

S912761

OSMF Articles Of Association as accepted in the 07 September 2013 AGM in Birmingham

Copy of the resolution passed at the AGM on 07 September 2013 in Birmingham

Aganda Item #6:

Adoption of new Articles of Association

The board of the the OpenStreetMap Foundation (the "Foundation") propose that the following resolution is passed as a special resolution

Special Resolution

"That the draft articles of association circulated with this agenda be hereby adopted as the articles of association of the Foundation in substitution for, and to the exclusion of, the existing articles of association and memorandum of association of the Foundation."

Results of the ballot: For the adoption of the new Articles of Association 136 votes; against 3 votes, abstentions 9 This means a 92% yes vote, and the new AoA are thereby adopted



Companies Act 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Articles of Association
OpenStreetMap Foundation

GENERAL

1. In the articles, unless the context requires otherwise—
 - “articles” means the Foundation’s articles of association;
 - “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
 - “the board” refers to the board of directors of the Foundation,
 - “chairperson of the meeting” has the meaning given in article 45;
 - “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Foundation;
 - “director” means a director of the Foundation, and includes any person occupying the position of director, by whatever name called;
 - “document” includes, unless otherwise specified, any document sent or supplied in electronic form,
 - “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
 - “member” has the meaning given in section 112 of the Companies Act 2006;
 - “ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;
 - “objects” means the purposes for which the Foundation is established,
 - “proxy notice” has the meaning given in article 64;
 - “special resolution” has the meaning given in section 283 of the Companies Act 2006;
 - “subsidiary” has the meaning given in section 1159 of the Companies Act 2006, and
 - “writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.
2. Unless the context requires otherwise, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Foundation

OBJECTS

3. The Foundation is established for the purposes listed below.
 - (1) encouraging the growth, development and distribution of free geospatial data, and
 - (2) providing geospatial data for anybody to use and share.

LIABILITY OF MEMBERS

- 4 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Foundation in the event of its being wound up while they are a member or within one year after they cease to be a member, for—
- (1) payment of the Foundation's debts and liabilities contracted before their membership ceases;
 - (2) payment of the costs, charges and expenses of winding up, and
 - (3) adjustment of the rights of the contributories among themselves

POWERS OF THE COMPANY

- 5 In support of the objects, but not otherwise, the Foundation shall have power to do all things incidental or conducive to the attainment of all or any of the objects.
- 6 In particular (but without limitation) the Foundation shall have the following powers:
- (1) to pay out of the Foundation's funds the costs incurred in forming the Foundation,
 - (2) to pay out of the Foundation's funds premiums on insurance policies to cover the liability of the members of the board ("directors indemnity insurance") which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Foundation provided that any such insurance or indemnity shall not extend to any claim arising from criminal neglect or deliberate default on their part,
 - (3) to invest and deal with the moneys of the Foundation not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made, provided that the Foundation shall not have power to invest in any organisation which is a member or associate member of the Foundation at the time the investment is made,
 - (4) to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of the employees of the Foundation or of any subsidiary, holding or fellow subsidiary of the Foundation and of their wives, widows, children and other relatives and dependants and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained
- 7 The income and capital of the Foundation shall be applied solely towards the promotion of the objects of the Foundation; and no part of the income or capital shall be paid or transferred, directly or indirectly, to the members of the Foundation, whether by way of dividend or bonus or otherwise in the form of profit This shall not prevent the payment of:
- (1) reasonable and proper remuneration to any officer, employee, or member of the Foundation in return for any services provided to the Foundation,
 - (2) a reasonable rate of interest on money lent to the Foundation,
 - (3) reasonable rent for property let to the Foundation;
 - (4) expenses to members of the board;
 - (5) premiums on the directors indemnity insurance referred

WINDING UP

8. If on the winding up or dissolution of the Foundation there remains any surplus property after satisfaction of the Foundation's debts and liabilities, the surplus shall not be paid to the members of the Foundation, but shall be either:
 - (1) given or transferred to some other institution or institutions having objects similar to the objects of the Foundation; or
 - (2) If no such payment is possible, any surplus shall be applied to a charitable object.
- 9 In each case, the recipient body or bodies shall be chosen by the members as at the date of winding up or dissolution

MEMBERSHIP AND ASSOCIATE MEMBERSHIP

Associate member status

10. In addition to its members, the Foundation may also admit persons to the status of "associate member"
11. An associate member is not a member of the Foundation but has the rights and obligations set out in these articles. A condition of associate membership is that the associate member accept the articles which will create a contractual relationship between associate member and the Foundation.

