

THE COMPANIES ACT 2006

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

**MEMORANDUM OF ASSOCIATION
of
INDUSTRY AND PARLIAMENT TRUST**

(As amended by special resolution on 2 July 2018)

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of INDUSTRY AND PARLIAMENT TRUST

(As amended by special resolution on 2 July 2018)

- 1 The name of the Company (hereinafter called "The Trust") is "INDUSTRY AND PARLIAMENT TRUST LIMITED".¹
- 2 The registered office of the Trust will be situate in England.
- 3 The objects for which the Trust is established are to promote mutual understanding between Parliament and the worlds of business, industry and commerce for public benefit. This is achieved by encouraging dialogue between legislators, policy formulators (civil servants) and wealth generators from all sectors of business. This aim will be fulfilled by:-
 - (i) The provision of programmes of study, research, education and training in the organisation and practice of business, industry and commerce, and also in the workings of Government and Parliament, both within the United Kingdom and the European Union
 - (ii) The publication of the useful results of such study and research.²
- 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 organise 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 of the House of Commons, the House of Lords or the European Parliament, the UK Civil Service or an officer of Parliament or a member or officer of any other parliament or assembly approved by the Board of Trustees, 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 organise and take part in organising, 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.

¹ Name changed to "Industry and Parliament Trust" on 2 September 1983.

² Paragraph 3 was amended on 3 June 2009 following approval from the members.

- (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 -Board of 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 such Board of Trustees would have been as 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 Board of 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 except with the prior written approval of the Charity Commission³. 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 Trustee or a director, officer or employee of a Subscribing Member 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
Trustees	£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.

³ The words "except with the prior written approval of the Charity Commission" were inserted in clause 5, paragraph 1 after the words "in money or money's worth from the Trust" following approval from the members on 14 March 2006.

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 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

THE COMPANIES ACT 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 2 July 2018)

THE COMPANIES ACT 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 2 July 2018)

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 2006;
Audit Committee	a committee appointed by the Board of Trustees in accordance with Article 58;
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;
Board of Trustees	the collective name for the Trustees for the time being of the Trust;
Committee	a committee constituted pursuant to Article 50;
Electronic Communication	any notice, documents or information on the Trust's website or sent or received by email or any other electronic means;
Fellow	a person nominated as such by the Trustees from time to time;
Fellowship Committee	a committee appointed by the Board of Trustees in accordance with Article 59;
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;
Executive Committee	a committee appointed by the Board of Trustees in accordance with Article 55;
Member	Subscribing Members and Trustees;

Month	calendar month;
Non-Parliamentarian	a member of the Trust who is not a Parliamentarian;
Nominations Committee	a committee appointed by the Board of Trustees in accordance with Article 60;
Office	the registered office of the Trust;
Officer	an officer of Parliament or a member or officer of any other parliament or assembly approved by the Board of Trustees for the purposes of these Articles;
Parliamentarian	a member of the House of Commons, the House of Lords or the European Parliament;
President	a person appointed by the Board of Trustees in accordance with Article 36;
Qualified Person	a director, employee or officer of a Subscribing Member;
Remuneration Committee	a committee appointed by the Board of Trustees in accordance with Article 61;
Rules	the rules governing the Trust as decided by the Board of Trustees from time to time in accordance with Article 40;
Seal	the common seal of the Trust;
Subscribing Member	a body corporate or association having legal personality engaged in, or associated with, industry, business or commerce in their widest sense;
Trust	the above-named Company;
Trustee	a person currently appointed to be a Trustee in accordance with these Articles of Association who shall be a director of the Company for the purposes of the Companies Act 2006;
Trustees' Meeting	a meeting of the Board of Trustees 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, 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 from time to time by the Board of Trustees.

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 Board of Trustees);
- (b) he is first approved by the Board of Trustees 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 Board of Trustees 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.

11.1 Membership is not transferable.

12 The Trustees may terminate the membership of any Subscribing Member without its consent by giving it prior written notice of not less than twenty-one days if, in the reasonable opinion of the Trustees:

- (a) the Member is guilty of conduct which has or is likely to have a serious adverse effect on the Trust or bring the Trust or any or all of the Subscribing Members and Trustees into disrepute; or
- (b) the Member has acted or has threatened to act in a manner which is contrary to the interests of the Trust as a whole;
- (c) the Member has failed to observe any of the terms of these Articles or the Rules in force from time to time.

