

Industry and Parliament Trust

1 Buckingham Place
London SW1E 6HR
Telephone: 020 7630 3700

1308583

Resolution to alter the Memorandum and Articles

It was resolved at the Annual General Meeting on Monday the 24th of January, 2000:

“That, with immediate effect from the passing of this resolution on Monday, the 24th of January, 2000, the Trust’s Memorandum and Articles of Association be altered by making the alterations set out on the print of the Memorandum and Articles of Association produced to the meeting and initialled for identification by the Chairman of the meeting.”

Signed by Finance Director:



PETER G. SHARP



Presidents: The Rt Hon Michael Martin MP, Speaker of the House of Commons

Vice-President: The Rt Hon the Lord Weatherill DL

Trustees: The Lord Tomlinson, Chairman Richard Allan MP The Rt Hon Virginia Bottomley MP The Rt Hon Richard Caborn MP Ken Minton CBE
Paul Hayter LVO, Clerk of the Parliaments The Rt Hon the Baroness Dean of Thornton-le-Fylde Judge David Edward CMG QC Barry Stickings
The Baroness Hooper CMG Miller McLean Jim Meredith Douglas Millar, Clerk Assistant, House of Commons John Sacher CBE Bill Oiner MP

Registered as a charity: registration no 287527. A company limited by guarantee, registered in England no 1308583. Registered address as above.

Web: <http://www.ipt.org.uk>

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION of INDUSTRY AND PARLIAMENT TRUST

(As at 24 January, 2000)

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 advance and encourage public education or other charitable purposes beneficial to the community in connection with:-
 - (i) The art or science of government or other branches of political or economic science (with particular reference to the Government of the United Kingdom and of the European Union).
 - (ii) The study of, and research into, methods of government, or of civil, commercial, industrial or other public organisations; and the publication of the useful results of all such study and research.
4. The Trust shall have the following powers exercisable in furtherance of its said objects and so far as the same may be exercised for charitable purposes:-
 - (a) To sponsor or 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.

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

- (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, or an officer of Parliament or a member or officer of any other parliament or assembly approved by the Elected Board, 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.
- (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 Elected Board 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 Elected Board 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 Elected Board, 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 Board member shall be appointed to any office of the Trust paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Trust. Provided that nothing herein shall prevent any payment in good faith by the Trust:-

- (a) of reasonable and proper remuneration to any member, officer or servant of the Trust (not being a Board member) 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 Board member;
- (c) to any Board member of out-of-pocket expenses;
- (d) to a company of which a member of the Trust or Board 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
Trustee Members	£1

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

and if and so far as effect cannot be given to such provision, then to some charitable object.

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

.....
NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS
.....

BOC INTERNATIONAL LIMITED

Hammersmith House,

London, W.6. (A public company)

L.E.SMITH

CADBURY SCHWEPPE'S LIMITED

Bournville,

Birmingham, B.30. (A public company)

DONALD J.METHVEN Director

CHLORIDE GROUP LIMITED

52 Grosvenor Gardens,

London, S.W.1. (A public company)

JOHN RAY Director

LAPORTE INDUSTRIES (HOLDINGS) LIMITED

Hanover House,

Hanover Square,

London, W.1. (A public company)

DENNIS A.SMITH Director

MARKS & SPENCER LIMITED

Michael House,

Baker Street,

London, W.1. (A public company)

JOHN SACHER Director

METAL BOX LIMITED

Queens House,

Forbury Road,

Reading, Berks. (A public company)

DEREK B.HUFFAM Director

SCOTTISH & NEWCASTLE BREWERIES LTD.

Abbey Brewery,

Holyrood Road,

Edinburgh. (A public company)

PETER E.G.BALFOUR Director

.....

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

.....

TARMAC LIMITED

Ettingshall,
Wolverhampton, Staffs. (A public company)

A.P. DE BOER Director

THE PLESSEY COMPANY LTD.