Applications for membership and associate membership

12. No person shall become a member or associate member of the Foundation unless they —
 - (1) have completed an application in a form approved by the directors,
 - (2) have paid the appropriate fee;
 - (3) have not previously been expelled from the Foundation;
 - (4) are not appealing a resolution to expel by the board; and
 - (5) their membership account (if they have one) is not in arrears
13. The board may waive conditions (3) to (5) above.
14. The board may set a different fee, and require different information to be supplied, for applications for membership and associate membership
- 15 The board may reject an application for membership or associate membership within 7 days of receipt of the appropriate fee in cleared funds. If the board do not reject the application, or if they positively resolve to approve it before the 7 days has passed, the person applying shall become a member or associate member (as the case may be) at that point
16. Neither membership nor associate membership is transferable.

Termination

- 17 A person shall cease to be a member or an associate member (as the case may be) if
 - (1) they die or cease to exist;
 - (2) they withdraw their membership (or associate membership) by giving the Foundation 7 days' notice in writing;
 - (3) their membership account is more than one year in arrears;
 - (4) the board resolves to expel them, subject to any successful appeal being made under

these articles

Except that a person shall not cease to be a member of the Foundation if they are the last remaining member.

Expulsions and appeals

- 18 The board may only resolve to expel a person as member or associate member if, in the board's reasonable opinion, that person's conduct interferes or is likely to interfere with the Foundation achieving one or more of its objects
- 19 A resolution to expel a member or associate member must be served on the person expelled (if it is reasonably practical to do so) giving reasons for the expulsion.
20. If the board resolves to expel someone as member or associate member, the person expelled ("the appellant") may lodge an appeal to a General Meeting. An appeal under this paragraph must:
 - (1) be served on the Foundation in writing within 14 days of the appellant receiving notification from the board of its resolution to expel the appellant,
 - (2) explain why the appellant should not be expelled,
 - (3) give an address (either physical or electronic) to which the Foundation should direct any correspondence.
21. The appellant will remain a member (or associate member as the case may be) until the next time a General Meeting is called. The appeal will be an item of business on the agenda of that General Meeting. If the appeal is not upheld by that General Meeting, the expulsion will be confirmed and the appellant will cease to be a member or associate member as the case may be. If the appeal is upheld, the expulsion shall have no effect.

Fees

- 22 The board shall set a scale of fees for membership and associate membership and the periods (for example annually) for which those fees apply
- 23 The board may set fees which vary (including in the manner of their computation) depending on circumstances, including (but not limited to):
 - (1) the setting of different fees depending on the geographical location of a member or associate member;
 - (2) setting fees payable by a corporation which are computed by reference to that corporation's economic activity such as turnover or annual profit
- 24 Any change to the scale of fees shall not take effect until it is approved by a General Meeting, except that any scale of fees which applied on the adoption of these articles shall continue to apply until a new scale of fees is adopted by the Foundation.
- 25 Unless the board otherwise provides, fees shall be payable in advance.
26. A person's "membership account" represents any sums owed by that person (or held to their credit if there was an overpayment) for any period of membership or associate membership of that person however long in the past

Register of associate membership

27. In addition to its obligation to maintain a register of members in accordance with Chapter 2 of the Companies Act 2006, the board shall also maintain a register of associate members.

28. Any member of the board may inspect the register of associate members at any time
29. If any member or associate member requests an electronic copy of the register of associate members the board shall supply such a copy within a reasonable time, provided that
 - (1) the person requesting a copy agrees to such reasonable conditions imposed by the board from time to time on the use that may be made of the register of associate members,
 - (2) the board is satisfied that the register of associate members will not be supplied to any person who is not a member, associate member or an employee of the Foundation;
 - (3) all relevant privacy and data protection laws are complied with

GENERAL MEETINGS

Notice of General Meetings

- 30 Where notice of a general meeting is required by law to be given to members, the Foundation shall also give notice to associate members and may do so in the same manner as it does to members

Election of the board

31. If a general meeting is held more than one calendar year after the date on which the last election of the board was held, an election of the board must be held at that general meeting
32. An election of the board may be held at any general meeting if notice that an election will be held is given by the board in the notice of meeting.
- 33 At any general meeting where there is to be an election of the board, one third of the members of the board for the time being, or if their number is not a multiple of three then the number nearest to one third, shall retire
- 34 The members of the board 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 their last election or appointment. A retiring member of the board shall be eligible for re-election
- 35 The number of directors to be elected to the board shall be determined by the board in advance of the election but shall be such as to ensure that the membership of the board after the election is no less than 2 and no more than 8.
- 36 Elections to the board must be held by Single Transferable Vote (STV) The exact form of the STV and the manner in which an STV election is to be conducted shall be determined by the board from time to time
- 37 See the subheading "right to vote at general meetings" below, which defines who may vote in an election to the board.