The Trustees may also terminate the membership of a Subscribing Member if:

- (d) the Member resigns by written notice of one year to the Trust.

Membership of a Subscribing Member will also terminate:

- (e) on that Member ceasing to exist as a legal entity.

Following termination of membership under this Article, the Member shall be removed from the Register of Members by the Secretary.

- 12.1 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why its membership should not be terminated. The Member must provide the Trustees with any written representations or any request to be heard in person within 21 days of the notice. The Trustees must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the Trustees to terminate the membership of a Subscribing Member.
- 12.2 A Subscribing Member whose membership is terminated under Article 12 shall not be entitled to a refund of any subscription or membership fee and shall remain liable to pay to the Company any subscription or other sum owed by him unless the Trustees at their absolute discretion decide otherwise.

GENERAL MEETINGS

- 13 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 Board of 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.
- 14 All General Meetings, other than Annual General Meetings, shall be called General Meetings.
- 15 The Board of Trustees 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.
- 16 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.
- 17 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

- 18 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 Board of Trustees 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.
- 19 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 20, seven members personally present shall be a quorum.

- 20 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 Board of 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.
- 21 The Chairman (if any) of the Board of 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 Board of Trustees, or if no such member be present, or if all the members of the Board of Trustees 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.
- 22 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.
- 23 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.
- 24 Subject to the provisions of Article 25, 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.
- 25 No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
- 26 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.
- 27 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

- 28 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.

- 29 Votes may be given on a poll either personally or, at General Meetings, by proxy. A proxy shall be entitled to speak and 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.
- 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 and such instrument may be sent by electronic means in accordance with these Articles and the Act.

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 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 31 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.

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 allow or in any other form which is usual or which the Board of Trustees 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

34 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, two of whom shall be Officers and at least two of whom shall be Qualified Persons. The Board of Trustees 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 34 or in Article 36 shall require the Board of Trustees to appoint a replacement Trustee until they have concluded such selection process as is reasonable in the circumstances.

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 From time to time, the Board of Trustees may appoint Presidents or Vice-Presidents. The role of such Presidents or Vice-Presidents as the case may be, may be set out in the Rules determined by the Board of Trustees in accordance with article 40.

37 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 and are then required to vacate office as set out in article 44(g), except when a Trustee holds the position of Chair or Vice Chair and a resolution to re-appoint such Trustee as Chair or Vice Chair is passed at an Annual General Meeting, in which case he/she may then continue as a Trustee and as Chair or Vice Chair as if article 44(g) does not apply (but only for such period, up to a maximum of four further years, as may be fixed by that resolution). If a person reappointed under that exception ceases to hold the position of Chair or Vice Chair (other than where a Vice Chair becomes Chair) then the individual shall vacate office as a Trustee and this exemption will no longer apply. No person may be re-appointed more than once under that exception.

In the event of a casual vacancy, and provided the prescribed maximum is not thereby exceeded, the Board of Trustees 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.

38 If at any time the number (P) of Parliamentary Trustees is not greater than the number (N) of Non-Parliamentarian Trustees, 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 Board of Trustees meeting attended by 4 Non-Parliamentarian Trustees and 3 Parliamentary Trustees, the Parliamentary Trustees would each possess one and two-thirds votes.

POWERS OF THE BOARD OF TRUSTEES

39 The business of the Trust shall be managed by the Board of 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 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 Board of Trustees which would have been valid if such regulation had not been made.

40 The Board of Trustees may make 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.

41 The Board of Trustees for the time being may act notwithstanding any vacancy in their body.

SECRETARY

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

- 43 The Seal of the Trust shall not be affixed to any instrument except by the authority of a resolution of the Board of Trustees, 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

- 44 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) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; or
 - (ii) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have; 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 (unless exemption in article 37 applies), or has completed one four year period of office and has not been reappointed; or
 - (h) (subject to the Chairman's discretion), he has failed to be present at two or more consecutive Trustee meetings without cause considered to be reasonable by the majority of Trustees.

