened and held provided that
- 23 14 1 a copy of the resolution is sent or submitted to all of the directors eligible to vote, and
- 23 14 2 a simple majority of directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date
- 23 15 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more of the directors have signified their agreement

24 Delegation

- 24 1 The directors may delegate any of their powers or functions to a committee of two or more directors or other persons whom the directors deem appropriate provided the terms of any such delegation are recorded in the minutes of the relevant meeting where the committee is constituted
- 24 2 The directors may impose conditions on a committee when delegating, including but not limited to the conditions that
- 24 2 1 the relevant powers are to be exercised exclusively by the committee to whom they delegate,
- 24 2 2 no expenditure may be incurred on behalf of the Trust except in accordance with a budget previously agreed with the directors
- 24 3 The directors may revoke or alter a delegation and dissolve a committee by simple resolution
- 24 4 All acts and proceedings of any committees must be fully and promptly reported to the directors

25. Declaration of directors' interests

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

26. Conflicts of interest

- 26 1 If a conflict of interest arises for a director because of a duty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply
- 26 1 1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person,
- 26 1 2 the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting, and
- 26 1 3 the unconflicted directors consider it is in the interests of the Trust to authorise the conflict of interests in the circumstances applying
- 26 2 In this Article a conflict of interests arising because of a duty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person

27 Validity of directors' decisions

- 27 1 Subject to Article 27 2, all acts done by a meeting of directors or a committee convened by the directors shall be valid notwithstanding the participation in any vote of a director
- 27 1 1 who was disqualified or removed from holding office,
- 27 1 2 who had previously retired or who had been obliged by the constitution to vacate office,
- 27 1 3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- if without the vote of that director and that director being counted in the quorum the decision has been made by a majority of the directors at a quorate meeting
- 27 2 Article 27 1 does not permit a director or connected person to keep any benefit that may be conferred upon him by a resolution of the directors or of a committee of the directors if, but for Article 27 1, the resolution would have been void, or if the director has not complied with Article 25

28 Minutes

The directors must keep minutes of all

- 28 1 appointments of officers made by the directors,
- 28 2 proceedings at meetings of the Trust,
- 28 3 meetings of the directors and committees convened by the directors including
 - 28 3 1 the names of those present at the meeting,
 - 28 3 2 the decisions made at the meetings, and
 - 28 3 3 where appropriate the reasons for the decisions

29. Accounts

- 29 1 The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 29 2 The directors must keep accounting records as required by the Companies Acts

30 Annual Report and Return and Register of Charities

- 30 1 The directors must comply with the requirements of the Charities Act 1993 with regard to the
 - 30 1 1 transmission of the statements of account to the Trust,
 - 30 1 2 preparation of an Annual Report and its transmission to the Commission, and
 - 30 1 3 preparation of an Annual Return and its transmission to the Commission
- 30 2 The directors must notify the Commission promptly of any changes to the Trust's entry on the Central Register of Charities

31. Means of communication to be used

- 31 1 Subject to the Articles, anything sent or supplied by or to the Trust under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Trust
- 31 2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 31 3 Any notice to be given to or by any person pursuant to the Articles must be in writing or given in electronic form

- 31 4 The Trust may give any notice to a member either
- 31 4 1 personally, or
 - 31 4 2 by sending it by post in a prepaid envelope addressed to the member at his address, or,
 - 31 4 3 by leaving it at the address of the member, or
 - 31 4 4 by giving it in electronic form to the member's address
- 31 5 A member who does not register an address with the Trust or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Trust
- 31 6 A member present in person at any meeting of the Trust shall be deemed to have received notice of the meeting and of the purposes for which it was called
- 31 7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given
- 31 8 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006
- 31 9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given 48 hours after the envelope containing it was posted, or in the case of an electronic form of communication, 48 hours after it was sent

32. Indemnity

- 32 1 The Trust may indemnify a relevant director against any liability incurred by him in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006
- 32 2 In this Article a "relevant director" means any director or former director of the Trust

33. Rules

- 33 1 The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Trust
- 33 2 The Trust in general meeting has the power to alter, add to or repeal any such rules or bye laws
- 33 3 The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of the members of the Trust
- 33 4 The rules or bye laws shall be binding on all members of the Trust No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles

34. Dissolution

- 34 1 The members of the Trust may at any time before, and in expectation of, its dissolution resolve that any net assets of the Trust after all of its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Trust be applied in any of the following ways
- 34 1 1 directly for the Objects, or
- 34 1 2 by transfer to any charity or charities for purposes similar to the Objects, or
- 34 1 3 to any charity or charities for use for particular purposes that fall within the Objects
- 34 2 Subject to any such resolution of the members of the Trust, the directors of the Trust may at any time before and in expectation of its dissolution resolve that any net assets of the Trust after all of its debts and liabilities have been paid or provided for, shall on or before dissolution of the Trust be applied or transferred
- 34 2 1 directly for the Objects, or
- 34 2 2 by transfer to any charity or charities for purposes similar to the Objects, or
- 34 2 3 to any charity or charities for use for particular purposes that fall within the Objects
- 34 3 In no circumstances shall the net assets of the Trust be paid to or distributed among the members of the Trust (except to a member that is in itself a charity) and if no resolution in accordance with Article 34 1 is passed by the members or the directors the net assets of the Trust shall be applied for charitable purposes as directed by the Court or the Commission