2-60 Vicarage Lane,
Ilford, Essex (A public company)

FRANK ROGERS

UNITED BISCUITS (HOLDINGS) LIMITED

Syon Lane,
Isleworth,
Middlesex. (A public company)

JOHN P. MANN Director

.....

DATED this 25 day of March, 1977.

WITNESS to the above signatures:-

G.W. BECK

Hammersmith House

London, W.6.

Solicitor

No. 1308583

THE COMPANIES ACTS 1985 to 1989

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

**REVISED
ARTICLES OF ASSOCIATION
OF
INDUSTRY AND PARLIAMENT TRUST**

(As amended by special resolution on 24 January 2000)

THE COMPANIES ACTS 1985 to 1989

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

**ARTICLES OF ASSOCIATION
of
INDUSTRY AND PARLIAMENT TRUST LIMITED**
(As amended by special resolution on 24 January, 2000)

GENERAL

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

WORDS

MEANINGS

Act	The Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.
Board member	A member of the Elected Board and thereby a Trustee of the Trust.
Corporate Forum	The representative body of the Subscribing Members.
Elected Board	The collective name for the Trustee Members for the time being of the Trust.
Executive Committee	A committee of the Elected Board.
in writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
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 Elected Board for the purposes of these presents.
qualified person	A director, employee or officer of a member of the Trust.
Seal	The common seal of the Trust.
these presents	These Articles of Association, and the regulations of the Trust from time to time in force.
Trust	The above-named Company.
United Kingdom	Great Britain and Northern Ireland.

2. In these presents:

- (a) *unless expressly defined in these presents, 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 Company;*
- (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 provisions of sections 352 and 353 of the Act shall be observed by the Trust, and every member of the Trust shall either sign a written consent to become a member or sign the register of members on becoming a member.

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

MEMBERSHIP

5. The subscribers to the Memorandum of Association and such other persons as 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.
- (b) Trustee Members, 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, or be ascertained by such method as may be determined by, the Trust in General Meeting from time to time for Subscribing Members.

8. The qualification of a Trustee Member shall be the guarantee of such amount as may be required in accordance with Clause 7 of the Memorandum not exceeding £1.

9. No person shall be admitted to membership of the Trust in any class until he is first approved by the Elected Board or a duly authorised committee thereof who shall have full discretion as to the admission of any person to membership in any class.

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

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

GENERAL MEETINGS

12. The Trust shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the

Elected 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 *Extraordinary General Meetings*.

14. The Elected Board may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act.

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

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

PROCEEDINGS AT GENERAL MEETINGS

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

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

19. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Elected 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 Elected 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 Elected Board, or if no such member be present, or if all the members of the Elected 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
Trustee Members	1 vote each

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

29. Votes may be given on a poll either personally or, at General Meetings, by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.

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

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

instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

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

33. Any instrument appointing a proxy shall be in the following form (or as near thereto as circumstances allow or in any other form which is usual or which the Elected 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 Extraordinary, 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.

BOARD MEMBERS

34. Until otherwise determined by the General Meeting, the number of Board members shall be no more than eighteen. If the number of Board members is eighteen they shall consist of eleven Parliamentarians, plus seven Non-Parliamentarians of whom two shall not be industrialists. The Elected Board shall, pursuant to Article 36, ensure that the number of Board members from time to time is so far as practicable eighteen, but nothing in this Article 34 or in Article 36 shall require the Elected Board to appoint a replacement Board member until they have concluded such selection process as is reasonable in the circumstances.

35. The first Board members shall be:

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

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

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

38. If at any time the number (P) of Parliamentary Board members is not greater than the number (N) of Non-Parliamentarian Board members for the purposes of Article 51, the number of votes exercisable by the Board members who are Parliamentarians shall be increased from one vote per Board member to

(N+1)

P

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

For example, at an Elected Board meeting attended by 4 Non-Parliamentarian Board members and 3 Parliamentary Board members, the Parliamentary Board members would each possess one and two-thirds votes.