Attendance and speaking at general meetings

- 38 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 39 A person is able to exercise the right to vote at a general meeting when—

- (1) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (2) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
40. The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
41. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
42. Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

Quorum for general meetings

43. No business other than the appointment of the chairperson of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
44. A quorum for general meetings shall be the lesser of
- (1) 15 members,
 - (2) one tenth (rounded up) of the membership of the Foundation

Chairing general meetings

45. If the directors have appointed a chairperson, the chairperson shall chair general meetings if present and willing to do so
46. If the directors have not appointed a chairperson, or if the chairperson is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start—
- (1) the directors present, or
 - (2) (if no directors are present), the meeting,
 - (3) must appoint a director or member to chair the meeting, and the appointment of the chairperson of the meeting must be the first business of the meeting
47. The person chairing a meeting in accordance with this article is referred to as "the chairperson of the meeting".

Attendance and speaking by directors and non-members

48. Directors and associate members may attend and speak at general meetings, whether or not they are members
49. Directors may invite guests to attend a general meeting. Guests who are not members or associate members may not speak or vote unless they do so as proxy for a member or associate member.
50. The chairperson of the meeting may permit other persons who are not members of the Foundation to attend and speak at a general meeting.

Adjournment

51. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum

ceases to be present, the chairperson of the meeting must adjourn it

- 52 The chairperson of the meeting may adjourn a general meeting at which a quorum is present if—
- (1) the meeting consents to an adjournment, or
 - (2) it appears to the chairperson of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 53 The chairperson of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 54 When adjourning a general meeting, the chairperson of the meeting must—
- (1) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (2) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
55. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Foundation must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
- (1) to the same persons to whom notice of the Foundation's general meetings is required to be given, and
 - (2) containing the same information which such notice is required to contain.
56. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

Voting: general

- 57 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

Errors and disputes

- 58 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 59 Any such objection must be referred to the chairperson of the meeting whose decision is final

Poll votes

60. A poll on a resolution may be demanded—
- (1) in advance of the general meeting where it is to be put to the vote, or
 - (2) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
61. A poll may be demanded by—
- (1) the chairperson of the meeting,
 - (2) the directors,

- (3) two or more persons having the right to vote on the resolution, or
 - (4) a person or persons representing not less than one tenth of the total voting rights of all those having the right to vote on the resolution.
62. A demand for a poll may be withdrawn if—
- (1) the poll has not yet been taken, and
 - (2) the chairperson of the meeting consents to the withdrawal.
- 63 Polls must be taken immediately and in such manner as the chairperson of the meeting directs.

Content of proxy notices

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

Delivery of proxy notices

- 68 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Foundation by or on behalf of that person
- 69 An appointment under a proxy notice may be revoked by delivering to the Foundation a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 70 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
71. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who did execute it to execute it on behalf of the person appointing the proxy.

Amendments to resolutions

72. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if—
- (1) notice of the proposed amendment is given to the Foundation in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairperson of the meeting may determine), and
 - (2) the proposed amendment does not, in the reasonable opinion of the chairperson of the meeting, materially alter the scope of the resolution
73. A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (1) the chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (2) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
74. If the chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairperson's error does not invalidate the vote on that resolution

Right to vote at general meetings

75. Subject to other provisions of the articles, all members and associate members shall have the right to vote at a general meeting provided that
- (1) they were a member or associate member (as the case may be) throughout the period of 30 days prior to the date on which the meeting is held and
 - (2) their membership account was not in arrears on the date on which the general meeting is held.
 - (3) they are a natural person
76. Where associate members have right to vote at a general meeting they may do so only on the following matters
- (1) appeals from expulsions by the board;
 - (2) the appointment of directors,
 - (3) decisions by the meeting as to whether to adjourn;
 - (4) any other decision required by these articles to be made by a General Meeting, unless that decision would have to be made by ordinary or special resolution or is otherwise reserved to the members of the Foundation by these articles or the Company Acts
 - (5) such other motions (not being ordinary or special resolutions of the Foundation) as the chairperson or the board may determine;
77. Where an associate member is entitled to vote, their vote shall count equal to that of a member