- 45 Notwithstanding Article 18, 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 BOARD OF TRUSTEES

- 46 The Board of Trustees 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 Parliamentarian. 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.
- 47 A Trustee may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of the Board of Trustees by notice served upon the several members of the Board of Trustees. A Trustee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 48 The members of the Board of Trustees shall from time to time appoint a Chairman of the Board of Trustees who shall be entitled to preside at all meetings of the Board of 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.

49 A meeting of the Board of 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 Board of Trustees generally.

50 The Board of Trustees may delegate any of its powers to committees consisting of such members of the Trust or Board of Trustees 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 Board of Trustees 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 Board of Trustees. Any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it as the Board of Trustees may specify. The Board of Trustees 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 Board of Trustees so far as applicable, and so far as the same shall not be superseded by any regulations made by the Board of Trustees, save that, the members of any such committee or sub-committee shall not be required to retire by rotation.

51 Any or all of the Trustees or members of a committee can take part in a meeting of the Board of Trustees 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.

52 All acts bone fide done by any meeting of the Board of Trustees or of any committee of the Board of Trustees, 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.

53 The Board of Trustees shall cause proper minutes to be made of all appointments of officers made by the Board of Trustees and of the proceedings of all meetings of the Trust and of the Board of Trustees and of committees of the Board of 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.

54 A resolution of (i) the Board of Trustees 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 Board of Trustees 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

55

(a) The Executive Committee shall be constituted by the Board of Trustees with such powers and responsibilities as may be assigned to it by the Board of Trustees.

(b) The Chairman and Deputy Chairman of the Board of Trustees shall be members of the Executive Committee *ex officio*.

(c) The Chairman and Vice-Chairman of the Executive Committee shall be Trustees who are Qualified Persons.

(d) There shall be at least six further members of the Executive Committee who shall be Qualified Persons the range of whose experience collectively will, so far as possible,

include good financial acumen, experience of human resources functions, experience of running a business unit at the level that is impacted by regulations, experience of public affairs, and experience in the operation of small businesses.

- (e) The members of the Executive Committee shall be appointed by the Board of Trustees for a period of four years and may be reappointed for one further period of four years
 - (f) A member of the Executive Committee who ceases to be a Qualified Person may be invited by the Board of Trustees to continue in office for a period not exceeding two further years.
 - (g) The Executive Committee shall have power, subject to the approval of the Board of Trustees, to co-opt additional members who need not be Qualified Persons with a view to enhancing the range of experience mentioned in paragraph (d) above.
- 56 The powers of the Executive Committee will be determined by the Board of Trustees in accordance with Article 50.
- 57 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) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months; 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 Board of Trustees.

AUDIT COMMITTEE

- 58 The Audit Committee shall be constituted by the Board of Trustees with such powers and responsibilities as may be assigned to it by the Board of Trustees. The Committee may include persons who are not Trustees or Qualified Persons.

FELLOWSHIP COMMITTEE

- 59 The Fellowship Committee shall be constituted by the Board of Trustees with such powers and responsibilities as may be assigned to it by the Board of Trustees. The Committee may include persons who are not Trustees or Qualified Persons.

NOMINATIONS COMMITTEE

- 60 The Nominations Committee shall be constituted by the Board of Trustees with such powers and responsibilities as may be assigned to it by the Board of Trustees. The Committee may include persons who are not Trustees or Qualified Persons.

REMUNERATION COMMITTEE

61 The Remuneration Committee shall be constituted by the Board of Trustees with such powers and responsibilities as may be assigned to it by the Board of Trustees. The Committee may include persons who are not Trustees or Qualified Persons.

ACCOUNTS

62 The Board of Trustees shall cause accounting records to be kept in accordance with the Act.

63 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 Board of Trustees or by ordinary resolution of the Trust.

AUDIT

64 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.

65 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 Board of Trustees.

ELECTRONIC COMMUNICATIONS

66 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

67 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.

68 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

69 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 in that manner; or
- (b) is taken to have so agreed in accordance with the statutes, and has not revoked that agreement

70 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.

71 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.

72 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 71 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 72 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

73 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.

74 Subject to Article 66, the Trust's Members may send any document or information (including without limitation the notice of appointment of proxy referred to in Article 30) to the Trust by electronic means in accordance with the Act.

75 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.

76 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).

77 Documents supplied by website publication are taken to be sent:

- (a) on the date on which the notification required by Article 71 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

78 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.