POWERS OF THE ELECTED BOARD

39. The business of the Trust shall be managed by the Elected 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 presents required to be exercised or done by the Trust in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Trust, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Trust in General Meeting, but no regulation made by the Trust in General Meeting shall invalidate any prior act of the Elected Board which would have been valid if such regulation had not been made.

40. The Elected 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.

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

SECRETARY

42. The Secretary shall be appointed by the Elected Board for such time, at such remuneration and upon such conditions as the Elected Board may think fit, and any Secretary so appointed may be removed by the Elected Board. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Elected 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

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

DISQUALIFICATION OF BOARD MEMBERS

44. The office of a member of the Elected Board shall be vacated if:-

- (a) he ceases to be a Board member by virtue of any provision of the Act or he becomes prohibited by law from being a Board member; 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;
- (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 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
- (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 Board members.

ROTATION OF BOARD MEMBERS

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

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

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

48. No person not being a Board member retiring at the meeting shall, unless recommended by the Elected Board for election, be eligible for election to membership of the Elected Board at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be

present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

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

50. In addition and without prejudice to the provisions of sections 303 and 304 of the Act, the Trust may by Extraordinary Resolution remove any Board member before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE ELECTED BOARD

51. The Elected 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 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.

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

53. The members of the Elected Board shall from time to time appoint a Chairman of the Elected Board who shall be entitled to preside at all meetings of the Elected 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 Board members present shall choose one of their number to be Chairman of the meeting.

54. A meeting of the Elected 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 Elected Board generally.

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

56. All acts bone fide done by any meeting of the Elected Board or of any committee of the Elected Board, or by any person acting as a Board member, 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 Board member.

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

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

THE EXECUTIVE COMMITTEE

59. The Executive Committee shall be a committee of the Elected Board and shall consist entirely of qualified persons who are Non-Parliamentarians. All

members of the Executive Committee shall be appointed by the Elected Board but, save for the chairman, it shall not be necessary for members of the Executive Committee to be Board members.

60. The powers of the Executive Committee will be determined by the Elected Board in accordance with article 55.

THE CORPORATE FORUM

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

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

63. Notwithstanding Articles 61, 62 and 65 and any other provisions of these Articles which may be inconsistent with this Article, the Elected Board may from time to time and at any time appoint any individual to be a member of the Corporate Forum, provided that (i) any individual so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election, and (ii) the number of members of the Corporate Forum holding office at the time of their appointment or re-election in accordance with this Article shall not exceed one-tenth of the total number of members of the Corporate Forum holding office at that time.

64. It shall be a function of the Corporate Forum;

- (a) to provide advice and other services by agreement when requested by the Elected Board;
- (b) to carry out and implement schemes conducive to the objects of the Trust approved by the Elected Board and agreed by members of the Corporate Forum; and
- (c) to exercise any powers of the Elected Board at the direction of the Elected Board which the Elected Board may lawfully delegate to them in accordance with article 55.

DISQUALIFICATION OF MEMBERS OF THE EXECUTIVE COMMITTEE AND THE CORPORATE FORUM

65. The office of a member of the Executive Committee or the Corporate Forum 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 is removed from office by the Elected Board.

FELLOWSHIP SUB-COMMITTEE

66. The Fellowship Sub-Committee shall be a sub-committee of the Elected Board and shall consist entirely of Board members who are Parliamentarians.

67. The Fellowship Sub-Committee shall, in the exercise of the powers delegated to it, conform to any regulations imposed on the sub-committee by the Elected Board.

ACCOUNTS

68. The Elected Board shall cause accounting records to be kept in accordance with sections 221 to 223 of the Act.

69. 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 Elected Board or by ordinary resolution of the Trust.

AUDIT

70. 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.

71. 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 the Elected Board.

NOTICES

72. 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.

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 an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice sent by post 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; and
- (b) in any other case, on the second day following that on which the envelope containing it was posted.

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.