BOARD OF MANAGEMENT

78. Until otherwise determined by a General Meeting, the number of members of the board shall not be less than two nor more than eight

- 79 Any member of the Foundation who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
- (1) by election at a general meeting; or
 - (2) by a decision of the directors
- 80 In any case where, as a result of death, the Foundation has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director. For the purposes of this paragraph, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member
81. The board may from time to time and at any time appoint any member of the Foundation as a member of the board, either to fill a casual vacancy or by way of addition to the board, provided that the prescribed maximum be not thereby exceeded Any member so appointed shall retain their office only until the next Annual General Meeting, but shall then be eligible for re-election.
82. No person who is not a member of the Foundation shall in any circumstances be eligible to hold office as a member of the board.

POWERS OF THE BOARD

- 83 The business of the Foundation shall be managed by the board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Foundation as they think fit, and may exercise all such powers of the Foundation, and do on behalf of the Foundation all such acts as may be exercised and done by the Foundation, and as are not by the Act or by the Articles required to be exercised or done by the Foundation in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Foundation in General Meeting, but no regulation made by the Foundation in General Meeting shall invalidate any prior act of the board which would have been valid if such regulation had not been made
- 84 The members for the time being of the board may act notwithstanding any vacancy in their body, provided always that in case the members of the board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the board for the purpose of admitting persons to membership of the Foundation, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

- 85 Subject to the provisions of the Act the Secretary shall be appointed by the board for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The 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

DISQUALIFICATION OF MEMBERS OF THE BOARD

86. A person ceases to be a director as soon as—
- (1) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

- (2) a bankruptcy order is made against that person,
- (3) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (4) a registered medical practitioner who is treating that person gives a written opinion to the Foundation stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (5) a notification is received by the Foundation from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or
- (6) they cease to be a member of the Foundation

PROCEEDINGS OF THE BOARD

- 87. The board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 88. A member of the board may, and on the request of a member of the board the Secretary shall, at any time, summon a meeting of the board by notice served upon the several members of the board.
- 89. The board shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the board at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the board present shall choose one of their number to be Chairman of the meeting.
- 90. A meeting of the 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 Foundation for the time being invested in the board generally.
- 91. The board may delegate any of their powers to committees consisting of such member or members of the board as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the board so far as applicable and so far as the same shall not be superseded by any regulations made by the board.
- 92. All acts bona fide done by any meeting of the board or of any committee of the board, or by any person acting as a member of the board, 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 qualified to be a member of the board.
- 93. The board shall cause proper records to be kept of all Written Resolutions (and of the signatures). The board shall cause proper minutes to be made of all appointments of officers made by the board and of the proceedings of all meetings of the Foundation and of the board and of committees of the board, and all business transacted at such meetings.

All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. 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.

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

ACCOUNTS

No right to inspect accounts and other records

95. Except as provided by law or authorised by the directors or a decision of the General Meeting, no person is entitled to inspect any of the Foundation's accounting or other records or documents merely by virtue of being a member or associate member.

NOTICES

96. Subject to any specific provision of the articles to the contrary, anything which is required by these articles to be given, served, sent or otherwise supplied by the Foundation to any person or by any person to the Foundation may be sent or supplied in any way authorised by the company communications provisions as defined by section 1143 of the Companies Act 2006.
97. To that end
- (1) all communications by the Foundation to members may be made in electronic form to the last known electronic mail address of the recipient or by means of a website and, on becoming a member, each member is taken to have agreed (in accordance with paragraph 6(a) of Schedule 5 to the Companies Act 2006) that documents or information may be sent to them in electronic form, and
 - (2) in accordance with paragraph 10(2)(b) of Schedule 5 to the Companies Act 2006, the members of the Foundation are taken to have resolved that the Foundation may send or supply documents or information to them by making them available on a website,
 - (3) "writing" includes a document in electronic form
98. Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
99. A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
100. Where, by law, the Foundation is required to give notice to the members of the Foundation it shall also take all reasonable steps to give a copy of that notice to all associate members
101. Any method of communication that may be used to communicate by or to a member may also be used by or to an associate member